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

RATNAMANI METALS & TUBES LTD.

RMTL/SEC/39TH AGM NOTICE-AR 2022-23 July 7, 2023

BSE Ltd. Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building, P. J. Tower, Dalal Street, Fort, Mumbai – 400 001 Company Code : **520111**	**National Stock Exchange of India Ltd.** "Exchange Plaza", 5th Floor, Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051 Company Code : **RATNAMANI**

Sub.: Submission of the Annual Report for the FY 2022-23 and the Notice convening 39th Annual General Meeting of the Company.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report (including Business Responsibility and Sustainability Report) for the FY 2022-23 and the Notice convening 39th AGM of the Company.

Further, in compliance with the relevant circulars issued by Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), the Annual Report for the FY 2022-23 and the Notice convening 39th AGM, is being sent only to the Members of the Company whose email addresses are registered with the Company or Registrar & Transfer Agent or Depository Participants.

The 39th AGM of the Company is scheduled to be held on Thursday, August 3, 2023, at 10:30 A.M. IST through Video Conferencing / Other Audio Visual Means ("VC / OAVM") in accordance with the aforesaid circulars.

Further, in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the e-voting facility to its Members holding shares in physical or dematerialised form, as on the cut-off date i.e. Thursday, July 27, 2023 to cast their votes by electronic means on the resolutions set forth in the Notice of the 39th AGM.

The above information will be made available on the website of the Company at www.ratnamani.com as well as on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

Kindly take the above on your record.

Thanking you,
Yours faithfully,
For, RATNAMANI METALS & TUBES LIMITED

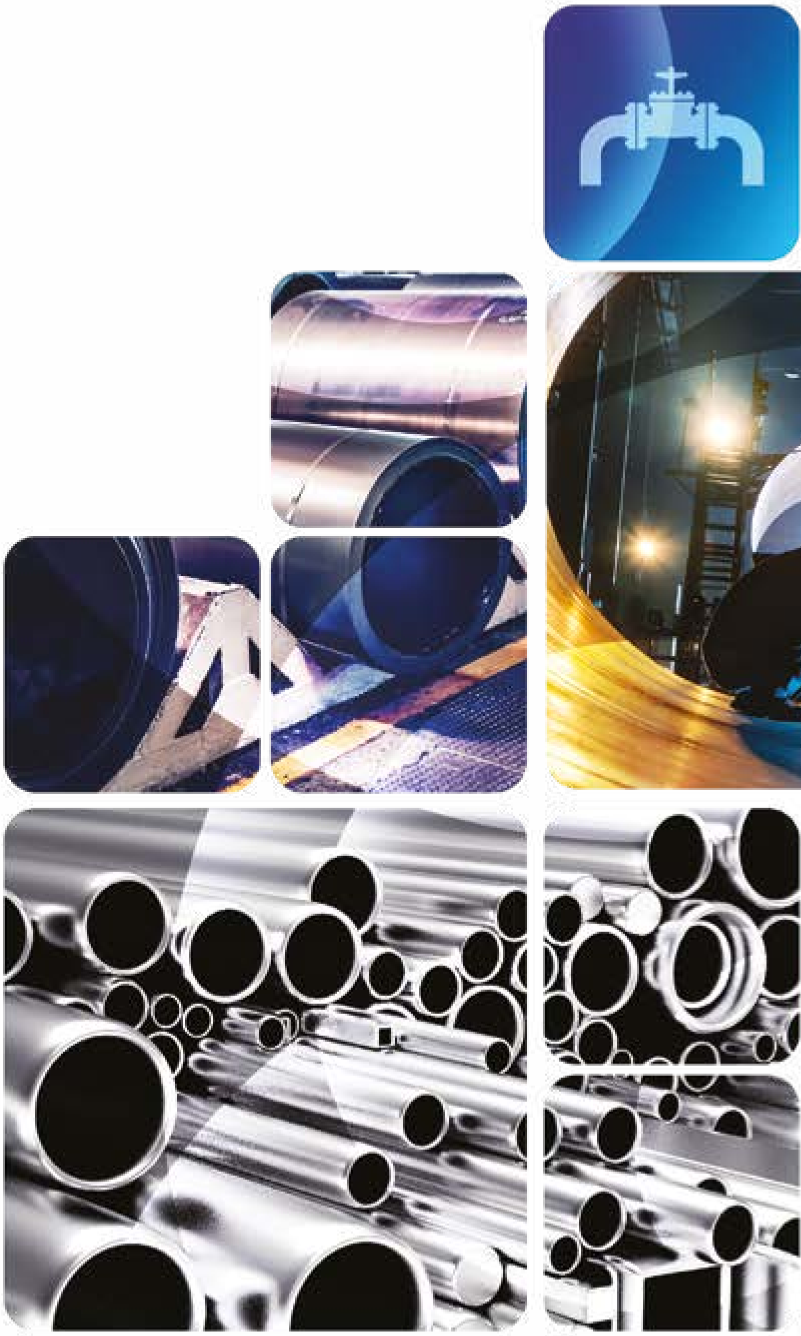
Maloo Anil
Digitally signed by Maloo Anil
Date: 2023.07.07 18:09:56 +05'30'

ANIL MALOO
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: As above

RATNAMANI®
METALS & TUBES LTD.

Scaling New Heights



39th ANNUAL REPORT 2022-23

Corporate Information

BOARD OF DIRECTORS	
Shri Prakash M. Sanghvi	Chairman & Managing Director
Shri Jayanti M. Sanghvi	Joint Managing Director
Shri Shanti M. Sanghvi	Whole Time Director
Shri Pravinchandra M. Mehta	Independent Director
Shri Divyabhash C. Anjaria	Independent Director
Dr. Vinodkumar M. Agrawal	Independent Director
Smt. Nidhi G. Gadhecha	Independent Woman Director
Shri Sushil Solanki	Independent Director (w.e.f. 13/02/2023)
Shri Dhinal A. Shah	Independent Director (w.e.f. 13/02/2023)
Shri Rajesh G. Desai	Independent Director (w.e.f. 13/02/2023)

KEY MANAGERIAL PERSONNEL (Other than Directors)	
Shri Vimal Katta	Sr. Vice President (F & A) / C. F. O.
Shri Anil Maloo	Company Secretary & Legal Head

AUDIT COMMITTEE	
Shri Divyabhash C. Anjaria	Chairman
Dr. Vinodkumar M. Agrawal	Member
Shri Jayanti M. Sanghvi	Member
Smt. Nidhi G. Gadhecha	Member

NOMINATION AND REMUNERATION COMMITTEE	
Shri Divyabhash C. Anjaria	Chairman
Shri Pravinchandra M. Mehta	Member
Dr. Vinodkumar M. Agrawal	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE	
Shri Divyabhash C. Anjaria	Chairman
Dr. Vinodkumar M. Agrawal	Member
Shri Jayanti M. Sanghvi	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	
Shri Pravinchandra M. Mehta	Chairman
Shri Prakash M. Sanghvi	Member
Shri Jayanti M. Sanghvi	Member

RISK MANAGEMENT COMMITTEE	
Shri Divyabhash C. Anjaria	Chairman
Shri Prakash M. Sanghvi	Member
Shri Jayanti M. Sanghvi	Member
Shri Shanti M. Sanghvi	Member
Shri Manoj P. Sanghvi	Member (Business Head – CS Pipes)
Shri Vimal Katta	Member (Sr. Vice President (F & A) / C. F. O.)
Shri Rajnikant S. Patel	Member (Sr. Vice President – Manufacturing)

BANKERS	
ICICI Bank Limited	Axis Bank Limited
HDFC Bank Limited	Citi Bank N. A.
IDBI Bank Limited	

STATUTORY AUDITORS

M/s. Kantilal Patel & Co., Chartered Accountants

INTERNAL AUDITORS

M/s. G. K. Choksi & Co., Chartered Accountants

COST AUDITORS

M/s. N. D. Birla & Co., Cost Accountants

SECRETARIAL AUDITORS

M/s. M. C. Gupta & Co., Company Secretaries

REGISTERED OFFICE
17, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura,
Ahmedabad – 380013, Gujarat, India
Website: www.ratnamani.com
CIN: L70109GJ1983PLC006460
Phone: +91-079-27415501
E-mail id: Info@ratnamani.com
Website: www.ratnamani.com

CORPORATE OFFICE
The First Building, A & B Wing, 9th Floor, Behind Keshav Baug Party Plot, The First Avenue Road, Off 132 Ft. Ring Road, Vastrapur,
Ahmedabad – 380015, Gujarat, India
Phone: 079-29601200 / 01 / 02
Fax: +91-079-29601210

WORKS
STAINLESS STEEL SEAMLESS WORKS
Survey No.423, Ahmedabad – Mehsana Highway, Village Indrad,
Taluka: Kadi, Dist: Mehsana – 382715, Gujarat, India.
Phone : +91-02764-232254 / 63, 233766

CARBON STEEL WORKS
Plot No.3306-3309, GIDC Estate, Chhatral Phase IV, Ahmedabad-Mehsana Highway, P.O. Chhatral, Taluka: Kalol,
Dist: Gandhinagar – 382729, Gujarat, India
Phone: +91-02764-232234, 233919, 232409

KUTCH WORKS
Survey No. 474, Anjar-Bhachau Road, Village: Bhimasar,
Taluka: Anjar, Dist: Kutch – 370240, Gujarat, India
Phone: +91-02836-285538 / 39 / 61
Fax: 02836-285262

SALES OFFICE
MUMBAI
Panchsheel Plaza, B-Wing, 2nd Floor, 55 Gam Devi Road,
Nr. Dharam Palace, Mumbai – 400007
Phone: +91-022-35209900, 35209933
Fax No.: 022-43334575

NEW DELHI
402, 4th Floor, Bhikaji Cama Bhawan,
Bhikaji Cama Place,
New Delhi – 110066
Phone: +91-011-46152724

SUBSIDIARY COMPANIES
RATNAMANI INC
5326, Heath River Lane,
Sugar Land, Texas – 77479, USA
Phone: +1 832 871 9244
E-mail Id: jai.jadhav@ratnamani.com

RAVI TECHNOFORGE PRIVATE LIMITED
Survey No.50-P/1, Behind Toll Plaza, National Highway-27,
Village: Pipaliya,
Dist. Rajkot – 360311
Phone: +91-2827-350200
E-mail Id: info@ravitechnoforge.com
Website: www.ravitechnoforge.com

REGISTRAR & TRANSFER AGENT
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 – 380009
Phone: +91-079-26465179 / 86 / 87
E-mail Id: ahmedabad@linkintime.co.in

For more investor related information please visit
http://www.ratnamani.com/investors_relations.html

Or Simply Scan to view the online version of the report

investor information

CIN	L70109GJ1983PLC006460
BSE Code	520111
NSE SYMBOL	RATNAMANI
Bloomberg Code	RMT:Natl India
Dividend declared	₹12 per equity share
AGM Date	August 3, 2023 at 10:30 AM
AGM Mode	Video Conferencing ('VC')

Disclaimer: This document contains statements about expected future events and financials of Ratnamani Metals & Tubes Ltd. which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

Contents

Highlights, 2022-23

FINANCIAL HIGHLIGHTS

₹ 4,401 crore	₹ 793 crore	₹ 514 crore	₹ 73
Revenue	EBITDA#	Net Profit	Earnings per share

OPERATIONAL HIGHLIGHTS

24,111	276,406	₹ 2,600+ crore
Production (tonnes) Stainless Steel division	Production (tonnes) Carbon Steel division	Order book (March 31, 2023)

ENVIRONMENT HIGHLIGHTS

₹ 51.77 crore	2000+
Investment in environment related initiatives	Trees planted

SOCIAL HIGHLIGHTS

₹ 1.67 crore	₹ 12	₹ 7.59 crore
Revenue per employee	Dividend per share (Proposed)	Spending in CSR initiatives

Standalone figures
#EBITDA: Earnings Before Interest, Taxes, Depreciation and Amortisation

"When you see a successful business, someone has made a courageous decision."

Peter F Drucker

At Ratnamani, we were adding new products to our offering basket. We were expanding into new application areas and geographies. We were adding new customers. We were generating returns.

Having come this far over our multi-decadal journey, our ambition has soared because our position stands elevated. Our vision has amplified because we are able to envision beyond the visible horizon. Our strategies have become more demanding because we have set our sights significantly higher. Our excitement is palpable, because we are stronger than ever before.

Until now, we were growing.

Going forward, we will

scale new heights.

Scaling new heights

By becoming stronger

Having crossed the ₹4000 crore topline milestone, we have set our eyes on crossing the next ₹1000 crore journey in the current year. With that objective, we are putting in all our efforts to strengthen our flight.

We commissioned new capacities.
We commissioned the hot extrusion press to produce stainless steel/ Nickel Alloy seamless pipes. We also commenced operation at our state-of-the-art L-SAW Plant to produce Line Pipe.

We widened our geographic presence.
Our L-SAW plant has received Saudi Aramco approval. We executed our first sour-service order and supplied it to UAE as per IOGP S616. Our L-SAW unit also received the CE Marking approval from TUV-Nord for supplying pipes to Europe with the CE mark. And we executed our biggest (65kms) export order to Europe.

We strengthened our capability index.
We received our largest single order valued at ₹802 crore from a water project in Rajasthan. We set up a plant proximate to the delivery site to fast-track delivery. This project is a testimony to the Company's capability to handle large projects seamlessly. It also opens a new gateway of opportunities.

We are making significant investments.
We are implementing projects cumulating ₹300 crore plus investment, which should see the light of day in the current fiscal (FY24). With an asset-turnover ratio estimated at 2, we should be able to generate additional revenue of about ₹600 crore at optimum utilization.

Scaling new heights

By diversifying

While we continue to grow our business organically, we strategized to diversify into new spaces which would add stronger muscle to our northward flight.

And Ravi Technoforge Private Limited came our way. We poured in about ₹98 crore to acquire a majority stake in that Company,of which ₹48 crore is primarily towards growth capital.

Ravi Technoforge is a leading manufacturer of high-precision forged and turned bearing rings, gear blanks and other similar bearing components having ultimate end use across widespread industrial and automotive applications. It caters primarily to all large-bearing manufacturers, not only in India but across the globe.

SKF, Schaeffler, Timken, NBC, NRB, NACHI. And the list continues.

This strategic initiative has added a new growth driver, both domestically and globally, with a blend of diversification. It helps in enlarging our canvas of products and sectors. Moreover, it motivates us to explore new segments, markets and products.

The unit generates close to ₹250 crore at the top line. We intend to double the number in the shortest term, which is very doable with the existing capacities and capabilities. Post that, we will ideate on investing in the business to scale it into a new orbit.

About Us

We are one of India's leading producers of steel tubes and pipes with the widest product range that services about 20 user sectors.

We are also India's largest manufacturer of Stainless Steel Seamless and Welded Pipes & Tubes in India.

We are among the major manufacturers of Carbon Steel Welded pipes.

Ratnamani Metals & Tubes Ltd., headquartered in Ahmedabad, India and established in 1983, manufactures high-quality steel pipes and tubes, delivering solutions to clients in 35 countries across the globe.

Over the span of 4 decades, we have grown to emerge as a multi-location, multi-product company providing critical tubing and piping solutions to a diverse range of industries and niche markets in core sectors such as Oil & Gas, Refinery & Petrochemicals, Dairy, Chemicals & Fertilizers, Thermal, Solar & Nuclear Power, LNG, Desalination, Defence, Aerospace, Chillers & Cooling systems, Pulp & Paper Industry, Automobile etc.

We have highly esteemed clients in private, public and joint sectors, who are leaders in their respective business spaces.

We have a diverse product portfolio including Nickel Alloy/Stainless Steel Seamless Tubes & Pipes, Stainless Steel Welded Tubes & Pipes, Titanium Welded Tubes, Carbon Steel Welded Pipes, Stainless Steel/Carbon Steel Pipes with Coating and Induction Bends.

We have state-of-the-art manufacturing facilities at Chhatral & Indrad (near Ahmedabad) and Bhimasar (near Gandhidham, Kutch) while we serve customers in domestic as well as overseas markets across Asia-Pacific, Europe, Middle East and North & South America.

We supply tubes and pipes in accordance with appropriate international standards as well as customer specifications in a large variety of grades and dimensions.

Our production planning is flexible in order to meet the urgent delivery requirements of customers. Our dedication and commitment to serving our customers by delivering high-quality products and services have rewarded us with customer loyalty.

3
Manufacturing locations

2,634+
Team size

₹ 2,748.57 crore
Net worth

₹ 13,891.18 crore
Market Capitalisation (NSE)

267
Largest Company in India by Market Capitalisation (NSE)

Our journey this far…

1985
Commenced production of Stainless Steel Welded Pipes & Seamless Tubes, as twin small-scale units.

1991
Established facilities for manufacturing Stainless Steel Electric Fusion Welded [EFW] Pipes.

1993
Listed on Bombay Stock Exchange (BSE) & Ahmedabad Stock Exchange (ASE).

1995
Commenced production of Submerged Arc Welded [SAW] Pipes.

1997
Received API 5L Monogramming License.

1999
Commenced production of Stainless Steel Tubes for Automobile Exhaust Systems.

2000
Installed first mobile plant, for the Narmada Canal Pipe Line Project under the Government of Gujarat.

2001
Achieved Quality Management System accredited to ISO 9002 under Lloyd's Register Quality Assurance(LRQA).

2002
Received recognition as a well-known Tube/Pipe Maker under IBR.

2003
- Received Pressure Equipment Directive [PED]certification.
- Received approval from Nuclear Power Corporation of India Limited for the supply of Critical Instrumentation Seamless Tubes for Primary Piping of Nuclear Reactors.
- Upgradation of ISO 9002 Quality System to ISO 9001:2000.

2004
- Implemented Environment, Health & Safety [EHS] policy throughout the organisation.
- Enhancement of current capacity by establishing new manufacturing facilities – New Unit at Kutch, Gujarat.

2005
Commenced manufacturing of Welded Cold Drawn Duplex Steel Tubes as per SA 789/UNS31803 and UNS32205.

2008
Received Vendor Approval from Saudi Aramco and SABIC for Stainless Steel Seamless Tubes.

2013
- Enhanced Stainless Steel Cold Finishing capacity at Indrad facility.
- Received vendor approval from Saudi Aramco for Stainless Steel Seamless and Welded Pipes, Titanium Welded Tubes.

2014
- Developed facility to manufacture 8NPS and 10NPS diameter pipes in LSAW.
- Received first order from LNG sector for supply of Stainless Steel Seamless Pipes with coating.
- Successfully executed order for prestigious project of ITER.

2015
Upgraded LSAW Pipes manufacturing facility up-to 32 mm thickness (earlier capacity was 25 mm thickness).

2017
Received highest order bookings in the Company's history for Stainless Steel division, LSAW division, HSAW division.

2018
- Work started on setting up a hot extrusion facility of 20,000 tonnes for large diameter seamless stainless steel pipes and matching cold finishing capacity.
- RMTL announced expansion of its LSAW capacity from 40ktpa to 120ktpa led by strong demand and guided towards commissioning of new SS capacity.

2021
- Installed & commissioned state-of-the-art Hot Extrusion press of 4,500 MT force to produce stainless steel/ Nickle Alloys seamless pipes up to 10-inch diameter.
- Installed & commissioned state-of-the-art L-SAW Plant to produce Line Pipe. Additional finishing line added for Carbon steel ERW pipes.

2022
- Achieved highest order bookings ever in Stainless Steel division.
- Achieved new milestone for CS Piping division in terms of order book.
- Booked the single largest order of Oil & Gas in the history of Ratnamani from a domestic pipe line project.
- Received approval for the new LSAW facility for manufacturing API X-70 Grade Line Pipes.
- Received approval of Hot Induction Bends from ONGC, opening a new market segment.
- Received international approvals from NEOM, Saudi Arabia & National Gas Company, Trinidad and Tobago for Ratnamani Kutch Carbon Steel facility.
- Received KIWA certification virtual audit successfully.

2023
- Achieved highest ever turnover and highest ever profit.
- Acquisition of a subsidiary Company engaged in high-precision forged and turned bearing rings, gear blanks and other similar bearing components
- Largest ever order of Carbon Steel Coated Pipes for water supply.
- Commissioning of Solar Power project of 15 MW for Captive use.
- NADCAP approval for heat treatment & NDT and IATF approvals in Stainless Steel division

Scaling new heights

In our customer offerings

Our expansive and customer-relevant product range, carefully created over the years, allows us to capitalise growth opportunities from across our global footprint to scale new heights with every passing year.





Stainless Steel Division

Seamless Tubes and Pipes

- Nickel Alloy / Seamless Heat Exchanger Tubes
- Instrumentation Tubes
- Heater Pipes
- Hollow Bars
- Boiler Tubes and pipes
- Seamless Pipes
- Seamless Integral Low Finned Tubes

Welded Tubes and Pipes

- Welded Tubes
- Stainless Steel 3LPE
- Stainless Steel Welded Pipes
- 3-LayerPolyethylene/3LPP
- Titanium Welded Tubes
- Large Diameter EFW Pipes
- 3-LayerPolypropylene Coated Pipes

Speciality

- Wide product range
- Rich experience of serving various sectors
- NABL Accredited Laboratory
- Good technical expertise

End-user industries

Oil & Gas Exploration	LNG
Food and Dairy	Fertiliser Plants
Thermal, Solar and Nuclear Plants	Defence
Automobile	Sugar, Pulp and Paper Industries
Cross Country Pipe Line for Oil, Gas and Water	Water Distribution Pipe Lines
Petrochemicals & Refineries	Pharmaceutical
Chemicals Industries	De-salination Plants
Power Plants	Atomic Energy
Aerospace	Marine
CNG + Booster Compressors and Dispensers	

Carbon Steel Division

High Frequency Electric Resistance Welded (HF-ERW) Pipes

- Circular pipes / Circular Hollow Sections
- Square Hollow Sections
- Rectangular Hollow Sections

End-User Industry

- Oil & Gas Pipelines
- City Gas Distribution
- Structural Pipe Systems
- Water Supply
- Plumbing and Heating
- General Purpose Applications

Pipe Coating Solutions

External: Carbon Steel 3LPE/3LPP/ DFBE/SFBE and all other prevalent coatings

Internal: Food Grade Epoxy/ Polyurethane/Coal Tar Epoxy/ Cement Lining and other prevalent coatings

End-User Industry

- Oil & Gas Pipelines
- Water Pipelines
- Effluent Lines

Submerged Arc Welded (SAW) Pipes: H-SAW, L-SAW & C-Saw and Mobile Plant

- Carbon Steel and Alloy Steel Longitudinal Submerged Arc Welded (L-SAW) Pipes
- Carbon Steel Helical / Spiral Submerged Arc Welded (H-SAW) Pipes
- Carbon Steel and Alloy Steel Longitudinal with Circumferential Seam Submerged Arc Welded Pipes

End-User Industry

- Oil & Gas Pipelines
- Power Plant
- Water & Sewerage
- Structural Pipes
- Fertilizer Plant Pipes
- Dredging Pipes
- High Mast Pipes for Wind Mill Towers
- Mining Pipes
- Air Duct Pipes

Induction Bends

- Pipe bends
- Spools

End-User Industry

- Oil & Gas Exploration
- Power Plants
- LNG
- Structural Pipes
- Pharmaceutical Industries
- Petrochemicals and Refineries
- Fertilizer plants
- Thermal, Nuclear and Solar Power Plants
- Desalination Plants
- Chemical Industries
- Food and Dairy
- Automobile
- Marine
- Other industries

Standing tall, out of the clutter

From humble beginnings, Ratnamani has come a long way to emerge as a multi-location, multi-product company that enjoys a dominant position in the steel tubes space. Along the way, the Company has built important differentiators that have helped it grow from strength-to-strength with the passage of time.

One of the largest product suite in its business space

Ratnamani has, over the years, created one of the widest product range in its business spaces. It possesses the capability to manufacture pipes from 3 mm to 180 inches diameter which showcases it technological capability and operational flexibility. In addition, the Company can seamlessly work with exotic material to manufacture pipes and tubes for specialized applications.

An expansive sectoral bandwidth

Owing to its huge array of products, the Company is able to services more than 20 sectors, some of which are very demanding sectors such as oil & gas, nuclear, defence and aerospace among others. Moreover, the Company has a dominating presence in certain sectors which are high on the Government's priority. This sectoral bandwidth provides a huge opportunity horizon for the Company that promises to make business growth more sustainable.

A wide geographic presence

Over the years, the Company has persevered patiently to establish a wide international presence across more than 30 nations comprising developed and developing economies. This is in addition to its entrenched presence in the domestic market with private players and government agencies. This global footprint allows the Company to capitalise on growth opportunities emanating from multiple geographies.

Rich knowledge capital

The promoter family and the leadership team have rich knowledge across decades and industry cycles to gauge industry and user sector trends (positive and negative) well before they transpire. This facilitates the organisation to remain prepared proactively. Moreover, they have forged strong and meaningful relations with multiple stakeholders which has facilitated in contouring accurate business strategies that have sustained business growth.

Financial solidity

The Company's financial solidity marked by its deleveraged position, robust cash flows from business and strong credit rating helps it to secure adequate funding from multiple financial institutions at attractive rates. Its financial stability, growing liquidity and prudent capital allocation allows the management to embark upon capital intensive projects that provides healthy returns to the Company and all its stakeholders.

Our value-creation engine

Ratnamani's value creation model is the foundation upon which it seek to effectively implement and drive a sustainable business strategy. The business model is built on the foundation of patience and perseverance of the team to create growth levers for the future. It encourages and inspires employees and partners to strive for excellence in what they do, keeping ethics, transparency and good governance practices in mind.

OUR CAPITALS	INPUT		OUTPUT		SDGs impacted
MANUFACTURED CAPITAL Our state-of-the-art pan-India infrastructure provides a superior mind-to-market cycle. We have continued our investment in our physical assets to strengthen our capability.	Capex during FY23	**₹149.72 crore**	Production	**24,111 tonnes** in Stainless Steel and **2,76,406 tonnes** in Carbon Steel	8, 9
FINANCIAL CAPITAL Over the years, we have worked patiently on strengthening our financial position even as we focused on growing the business. Today, we have a strong balance sheet which allows us to efficient capital allocation.	Capital Employed in the business as on March 31, 2023	**₹4,217.50 Crore**	Revenue EBITDA	**₹4,401.24 crore** **₹793.30 crore**	8
INTELLECTUAL CAPITAL Our passion for making a difference to our customers pushes us to walk the road-less travelled and in developing niche products.	Product development efforts	**Widest range (3mm-180inch dia)**	Multi-sector presence	**20 industries served**	9
HUMAN CAPITAL The skills, knowhow, capabilities, experience, diversity and level of motivation of employees make a priceless contribution to our growth. We promote innovative thinking and equip them with the right development tools and trainings	Staff Welfare	**₹11.01 crore**	Revenue per employee	**₹1.67 Crore**	3, 8, 5
SOCIAL & RELATIONSHIP CAPITAL Trust-based, mutually beneficial relationships with key stakeholders such as investors, customers, vendors, society and government, among others, play a vital role in our success.	CSR initiatives in FY23	**₹7.59 crore**	Dividend per share (FY23)	**₹12 per share of ₹2 each**	3, 10, 4
NATURAL CAPITAL Climate change is mandating corporate to embed sustainability in their business model. We continuously endeavour to reduce the load of our operations on the Earth.	Investment in environment related initiatives	**₹51.77 crore**	Trees planted	**2,000 +**	13, 15

Our value creators

Our products
Continue to rejuvenate our product offering with new products that add value to our customers' business. Customise products to suit our customer's requirements.

Our people
Foster a working environment that motivates people to learn, grow professionally and develop leadership skills.
Encourage an ecosystem of team bonding and building.

Our processes
Adopting new technologies, focus on automation and improving to up the product quality quotient and customer satisfaction index to attain the preferred supplier status.

Our passion
Passionate about treading the road-less travelled to arrive at exciting destinations that scale the organisation to newer heights.

Our practices
Uncompromising focus on ethical practices, regulatory compliances respect for the environment and care for communities ensure that we earn the respect of our stakeholders

Our Vision

- To attain global excellence by continuously developing and providing the best quality products and services
- Exceeding expectations of our customers with innovative products & applications
- Building value for all our stakeholders
- To be a value-driven organisation that is a benchmark in corporate citizenship

Our Mission

- To be leading Pipes and Tubes Manufacturing Company in Stainless Steel and Carbon Steel Industry
- Making difference in our Space through:

  Products & Services – Having wide range of products and services. Becoming the supplier of choice. Delivering premium products and services. Creating value for our customers.

  Practices – Making Best all the time. Making our Processes & System robust with the future in mind.

Our Values

Customer Focus
We simply align our actions and applications to cater to the needs of the customer. Being sincere to our commitment.

Passion
Our passion to excel propels us and our commitment to quality guides us towards success.

Innovation
Innovation with committed involvement is our work ethic which we live by through every phase of work.

Respect
Appreciating people for their character, knowledge, intellect, abilities & values. Honouring them with our complete attention when they communicate and share their point of view with mutual respect. Work with sustainability of interdependence.

Integrity
Being true to the purpose and transparent.

Responsibility
Owning responsibility with a sense of belonging and striving for environmental safeguard.

Self Discipline
We pursue self-discipline and conduct consistent with our beliefs, culture and code of conduct. Having pride in being disciplined and courageous with all our stakeholders.

Global Presence

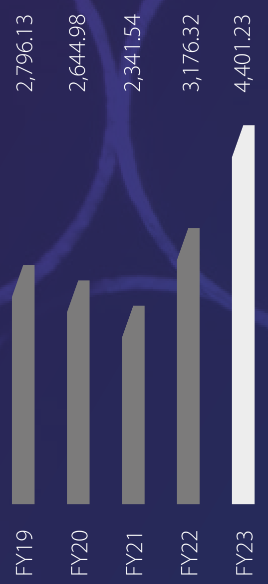
Presence around the Globe

1) CANADA	13) PERU	25) SINGAPORE
2) UK	14) USA	26) AUSTRALIA
3) GERMANY	15) KUWAIT	27) SOUTH AFRICA
4) FRANCE	16) QATAR	28) EGYPT
5) SOUTH KOREA	17) BAHRAIN	29) TANZANIA
6) SPAIN	18) SAUDI ARABIA	30) THAILAND
7) JAPAN	19) OMAN	31) CHILE
8) BELGIUM	20) ITALY	32) MEXICO
9) NETHERLANDS	21) NIGERIA	33) UAE
10) RUSSIA	22) INDONESIA	34) TURKEY
11) BANGLADESH	23) BRAZIL	35) PHILIPPINES
12) MYANMAR	24) MALAYSIA	

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its Directors, Officers or Employees cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection to its accuracy or completeness.

Key Performance Indicators

PERFORMANCE



Revenue (₹ crore)

EBITDA (₹ crore)

Net Profit (₹ crore)

PROFITABILITY

EBIDTA margin (%)

Net Profit margin (%)

LIQUIDITY

Net Cash from Operations (₹ crore)

Debt-equity ratio (x)

Current Ratio (x)

SHAREHOLDER VALUE

Net Worth (₹ crore)

Earnings per Share (₹)

* Adjusted towards the issue of fully paid -up bonus equity shares in the ratio of 1:2 i.e. one bonus equity share for two fully paid up equity shares

Book Value per Share (₹)

* Adjusted towards the issue of fully paid -up bonus equity shares in the ratio of 1:2 i.e. one bonus equity share for two fully paid up equity shares.

Return on Equity (%)

RATNAMANI METALS & TUBES LTD.

Statement from the Chairman's office

"In last few years, we had excellent business momentum and are well-positioned in the marketplace. With our differentiated capabilities, our large investments and our disciplined business management, I am confident that we will continue to increase our market share and deliver value for all our stakeholders."

Dear shareholders,

It's a happy time to connect with you. Once again, we scaled new heights as we clocked a record-breaking performance for a second year in succession. Moreover, we have strengthened our growth levers appreciably, which should help us sustain our performance and remain committed to creating stakeholder value.

We have continued with our strategy to invest in more specialised products and improve efficiencies, focusing on technology and infrastructure. Our well-calculated and judicious capital allocation in capex and all investments have resulted in a solid Balance Sheet and would help us leap to the next level.

Business performance

Our topline and bottomline were at historic highs crossing ₹4,400 crore and ₹500 crore, respectively. Moreover, our operating margins improved by about 126 bps despite the elevated and persisting inflationary headwinds. Our overall growth was particularly encouraging.

Stable steel prices for a large part of the financial year resulted in a revival of stalled projects leading to robust demand from all sectors, especially from refineries, process industries and the core sector. Also, there was considerable traction for Carbon Steel and Stainless Steel products from across the globe.

The kind of growth we registered, we feel, was quite exceptional. Because it was the outcome of multiple factors - projects kickstarted, demand resurfaced, and new capacity came in simultaneously, which allowed us to capitalise on growth opportunities seamlessly. The perfect culmination of the right positive forces at the right time is quite a rarity in general and in these days in particular.

As our operations increased, we enjoyed the advantage of economies of scale. Moreover, our sales mix tilted in favour of value-added products. Case in point: in carbon steel, major orders were related to the oil and gas sector, where margins are typically better. Everything worked in favour of better margins.

We have continued with our strategy to invest in more specialised products and improve efficiencies, focusing on technology and infrastructure. Our well-calculated and judicious capital allocation in capex and all investments have resulted in a solid Balance Sheet and would help us leap to the next level.

Landmark for the year

In the Financial Year 2021-22, we had received largest ever order of ₹700 crores and this year, we raised our benchmark and received our single largest ever order worth ₹801 crores for supplying Carbon Steel Coated Pipes from one of the biggest EPC Contractor for their order from Public Health Engineering Department, Jodhpur, Rajasthan.

To cater to this order, we have established a pipe mill at Kheerva, Phalodi. These pipes will be deployed to supply water in Jodhpur and nearby villages across the region under Rajiv Gandhi Lift Canal (Phase III) Project.

Capex plans

At the start of FY23, we announced a capex of around ₹180 crore for increasing our stainless steel cold finishing capacities. Further, intending to solidify our presence in the Eastern part of the country, we announced a capex of roughly ₹150 crore for a carbon steel pipe manufacturing facility in the eastern part of the country.

After some initial delay due to our Rajasthan facility (which was the need of the hour), both projects are progressing well. We expect the stainless-steel expansion of cold finishing to commence operation in the early months of Calendar 2024. For the carbon steel project, land acquisition and development are well underway. We hope to commercialise this project in the first half of FY25. The new capacities should help us shore up volumes and our performance beginning FY25.

Acquisition

We entered into a definitive agreement to acquire a majority stake in Ravi Technoforge Private Limited (RTL), a Rajkot-based company. We completed the first tranche of acquiring 53% of the shares at an investment of close to ₹100 crore as per the terms of the agreement. This transaction, we are confident, will add a new growth driver both domestically and globally. We are well positioned to leverage our managerial, technical and financial capabilities to scale its operations, making it more sustainable and creating long-term value for the shareholders.

Environment Stewardship

FY23 has been significantly eventful at Ratnamani as we took a decisive step towards reducing our carbon footprint. We successfully commissioned our 15MW solar project in March 2023 with an investment of approx. ₹50 Crores. I feel this is an important initiative to showcase our continued and long term orientation towards ESG and sustainability. We have been investing in Green Energy since 2011, and remain deeply committed to investing in sustainability strategies in the coming years also.

Looking into FY24

We have entered FY24 on a very positive note with a confirmed order book of approx. ₹2,600 crore. Barring unforeseen challenges, we expect the topline to grow in the range of approx. 10% and EBIDTA in line with our past track record.

The demand seems to be good for stainless steel seamless and welded products across industries and carbon steel pipes for certain specific applications. I am very optimistic about good demand potential from the water sector because a lot is happening there.

Exports also appear buoyant, because an increasing number of customers in the international market is accepting our products.

In last few years, we had excellent business momentum and are well-positioned in the marketplace. With our differentiated capabilities, our large investments and our disciplined business management, I am confident that we will continue to increase our market share and deliver value for all our stakeholders.

Medium-term prospects

The medium term prospects are considerably promising too. India is ardent about creating world-class infrastructure, reflected in the massive Budgetary allocation towards the sector for three consecutive years. In addition to accelerating economic progress, Government capex promises to create exciting growth opportunities for our Company over the coming years. Aligned with this reality, we are working on several strategies that are currently on the drawing board and should get crystalized in the current year.

Acknowledgment

We will work very deliberately to ensure that we continually shape the Company, strategically choosing growth opportunities and the geographies in which we build our presence to achieve the optimal configuration for success.

In closing, I am grateful to the Board for guiding me to execute my responsibilities in the best possible manner. I thank all the team members for their relentless efforts in strengthening Ratnamani with each passing year. I would also like to thank all our stakeholders for the support and assistance provided throughout our journey. I solicit your continued cooperation.

Warm regards
PRAKASH M. SANGHVI
Chairman & Managing Director

Ravi Technoforge Private Limited

Our new growth lever.

Ratnamani has signed Definitive Agreements for the Subscription of Equity Shares of Ravi Technoforge Private Limited from its current shareholders in three tranches over the period based on performance indicators and other terms and circumstances.

About Ravi Technoforge

It is one of India's largest manufacturer (in terms of capacity and revenue) of high precision forged and turned bearing rings.

The Company has a state-of-the-art manufacturing facility spread at Pipaliya and two machining units at Shapar – all the units are located in the renowned engineering cluster of Rajkot, Gujarat. It has automated high speed and conventional lines to handle small size large volume parts as well as large size.

The Company can manufacture a wide range of products – rings with O.D size 40 mm to 400 mm weighing 0.3 to 25 kgs and width of 40 to 200 mm. This massive product range enables it to emerge as a one-stop solution to enterprises and applications in diverse end segments. Its 1400+ products are approved and accepted by most key bearing players across the globe.

Ravi Technoforge is among the few suppliers who feature in the category of Green Flow Direct On Line or Preferred supplier to the global OEM giants.

Some key customers

Quality Certifications

ISO 14001 2015

IATF 16949 2016

ISO 45001 2018

Ratnamani's rationale for acquisition

- The Company enjoys the commendable position in bearing ring segment which facilitates in the direct entry to the leadership matrix.
- All major clientele of Ravi Technoforge are marquee MNCs and leaders in the bearing segment; the trust enjoyed is a watermark to product quality and business sustainability.
- The acquisition provides an important diversification to Ratnamani from the Infrastructure and Oil Gas dependent business prospects.
- The Company's comfortable debt and cash flow metrics provides the possibility for an immediate rating upgrade.
- The bearing sector is relatively immune to cyclicality; it is getting more structural.
- The agreement provides for 5 years of exclusivity by the Promoters of Ravi Technoforge to ensure smooth transition.

Ratnamani's support to Ravi Technoforge

- The Company proposes primary capital infusion which will go a long way in improving business operations.
- Under Ratnamani's umbrella, Ravi Technoforge can leverage banking, technical and managerial expertise.
- Ratnamani's long business relation with major raw material supplier of Ravi Technoforge and similar procurement process can help in optimising costs and a better supply chain.
- The long-term prospects and scope of expansion augers well with Ratnamani's philosophy.

The domestic bearing industry – healthy prospects

- India's bearings industry is at ~US$ 4.9 bn compared to the global bearings market of ~US$ 119 bn representing below 5% share of the global bearings market.
- The Indian bearings market grew at a CAGR of 7.2% from 2015 to 2019 and is expected to grow at a CAGR of 7.9%-10.6% during 2021 to 2029 and reach at US$9.0 bn to USD 12.5 bn in 2029 based on credible forecasts.
- Global bearings market is expected to grow at a CAGR of 8.5% over the period 2021 to 2029 and projected to be valued at USD 226.8 bn in 2029 (Source GVR Inc).
- Rings are the most critical and largest raw material cost for the bearings and contributes 30% of the size of domestic bearing market.
- The Indian rings market estimated at USD 1.4 bn and projected at USD 2.3 bn by 2026. (Source ICRA)

Message by the Joint Managing Director

> "We are also well placed to take advantage of the transition to a net-zero economy. Our products are an important part of renewable energy and water infrastructure."

Dear friends,

Ratnamani Metals & Tubes Limited recognizes some of the global challenges that climate change, biodiversity loss, rising inequality, etc. present to businesses and societies alike. As a responsible citizen, we are committed to incorporating environmental, social, and governance (ESG) principles into our end-to-end business operations to contribute towards wider environmental sustainability and socio-economic development.

We continue to focus our efforts in reducing our environmental footprint. During the year, we expanded our infrastructure to produce additional 15 MwH of solar energy. We also replaced traditional electrical fittings and various machinery across our manufacturing facilities to adopt more energy efficient technologies. Electricity consumption is a key area contributing to our carbon footprint and we will continue to increase the proportion of renewable energy usage across our operations.

As a mitigating measure against resource shortage, we adopt circular economy principles across our facilities by focusing on reducing, recycling and reusing existing resources. We also prioritise sustainable sourcing through procuring a significant portion of our key materials from multinationals with their own sustainability/ ESG initiatives, goals and targets.

Alongside this, additional tree plantation across our facilities and multiple biodiversity focused initiatives we undertake during the year are aimed at restoring nature and creating a positive impact on the environment. We have rainwater harvesting capabilities and implement natural disaster scheme across our manufacturing facilities to mitigate impacts of extreme weather events like droughts, cyclones, etc.

We strive towards creating a more inclusive and collaborative culture across our organisation. This helps us in attracting and retaining the best talent, which forms the backbone of our growth. Our functional teams continue to implement best-in-class health and safety practices. Human rights considerations are also key while engaging with both internal and external stakeholders.

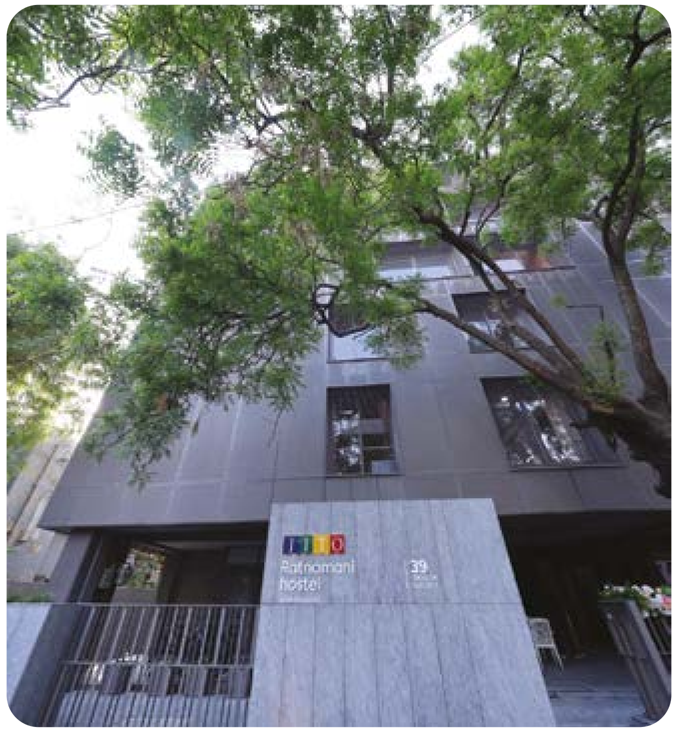
We actively promote and support our workforce to continue to learn and grow through internal and external trainings and learning opportunities. For a wider social impact outside of our operations, we leverage our CSR fund for social initiatives like running education schools and expanding healthcare infrastructure in rural areas, etc. to uplift the communities within which we operate.

Our Board of Directors is dedicated to strong and effective corporate governance. We implement robust internal controls for improving integrity, transparency and accountability across our organisation. Various formal policies focused on Responsible Business conduct and dedicated teams and/ or functional committees to oversee effective implementation of such policies is a testament to us embedding NGRBC Principles in our day-to-day business conduct. Our detailed Business Responsibility & Sustainability Report for the year is also a sign of increasing transparency and engaging with stakeholders on wider ESG aspects of our business.

We are also well placed to take advantage of the transition to a net-zero economy. Our products are an important part of renewable energy and water infrastructure. Challenges like climate change, water scarcity, etc. also present an opportunity for the Company. The Company will continue to leverage its track record and strong relationships with some of the largest infrastructure players in India and globally to cater to such growing need for its products in upcoming sectors like hydrogen, aerospace, water storage/transport and renewable energy infrastructure.

In reflection, we are playing our part in getting a step closer to UN Sustainable Development Goals. Through various ESG and wider sustainability focused initiatives during the year, we have contributed to various SDGS including SDG 1, SDG 3, SDG 4, SDG 8, SDG 9, SDG 11, SDG 12, SDG 13, SDG 14 & SDG 15. We will continue to expand on these initiatives in the coming years to increase our wider impact and accelerate the transition to a net-zero and a more sustainable economy in India and globally.

Warm regards,
Jayanti M. Sanghvi
Jt. Managing Director



वसुधैव कुटुंबकम
(Vasudhaiva Kutumbakam)

Corporate Social Responsibility

Business success in today's corporate society is more than manufacturing, selling and making profits.

Cognizant of this reality, we have remained committed to ensuring holistic and inclusive development of the communities and society in which we operate. It drives us to give our best to earn immense satisfaction by using every penny to make a meaningful and sustainable difference in people's lives.

We endeavor to reach places where nobody reaches and serve them with compassion. To serve the deprived section of society, we think of improving health and hygiene, contemporary education, differently abled children, environmental conservation, removal of hunger, and animal welfare.

School Education

Education plays a pivotal role in an individual's life and paves the way for them to reach their higher potential.

Our focus is to provide quality education in rural areas that do not have access to the best quality of education. We equip institutes with futuristic modern equipment, tools & multipurpose technology. We align with the Government's new education policy as a base and support with practical training and personality development so that students don't lag behind the competition.

We have contributed in a big way by building state-of-the-art hostel facilities for college and post-graduation students (hailing from small towns and villages) for higher education in Ahmedabad. They avail of the best facilities and educational environment that is not available anywhere else.

Health and Hygiene

Good health is the most valuable possession an individual can have. Studies have shown that people in good health are able to work more productively and improve their lives and that of their families.

At Ratnamani, we understand the criticality of good health, especially for the underprivileged sections of society. It not only impacts the individual's health, but it ruins their family's future. We consistently contribute on a year-to-year basis to improve the health of our neighbouring communities.

Our focus is more on the rural sector, where good testing facilities are beyond the reach of the lower strata of society.

Diseases like cancer, heart and kidney problems are increasing day by day. Testing and diagnosis are highly expensive and are available only in big cities. Even in cities, it is beyond the reach of people from the lower income group.

We conducted diagnostic camps in 35 villages near Bhimasar, Kutch, 26 villages in and around Chhatral and Indrad manufacturing plants, and Palitana, Gujarat. These camps were organized to prevent kidney-related diseases among villagers from the economically lower strata of society. They are less educated and are unaware of such health problems. Moreover, they do not have testing facilities.

Supporting destitute animals

Some trusts and foundations take care of destitute animals with food, medication, shelter, etc.; they need financial support to maintain them. Many of them are injured, sick, old, and helpless animals. We give financial support to such organizations on an annual basis.

Our Conscience Keepers

The Board remains focused on continual enhancement of its composition, oversight, and governance practices, and its strategic succession planning enables it to continue to oversee the company and its business effectively.

Shri Prakash M. Sanghvi (DIN: 00006354)

Promoter, Chairman and Managing Director

- He has over 47 years of experience in the Metal and Overall Corporate Management Covering Corporate Strategy, Developments to Functional Management.
- With his unmatched leadership and strong business acumen, the Company has achieved new milestones year after year on a consistent basis and expanded its presence and built stakeholder's value.

Shri Jayanti M. Sanghvi (DIN: 00006178)

Promoter and Joint Managing Director

- He has over 44 years of experience in Corporate H.R. Management, Administration, Corporate Communication, Liasoning and Corporate Procurement.
- His strong management skills and ability to nurture talents and zeal for efficiency has resulted into sustainable growth and the Company's global footprints.

Shri Shanti M. Sanghvi (DIN: 00007955)

Promoter and Whole-time Director

- He has over 42 years of experience in Corporate Relations, Business Development and Customer Management.
- His excellent management skills have contributed to business growth and development of the Company.

Shri Pravinchandra M. Mehta (DIN: 00012410)

Independent Non-Executive Director

- He has vast experience in the Engineering industry, having spent his entire career in the leading engineering corporate namely, Larsen & Toubro Limited.
- He was an Executive Director on the Board of Larsen & Toubro Limited and was in charge of nine different business units located all over the Country.
- He is extensively experienced in the areas of Engineering, Technologies, and International Businesses.

Committee Details

Audit Committee	Stakeholders Relationship Committee	Risk Management Committee
Nomination and Remuneration Committee	Corporate Social Responsibility Committee	**C** - Chairman **M** - Member

Shri Divyabhash C. Anjaria (DIN: 00008639)

Independent Non-Executive Director

- He has rich experience in the field of International Finance and Financial Markets.
- He is an MBA from IIM Ahmedabad and has worked with City Bank N.A. and UTI.

Dr. Vinodkumar M. Agarwal (DIN: 00010558)

Independent Non-Executive Director

- Dr. Vinodkumar M. Agarwal is an independent Non-Executive Director on the Board of the Company with soft business skills.

Smt. Nidhi G. Gadhecha (DIN: 06847953)

Independent Non-Executive Director

- She is a Chartered Accountant.
- She possesses expertise in functional areas of Corporate Finance, Taxation and other related matters.

Shri Sushil Solanki (DIN: 09630096)

Independent Non-Executive Director

- He is Indian Revenue Services (Retired) of 1985 Batch and served Customs and Excise Department till year 2016.
- He is a Chartered Accountant and M.Sc. in Fiscal Studies from University of Bath, UK
- He is recipient of Presidential Award by Government of India for his Meritorious Services as IRS Officer.
- He is also recipient of Award of Best Chartered Accountant in Civil Services by ICAI.

Shri Dhinal A. Shah (DIN: 00022042)

Independent Non-Executive Director

- He is a Chartered Accountant and has an illustrious career spanning over three decades.
- He is a practicing Advocate and proficient in advisory services on Taxation, Exchange Control, Insolvency and Corporate Laws.
- He is former partner in Ernst and Young (E&Y) and was extensively involved in advising Indian corporate and multinational corporate on issues relating to double tax treaties (PE exposures, optimising tax credits etc), due diligence, transfer pricing, foreign tax systems implications, corporate tax and accounting standards including IFRS, Insolvency Professional.

Shri Rajesh G. Desai (DIN: 09834047)

Independent Non-Executive Director

- He is Master of Business Administration (MBA) in International Business, from UEL, London and MBA in Finance from India. He has a Bachelor's Degree in Mechanical Engineering from NIT, Surat.
- He is Senior Vice President and Chief Procurement Officer / Chief Commercial Strategist at Fluor Corporation, USA
- He has deep knowledge, expertise and leadership industrial experience in supply chain management, procurement, international mergers & acquisition, Project Finance, hedging for both currencies & commodities, global business development & procurement strategy and Global Structured Project Financing.

Management Discussion & Analysis

An Economic Overview

The Global Economy: The world GDP grew by 2.8% in 2022 compared to 6.1% in 2021. While this may appear as a huge slide, the reality is quite the opposite.

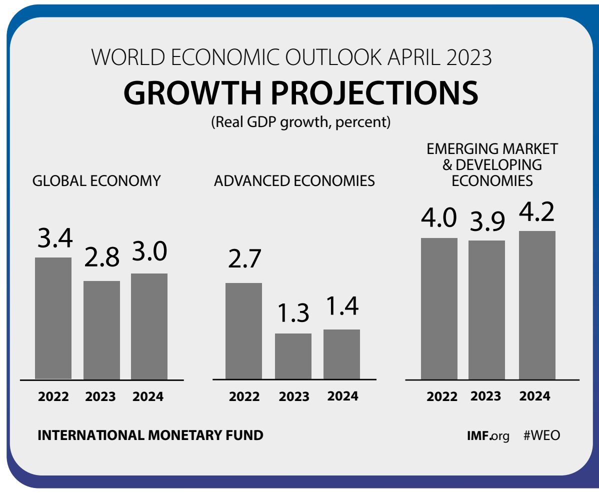
Global headwinds: In FY'23, global economic activity experienced a broad-based slowdown beyond anticipation owing to a number of factors. Globally, energy costs increased due to geopolitical tensions and supply-side disruptions distorted consumer prices. As a result, most economies faced very high inflation with the global average being around 9% and consequently central banks hiked interest rates to restore price stability, which led to fewer investments.

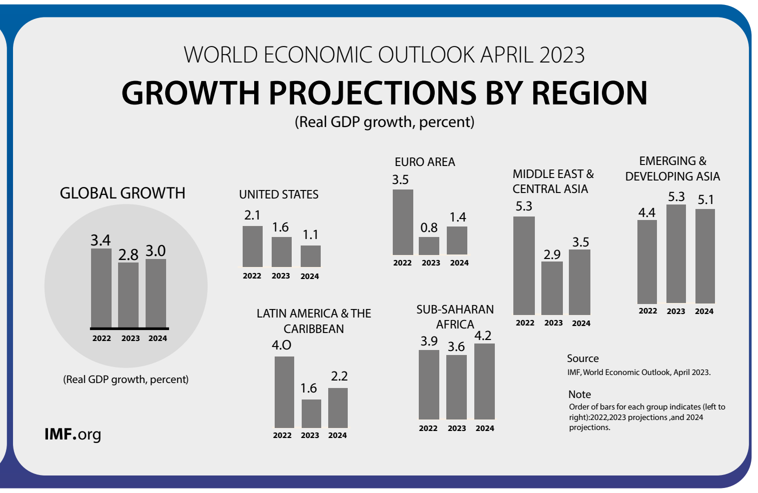
However, inflation is being tamed in most countries and the IMF anticipates global headline inflation to fall from 8.7% in 2022 to 7%in 2023 and 4.9% in 2024. It also anticipates core inflation to decline slowly and most countries to reach their inflation targets by 2025.

The World Bank expects investment growth in emerging markets and developing economies to remain below its average rate of the past two decades. The IMF has also laid stress on multilateral cooperation between countries for fast-tracking the process of global green-energy-transition and preventing fragmentation owing to geopolitical tensions.

The IMF anticipates that any further adverse shocks could impede global progress. Well-concerted global and national level efforts are necessary to mitigate the risks of global recession and debt distress in EMDEs and to support a major increase in EMDE investment.

There are, however, chances of a faster-than-expected recovery of the global economy due to reduced inflation, structural reforms by governments, an increase in overall demand and the reopening of China. The overall scenario calls for cautious optimism





The Indian Economy: India emerged as one of the fastest-growing major economies with a GDP growth of 7.2% after weathering several challenges. Growth was underpinned by investment activity led by the Government's strong capital expenditure thrust, subsequent capital formation and return in private consumption. However, inflation remained above RBI's tolerance level for almost the entire year despite RBI's efforts or raising the repo rate.

Rupee depreciation along with high global commodity prices and a growing economy led to the widening of the current account deficit (CAD). However, in FY'23, India's forex reserves were sufficient for funding this CAD and this also enabled India to intervene in the forex market in order to manage volatility in the rupee.

Overall exports (merchandise and service) were US$ 770.18 billion worth during FY23 growing at 13.84% over the previous financial year. Factors such as high inflation, rising interest rates, weak external demand slowed industrial activity. As a result for the FY23 IIP grew by 5.1% against a growth of 11.4% in FY22.

Annual GST collection in the financial year 2022-23 was at ₹18 lakh crore, clocking a growth of 22% over last year. It shows the resilience of the Indian economy amid several global headwinds. Net Direct Tax collections (provisional) for the FY23 stood at ₹16.61 lakh crore marking a growth of 17.63% on a y-o-y basis.

In an effort to push the infrastructure capex, in the financial budget for FY24, the Central Government announced a massive increase of 33% in the capex outlay to ₹ 10 lakh crore, about 3.3% of the GDP. This is said to have a multiplier effect resulting in additional economic activities and job creation with all round economic activity being the single point agenda.

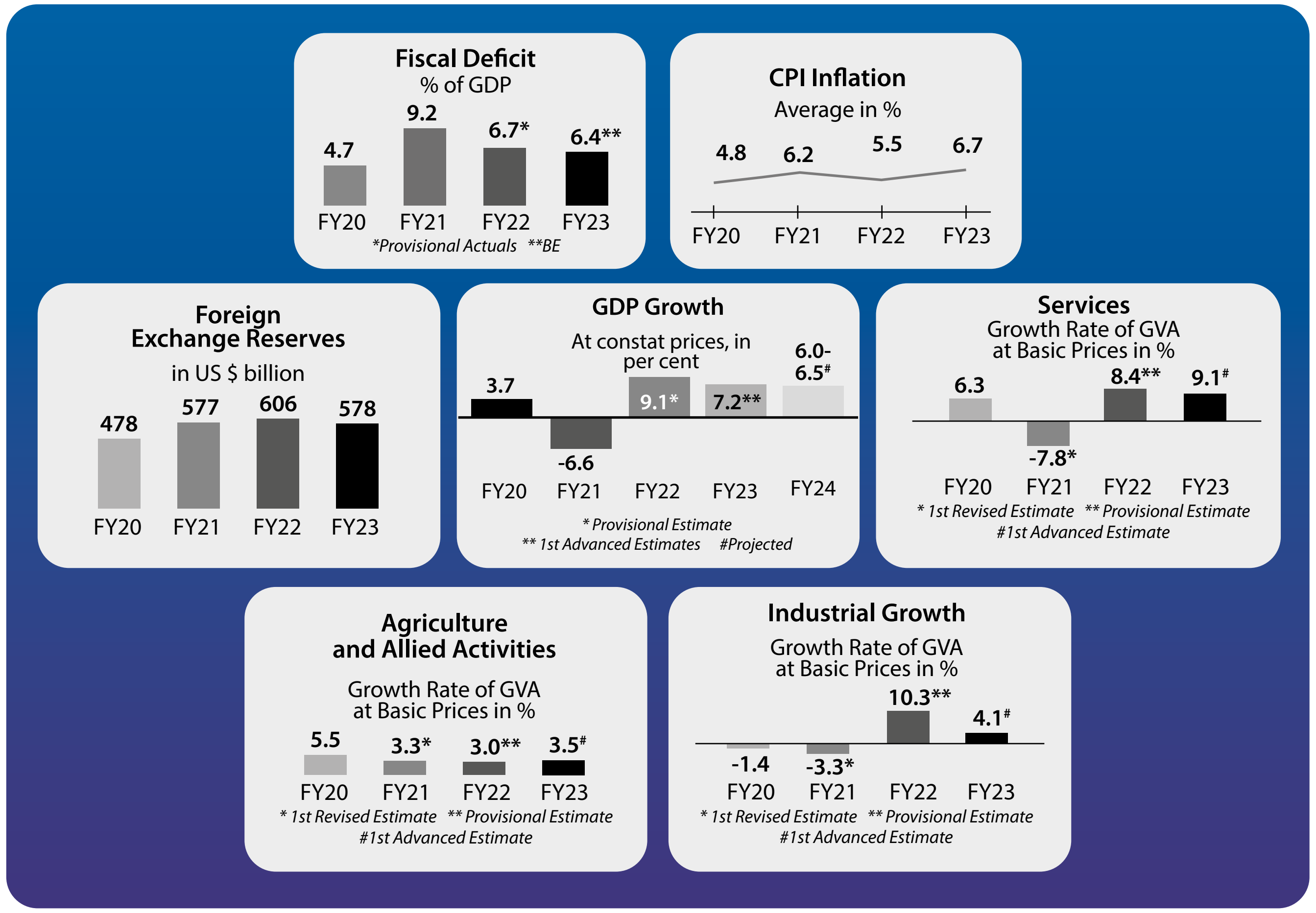
Outlook: India's GDP growth for FY24 is estimated between 6-6.5%. Primary growth drivers are likely to be domestic demand and a pick-up in capital formation. Growth will also be supported by the structural reforms introduced by the government and the massive capex investments budget. The slowing global demand may push down global commodity prices and improve India's CAD in FY'24. The fiscal deficit for FY'24 has been projected to be around ₹17.95 lakh crores or 6.4% of the GDP in FY'24.

Headline inflation is projected to decline owing to easing commodity prices and a slowdown in consumer demand. The RBI has forecasted India's GDP growth at about 6.5% in FY24. Despite a downgrade from FY23, it will continue to be one of the fastest-growing economies in the world.

India was ranked 63rd in 2022 in ease of doing business across the world among 190 countries, by the World Bank, improving its rank from 142 in 2014 and is expected to move a few notches higher in the coming years. This augurs well for India Inc.

US$3.75 tr

In March 2023, India was a $3.75 trillion economy.



Stainless steel

Stainless steel is an alloy of steel having chromium. The rust-resilient and corrosion-resistant attributes of stainless steel make it ideal for use in several industries.

Global stainless steel: The global stainless steel market size was USD 112 Billion in 2022 and is expected to reach a value of USD 223.89 Billion in 2032 registering a revenue CAGR of 8% during the forecast period.

The demand for stainless steel is rising across a range of end-use industries, including the automotive, construction, and aerospace sectors, among others, and this is one of the main drivers of market expansion. Due to its great strength, low maintenance requirements, and resistance to corrosion, stainless steel is in higher demand.

Automobile parts including gasoline tanks, suspension systems, and exhaust systems, among others, are frequently made of stainless steel. The requirement for lightweight, strong materials that can survive extreme weather conditions is driving the demand for stainless steel in the automotive industry.

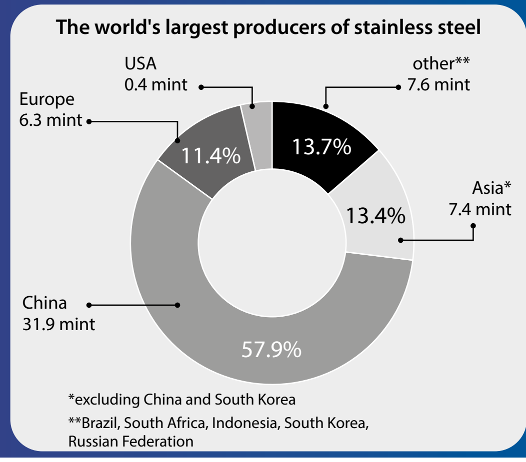
Further, a significant factor in the expansion of the stainless steel market is the building sector. Due to its excellent durability and corrosion resistance, stainless steel is utilised in the construction of buildings and infrastructure, which results in long-term cost savings. Additionally, stainless steel's high strength-to-weight ratio is crucial for the creation of aircraft components and is driving up demand for the material in the aerospace sector.

Stainless steel pipes and tubes are among the tubular products that are expected to experience moderate growth over the forecast period. The expanding construction sector, as well as the expanding demand from the oil and gas and chemical sectors, are the main drivers of the need for stainless steel pipes and tubes. The exceptional corrosion resistance and longevity of stainless steel pipes and tubes make them the perfect choice for these applications. Also, the growing usage of renewable energy sources like solar and wind energy, which need stainless steel components for their construction, is a factor in the demand for stainless steel pipes and tubes.

World production of stainless steel in 2022

55.2 was the production of stainless steel in 2022 **-5.2% y/y**

13.7 produced stainless steel in the fourth quarter of 2022 **-5.2% q/q**



In 2022, the world production of stainless steel decreased by 5.2% compared to 2021 – to 55.3 million tons. Stainless steel production dropped by 14.8% in the US. In 2022, Europe, in particular Ukraine, reduced stainless steel production by 12.4% compared to 2021 – to 6.29 million tonnes. In Asia, excluding China and South Korea, stainless steel production decreased by 4.9% year-on-year in 2022 – to 7.41 million tonnes

Indian stainless steel: The domestic stainless steel demand is expected to register significant growth over the next 3-5 years. India is adopting stainless steel faster because of its higher durability and lower maintenance.

According to Crisil Ratings, domestic demand for stainless steel is projected to log a healthy compound annual growth rate of 9% in the three fiscals through 2025, double the 4.5% pace of the past five fiscals. The demand will be driven by increasing adoption of stainless steel in railways which is a focus area for government infrastructure spending, and rising application in the automobile and construction sectors.

Demand from railways is expected to more than triple by fiscal 2025 and constitute 20% of incremental demand for the metal over fiscal 2023-2025. The recent Union Budget has doubled the amount earmarked for manufacturing railway coaches to ₹47,500 crore for fiscal 2024.

Demand from other major sectors with application of stainless steel, including consumer goods (45% of demand) and process industry (25%), is also expected to grow at a healthy clip of 7-9% over the next 3-5 fiscals given higher consumer spends and recovery in consumption.

(Source: https://www.financialexpress.com/industry/domestic-stainless-steel-demand-will-continue-to-see-healthy-growth-till-fy25-crisilnbsp/3027430/)

Steel Pipes and Tubes Industry

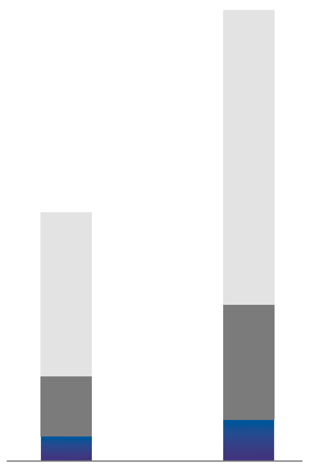
Global steel pipes & tubes: The global steel pipes and tubes market is projected to grow from USD 153.20 billion in 2019 to USD 278.84 billion in 2027, at a 7.9% CAGR. This growth is being propelled primarily by the oil and gas industry. Innovations across the oil and gas industry, such as horizontal drilling in the US, have resulted in an increase in the consumption of steel pipes owing to their ability to access remote locations and deep-water regions.

In emerging and developing economies, rapid development of infrastructure is leading to the construction of buildings thereby generating demand for steel pipes. Steel tubes further offer low maintenance costs, along with being inexpensive. This has resulted in an expansion in the market of steel tubes.

Further, steel pipes and tubes are used in manufacturing automotive components, applications in the automotive sector are also driving demand for the market. An increase in disposable incomes in developing countries has led to a rise in the demand for automobiles and housing which in turn, has increased demand for the steel pipes and tubes market.

Indian steel pipes & tubes: The steel pipes and tubes industry is one of the significant portions of the Indian Steel sector. It contributes around 8% of India's steel utilisation. The two most common types of pipes are welded pipe and seamless pipe, both of which are available in carbon steel and stainless steel. Oil & gas and chemical & petrochemical industry– two of the largest consumers of steel pipes and tubes.

STEEL PIPES AND TUBES MARKET : PRODUCT DYNAMICS (USD BILLION)



- Seamless Steel Pipes and Tubes
- Electric resistance welded Steel Pipes and Tubes
- Submerged arc welded Steel Pipes and Tubes

Business division 1

Stainless Steel, Nickel Alloy & Titanium Division

24,111
Production (tonnes)

328
Customers

21,115
Sales volume (tonnes)

At Ratnamani, our stainless steel division manufactures nickel alloy/ stainless steel seamless tubes and pipes, titanium welded tubes, stainless steel welded tubes and pipes and coated stainless steel pipes thereby providing total piping and tubing solutions. It manufactures products for critical applications, for which the requirements are stringent. These are then tested in our in-house, ISO 17025 accredited Laboratory.

We supply products to niche markets in Oil & Gas, Refinery & Petrochemical, Dairy, Chemical & Fertilizer, Thermal, Solar & Nuclear Power, LNG, Desalination, Defence, Aerospace, Chillers & Cooling systems, Pulp & Paper Industry, Automobile etc.

Hot Extrusion Press, our core strength: We have a dedicated facility for manufacturing nickel alloy seamless tubes. The Hot Extrusion Press enables us to produce Mother Hollows with closer dimensional tolerances and a good surface finish. We are self-sufficient in manufacturing Mother Pipes with special chemistry.

Nickel Alloy Seamless Heat Exchanger Tubes are manufactured using the Hot Extruded Mother Hollows and High Speed Cold Pilger Mill and modern Draw Benches. Off-Line Bright Annealing / Conventional Annealing furnaces are further used for hot-treatment of the tubes.

Niche capabilities: Our unwavering focus on value-added products has allowed us to build niche capabilities that position us out of the crowd and strengthen our competitive edge.

- We have a facility to supply tubes with lower residual stress values.
- We have a dedicated facility for manufacturing tubes in U bend Solution Annealed condition up to a developed length of 40 meters.
- We also have a dedicated facility for manufacturing Titanium Tubes.
- We also entered the larger diameter tubes market with our new hot extrusion plant at Indrad

Performance in FY23: One man's challenge is another man's opportunity. That was relevant for us. The on-going Russia-Ukraine crisis has helped us secure healthy export orders as the pipe-making capacities in Ukraine were disrupted. As a result, exports leapfrogged by 34% over the previous year and revenue from the business division increased by 47% from ₹827 crore in FY22 to ₹1,218 crore in FY23.

During the year, the Company achieved commendable milestones which promises to expand the division's prospects.

The Company introduced new product variants which were well received by the desired customers. It secured the NADCAP approval for heat treatment & NDT and IATF approvals. Further, the Company received important quality certifications which allows it to market its products to larger customers.

- NADCAP Approved - Heat treatment – seamless SS tubes.
- NADCAP Approved - NDT (UT, ET) – seamless SS tubes.
- IATF 16949:2016 certification for seamless SS tubes
- BIS product certification license for welded and seamless SS Pipes

During the year under review, the Company continued to work relentlessly on strengthening its capabilities at both manufacturing facilities leveraging the knowledge and expertise of the in-house designing, manufacturing teams and installation of various machineries and equipment.

The Company aims to be the leader in the stainless steel specialty products for which it will continue to expand its existing lines of business.

Prospects of our key user sectors: To get an understanding of our growth potential, it would be relevant to get an idea of the prospects of our key user sectors because our performance is closely dovetailed to their growth.

1) Oil & Gas, Petroleum and Refineries Sector

Global: As per market research, the total global planned refining capacity in 2023 will be 17.8 million barrels of oil per day (mbopd). Between 2019 and 2023, 158 new refineries are expected to open around the world. During the forecast period, it is anticipated that around $520 billion will be invested globally on new refineries.

India: To fulfil the expanding local fuel demand as well as the export market, India expects to nearly double its oil refining capacity to 450 MT in the next ten years. To achieve 283.62 MMTPA, the total refining capacity is expected to grow at a CAGR of 2.5% over the next five years.

2) Power: Thermal and Nuclear Sector

The global nuclear energy market has a promising outlook in the coming 5 years. In 2022 it was estimated to be US$34,929.29 million; it is anticipated to reach US$41,687.32 million by 2030, growing at a CAGR of 2.99%. India's sole nuclear power plant operator, NPCIL received an allocation of ₹9,410 crore in the Union Budget for 2023-24 to ramp up atomic power generation capacity in the country. This was an increase of ₹2,859 crore (more than 43%) over the revised estimate of ₹6,551 crore for FY'23. ₹25,078.49 crore has been allocated to the Department of Atomic Energy.

Sources

https://www.marketwatch.com/press-release/global-nuclear-energy-market-set-to-boom-in-the-near-future-2023-2030-2023-04-25

https://economictimes.indiatimes.com/industry/energy/power/union-budget-2023-npcil-gets-rs-9410-cr-as-india-seeks-to-ramp-up-nuclear-power-capacity/

articleshow/97533304.cms

3) Fertilizer Plants

Concrete steps are being taken by the government to promote "Make in India" in the fertilizer sector and to reduce dependence on imports. 5 closed urea plants have been revived and by 2025, India is expected to become self-sufficient in urea. The government is aiming to increase the current annual production capacity of nano urea from the 50 million bottle (550 ml each) to 440 million bottles by 2025, a plan which would help to end costly imports of the soil nutrient variety. The Government's fertilizer subsidy budget for the fiscal year 2023–24 is ₹1,75,103.17 crores. The urea subsidy budget for FY 2023–24 is ₹1,31,099.92 crores.

Source:

https://pib.gov.in/PressReleasePage.aspx?PRID=1881518

https://economictimes.indiatimes.com/industry/indl-goods/svs/chem-/-fertilisers/national-fertilisers-policy-in-works-to-boost-local-manufacturing/articleshow/96745932.cms

https://fertiliserindia.com/indias-fertiliser-subsidies-budget-for-the-fiscal-year-2023-2024/#:~:text=India%27s%20Finance%20Minister%20in%20her,225222.32%20Crores.

https://www.financialexpress.com/economy/govt-plans-to-scale-up-nano-urea-capacity-to-440-million-bottles-by-2025/2912135/

4) Aerospace and Defence

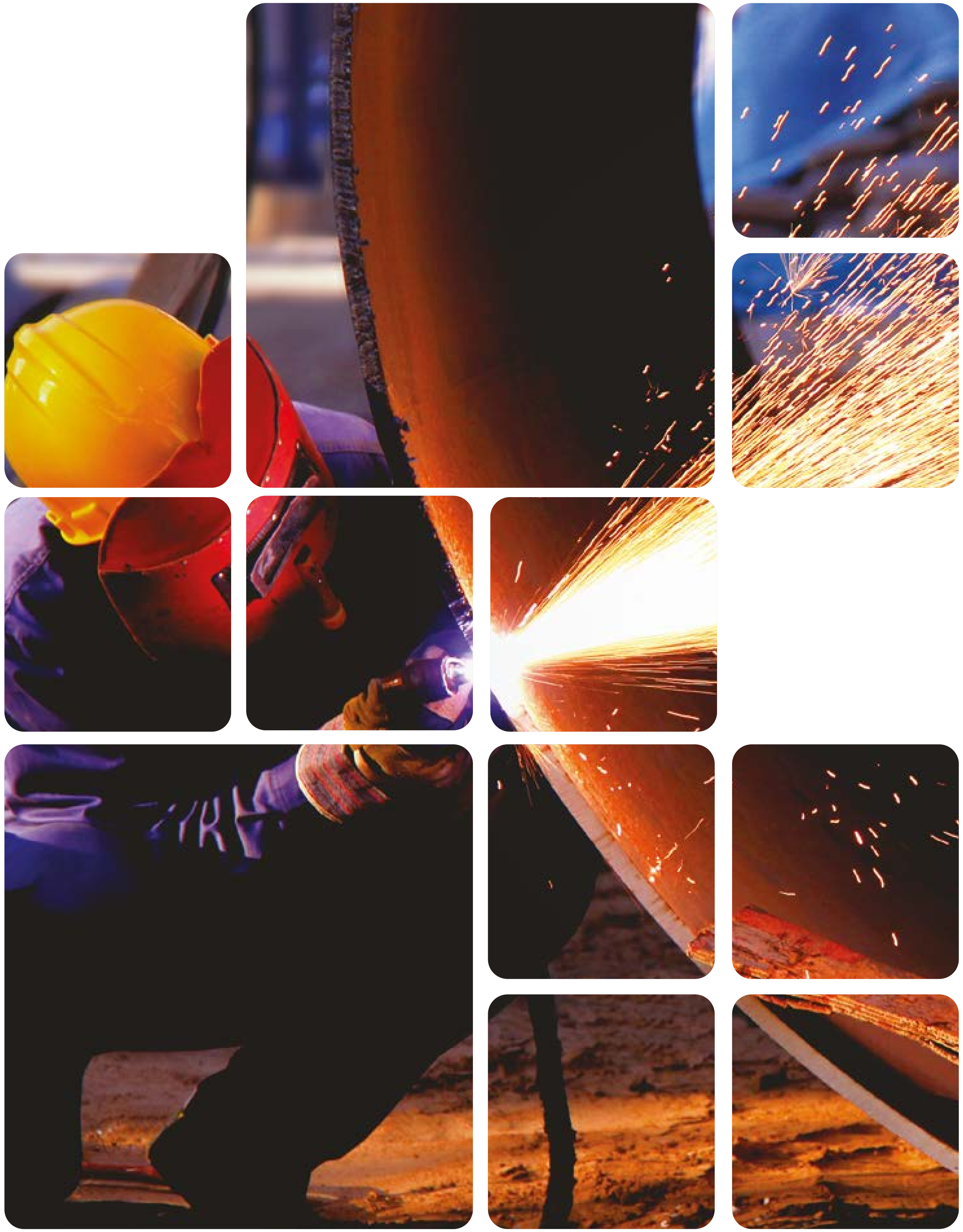
In Aero India 2023, a five-day event held in February 2023, 809 companies showcased India's aerospace and defence capabilities. 32 Defence Ministers from across the World & 73 CEOs of global & Indian OEMs participated in it and new partnerships were forged to materialize "Make in India, Make for the World" for global prosperity. This event successfully showcased India as an attractive destination for investment in the defence manufacturing sector and in the coming years India anticipates becoming one of the leading exporters in this sector. With India's growing capabilities in this space, Ratnamani expects business opportunities for itself in this industry.

Source

https://www.mod.gov.in/sites/default/files/Curtain-Raiser-Of-Aero-India-2023%20%281%29.pdf

https://bwdisrupt.businessworld.in/article/Aero-India-2023-More-Such-Events-Needed-To-Boost-Aerospace-Defence-Startups-/25-02-2023-467067/

https://www.business-standard.com/article/current-affairs/aero-india-2023-india-rejuvenated-defence-mfg-sector-in-8-9-yrs-says-pm-123021300531_1.html



Business division 2

Carbon Steel Division

276,406
Production (tonnes)

180
Customers

266,050
Sales volume (tonnes)

Pipelines being the safest and most economical way to transport energy products, are the arteries of every country's energy infrastructure.

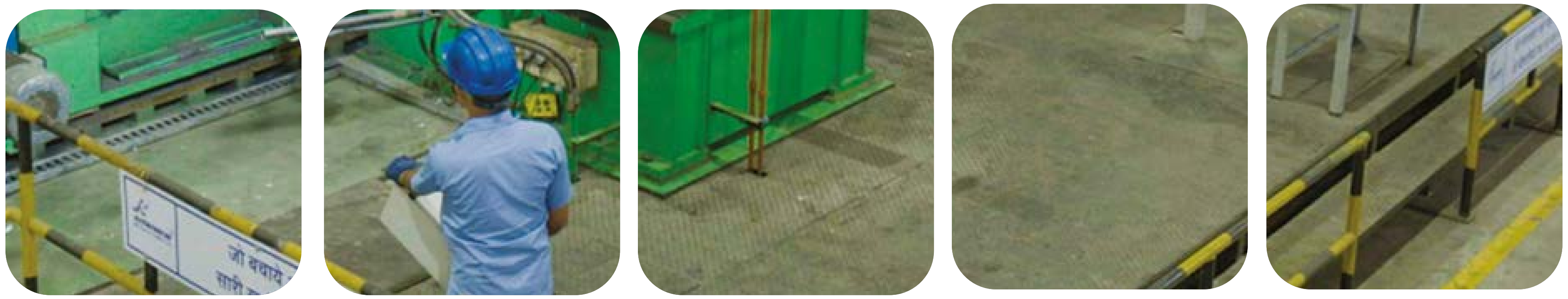
At our carbon steel division, we manufacture two types of carbon steel pipes – High Frequency-Electric Resistance Welded (HF-ERW) pipes and Submerged Arc Welded pipes (SAW). Our pipes ensure the safe and swift supply of the most valuable resources of our country, namely water and oil & gas.

Niche capabilities: We maintain a high degree of flexibility in production and planning and hence can seamlessly accommodate small and medium-sized lots in our production schedule. Since our products meet international quality standards, global customers enjoy reasonable practices and all of these have helped us attain an unparalleled level of customer satisfaction.

Sectoral presence: We enjoy considerable demand from the domestic sectors as well. India is a global refining hub with a refining capacity of 248.9 MMTPA. It is the fourth largest in the world after the United States, China and Russia. There are a total of 23 refineries spread geographically and connected with cross-country pipelines. India also maintained its position as the third-largest consumer of oil in the world as of 2022. Primary energy demand is forecasted to nearly double to 1,123 million tonnes of oil equivalent, India aspires to increase its gross domestic product (GDP) to US$ 8.6 trillion by 2040, according to the IEA (India Energy Outlook 2021). This presents tremendous growth potential for us in the coming years.

In the oil & gas sector, we have projects from various oil & gas majors and we have submitted tenders for several others. In petrochemicals and refinery, the demand for LSAW pipe has remained healthy. We also have projects in the power, chemical industries, pharmaceutical industries, dairy and sugar industries.

Performance in FY23: Business volumes from domestic and international clients remained healthy through the year. Export business was also supported by the geopolitical situation in Europe. We received a healthy flow of enquiries, some of which was converted into final orders.



Prospects of our key user sectors: We consider that we are at the right place at the right time. Our key user sectors are expected to experience exponential growth over the coming years which augurs well for our prospects.

1) Oil and Gas Transmission Lines

Gas pipeline infrastructure connect gas sources to gas-consuming markets and are an economical and safe mode of transporting natural gas. The structure of the gas market and its development is determined by the gas pipeline grid. So the government has envisaged an interconnected National Gas Grid to ensure adequate availability and equitable distribution of natural gas to all parts of the country. Currently, there is about 17,000 kms of Natural Gas pipeline network which is operational in the country. Moreover, there are plans to complete the National Gas Grid by developing additional 15,500 kms(approx..) pipeline networks, which are at various stages of development. The goal is to achieve uniform economic and social progress across the country This ambitious project is promising for Ratnamani and other players in the steel pipe-making industry.

Source:

https://mopng.gov.in/en/pdc/investible-projects/oil-amp-gas-infrastructure/natural-gas-pipelines

https://www.investindia.gov.in/team-india-blogs/indias-growing-strides-towards-10-trillion-dollar-economy

https://indianexpress.com/article/business/commodities/india-reliance-on-imported-crude-oil-at-record-high-of-87-3-in-fy23-8573996/#:~:text=Crude%20oil%20imports%20in%202022,22%2C%20as%20per%20PPAC%20-data.

https://ppac.gov.in/uploads/whatsnew/1677049854_Snapshot_of_India%27s_Oil_&_Gas_data_Jan_2023_upload.pdf

2) City Gas Distribution

City Gas Distribution (CGD) networks are a system of underground natural gas pipelines for supplying Piped Natural Gas (PNG) and Compressed Natural Gas (CNG) to domestic, commercial and industrial customers.

The medium- to long-term prospects of the sector seem bright because of infrastructure creation, which is proposed to cover 98% of the country's population. An estimated ₹ 800 billion has been envisaged for setting up CGD infrastructure in 61 geographical areas. CGD players have further planned massive capex plans for under-construction and new geographical areas and private players are making substantial long-term investments for setting up CGD infrastructure.

As per Government estimates about 50 million households will get PNG connections by 2030. Also there is a target set to increase the number of CNG stations to 10,000 by then. There's also a strong emphasis on the expansion of CGD networks across the country by covering 407 districts with the potential to make gas accessible to over 70% of the Indian population to enable the supply of cleaner cooking fuel to households, industrial & commercial units as well as transportation fuel (such as CNG) to vehicles. There is an investment of ₹120,000 crore envisaged towards this end, over the next 10 years.

These plans promise significant opportunity for steel-pipe manufacturers such as Ratnamani and others.

Source

https://mopng.gov.in/en/pdc/investible-projects/oil-amp-gas-infrastructure/city-gas-distribution

https://mopng.gov.in/en/natural-gas/cgd-network

https://iocl.com/pages/cgd

https://www.bharatpetroleum.in/our-businesses/gas/city-gas-distribution.aspx

https://web.cvent.com/event/d45d829f-ae04-4ec9-975a-d843068102de/summary

3) Water Infrastructure

Around 2 billion people across the world do not have access to safe drinking water. This reality combined with other factors makes water one of the greatest threats to economic growth, poverty eradication and sustainable development. In response to this impending crisis, World Bank envisions "A Water-Secure World for All" and has undertaken several programs and projects in collaboration with its development partners to realize this vision. In 2019, the World Bank Water Global Practice launched its Strategic Action Plan with a portfolio of water investments of almost US$30 billion.

India is also posed with the risk of a serious water crisis looming. The Jal Jeevan Mission launched by the Government of India in 2019 envisions providing safe and adequate piped drinking water to every rural household by 2024 and ₹3.5 trillion has been allocated for this mission. This has helped India progress towards its journey of meeting UN-SDG 6 which aims to "ensure availability and sustainable management of water and sanitation for all".

As of 1st May 2023, 61% of rural households have tap water as compared to 16.7% as of 15th August 2019. However, there continues to be a significant gap that needs to be bridged. The Har Ghar Nal Se Jal programme announced in the Budget 2019-20 is an integral part of the Jal Jeevan Mission and its goal is to implement sustainability measures such as greywater management, water conservation, and rainwater harvesting.

In the 2023-24 budget, the Jal Jeevan Mission has again been prioritised with the government increasing its fund allocation by 15%. As of March 2023, India has invested US$240 billion in the water sector through government resources and partnerships with private innovators.

These national and international level initiatives have set the right context for business opportunities to emerge for Ratnamani and others in the water infrastructure space.

Source

https://www.worldbank.org/en/topic/water/overview#1

https://www.worldbank.org/en/topic/water/overview#2

https://www.indiawaterportal.org/articles/budget-2023-24-drinking-water-supply-and-sanitation-continues-get-priority

https://jaljeevanmission.gov.in

https://www.business-standard.com/about/what-is-jal-jeevan-mission

https://newsonair.com/2023/03/24/india-committed-240-bn-investment-in-water-sector-says-jal-shakti-minister/

Financial performance

Ratnamani reported a stellar performance for a second consecutive year smashing all previous records in terms of sales volumes, revenue, profit and profitability.

Revenue from operations scaled 39% from ₹3,138.77 crore in FY22 to ₹4,370.03 crore in FY23 owing to a massive increase in order flow.

Notwithstanding inflationary headwinds, EBITDA increased by 49% from ₹532.26 crore in FY22 to ₹793.30 crore in FY23. This was owing to higher business in the oil & gas sector which is value-accretive for the Company. Also, our operating profit margin improved by 126 bps – from 16.76% in FY22 to 18.02% in FY23.

Net profit for the year leapfrogged by 59% from ₹322.39 crore in FY22 to ₹514.03 crore in FY23.

The Company's Net worth increased from ₹2,246.93 crore as on March 31, 2022 to ₹2,698.76 crore as on March 31, 2023. Long-term debt stood at ₹45.09 crore as on March 31, 2023 against ₹96.27 crore as on March 31, 2022. The debt-equity ratio dropped from 0.7x to 0.6x – showcasing the strength of the Balance Sheet.

Also, disciplined working capital management helped in growing the Net Cash Flow from Operations – it increased from ₹(271.74) crore in FY22 to ₹317.39 crore in FY23.

Key Financial Ratios for 2022-23 as compared to 2021-22

Particulars	2022-2023	2021-2022	Change %
Profitability Ratios (%)			
Operating Profit Margin	18.02	16.76	7.56
Net Profit Margin	11.76	10.27	1.49
Return on Net Worth	19.05	14.35	32.75*
Working Capital Ratios (times)			
Debtors Turnover	1.39	1.56	(10.65)
Inventory Turnover	3.79	3.81	(0.46)
Gearing Ratios			
Interest Coverage	31.20	21.17	47.39**
Debt-to-Equity	0.06	0.07	(15.53)
Liquidity Ratio			
Current Ratio	3.21	3.47	(7.43)

** The return on net worth improved to 19.05% in FY 2022-23 as against 14.35% in previous year primarily on account of increase in net profit during the year.*

*** Improvement in EBIDTA and reduction of long term borrowings due to payment of instalments.*

Disclosure of Accounting Treatment

The Company has followed the same accounting treatment as prescribed in the relevant Indian Accounting Standards while preparing the Financial Statements.

Internal Control System & their Adequacy

The Company's Corporate Governance Policy guides our conduct of affairs and the Management, including financial and accounting policies, systems and processes. This policy delineates the roles, responsibilities and authorities at each level of the Company's three-tiered governance structure and the key functionaries involved in governance. The Corporate Governance Policy and the Code of Conduct stand widely communicated across the Company at all times. Together the organisational strategies, planning, review processes and the risk management framework, provide the foundation for Internal Financial Controls with reference to the Company's financial statements – basis significant Accounting Policies. These policies are carefully selected by the Management and approved by the Audit Committee and the Board. They are further supported by corporate accounting & systems policies that applied to the entity, implementing the tenets of corporate governance and the significant accounting policies uniformly across the Company.

The accounting policies are reviewed and updated. These are supported by a set of divisional policies and SOPs, established for individual businesses. The Company uses ERP system as a business enabler and also to maintain the business' books of account. The SOPs, in tandem with transactional controls built into the ERP systems, ensure appropriate segregation of duties, tiered approval mechanisms and maintenance of supporting records. Besides, the Information Management policy reinforces the control environment. The systems, SOPs and controls are reviewed by Divisional Management and audited by Internal Auditors whose findings and recommendations are constantly reviewed and monitored by the Audit Committee.

The Company has in place adequate internal financial controls with reference to the financial statements. These controls were tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless, the Company recognizes that any internal financial control framework, no matter how well it is designed, has inherent limitations. Accordingly, regular audit and review processes are conducted to ensure that such systems are reinforced on an ongoing basis.

The Company has also put in place comprehensive systems and procedural guidelines concerning other areas of business, like budgeting, execution, material management, quality, safety, procurement, asset management, and human resources, among others. These are commensurate with the Company's size and level of operations. The Management keeps making constant efforts to review and upgrade, existing systems and processes, to meet the changing needs of the Company's business.

Key risks and their mitigation strategy

In a highly dynamic business environment, business risks are constantly evolving. As a result, there is significant variation in the emerging risks landscape across businesses. At Ratnamani, we continuously monitor the internal and external environment to identify potential, emerging risks and their impact on our business. Our risk management framework ensures identification of emerging risks and is flexible enough to accommodate decentralised risk management practices. We evaluate risks that can impact our strategic, operational, compliance and reporting objectives.

1. Macroeconomic, Sectoral & Market Risks

Newer developments in the competitive global business environment, cyclical nature of the industry and excess volatility in the steel and raw material markets may adversely impact the Company's business prospects.

Mitigation measures
Ratnamani's wide sectoral exposure, its expansive geographic footprint and its focus on value-added products continues to strengthen its leadership position which positions it out of the clutter. To mitigate against input price volatility and availability, back-to-back bookings are issued by the Company.

2. Financial Risks

Exchange rate fluctuations caused by financial market volatility may have an impact on the Company's import/export payments and create uncertainty in accessing financial markets. The cost of cash is subject to uncertainty due to interest rate risk and inflation expectations. There is a need to get adequate funds for capex projects.

Mitigation measures
Ratnamani's Board has approved appropriate forex management and hedging policies. In addition, with a strong liquidity position and effective working capital management, the Company seamlessly manages interest rate swaps on foreign currency borrowings. Further, its deleveraged Balance Sheet and strong cash flow generation (from business operations) allows us to secure adequate financial resources to fund our growth aspirations.

3. Operational Risks

The Company is vulnerable to a high proportion of fixed costs and volatility in raw material and energy prices. Raw material supply constraints or disruptions could have a negative impact on the Company's profitability.

Mitigation measures
Ratnamani strategically sources products from both domestic and international markets. The Company continues to focus on cost optimisation measures through process improvements and reducing wastages. It Company actively pursues a supplier diversification strategy and has been able to significantly expand its supply base. To generate more revenue streams, the Company seeks new market opportunities both globally and locally.

4. Regulatory & Compliance Risk

Various statutes govern our operations, including environmental and climate change laws, trade measures, competition, and taxes, among others. Non-compliance with increasingly stringent regulatory norms will result in liabilities and will tarnish the Company's respect – adversely impacting business prospects.

Mitigation measures
Ratnamani continually scans regulatory frameworks to stay abreast of changing statutes and their implications, to protect and generate business value. The Company closely monitors trade policies around the world that could influence the business' procurement decisions and market footprint. Policy advocacy is done on a regular basis to bring the industry's concerns to light, and suggestions for a more practical policy regime.

5. Environment, Social and Governance Related Risks

Environmental, Social, and Governance (ESG) are three key factors in determining a Company's long-term viability and ethical impact. ESG factors have a significant impact on the long-term risk and return of investments, despite being non-financial in nature.

Mitigation measures
The Company is dedicated to maintain high ethical standards and integrity in our operations, along with preventing corruption and violations of the Company's code of business ethics. Compliance-related risk also includes timely publication of financial results, annual accounts, and obtaining various approvals from members, among other things. Departmental heads provide quarterly compliance certificates for various laws that apply to their departments, which are then presented to the Board of Directors. All employees must follow the Company's code of business ethics as a guideline.

6. Talent risk

The loss of one or more members of Senior Management, and the inability to attract and retain employees, may have an impact on the Company's operations and prospects. Any labour dispute or social unrest in the Company's operating regions could have a negative impact on the business' operations and financial condition.

Mitigation measures
Ratnamani has employee-friendly programmes and policies in place to retain and attract talent. In addition, people involvement in challenging projects and a culture of continuous learning through intensive training efforts have supported people growth. Regular interaction between senior management and field staff and frequent implementation of various programmes and events enhance people motivation. Further, reward and recognition for individual and team efforts continue to motivate the team.

7. IT technology risk

The loss of data in case of ransomware cyber-attack is a big threat to the business world. Due to his, there is a risk of business continuity.

Mitigation measures
Ratnamani has ensured that all critical business applications are hosted on Tier IV data centre, which is managed by industry experts. In addition it has set up Disaster Recovery sites in different seismic zones.

The Company has institutionalised various preventive measures including cyber-security assessment from time to time, by a third party of repute.

Opportunities & Threats

Opportunities	Threats
• The Government's unwavering focus on world-class infrastructure development which is reflected in the Union Budget 2023-24 which accorded the highest allocation ever to infrastructure development. • The Government's sharpened focus on developing the oil & gas sector as well as reaching water to every Indian household and establishment. • Geopolitical issues have opened interesting growth opportunities for India. • Removal of export duty on steel is a much needed positive for strengthening India's position in the global steel sector.	• Persisting inflation could postpone project execution and demand for the Company's products. • Recessionary headwinds across global markets could impact the Company's business prospects. • Volatility in steel prices could adversely impact business profitability.

Corporate Governance

A secondary report on corporate governance is submitted, together with a certificate from the Company's Secretarial Auditors. This report attests compliance with the Listing Regulations' Corporate Governance criteria. A certificate from the Company's CMD and CFO, issued in accordance with Listing Regulations, confirms the accuracy of financial and cash flow statements, along with the adequacy of internal control mechanisms and reporting of matters to the Audit Committee.

Ratnamani conforms to the laws, governance standards and listing regulations. The Company's enacted policies, such as the policy on related party transactions, CSR policy, and whistle-blower policy, are all in compliance with modern governance requirements. These policies can be seen on Ratnamani's official website (www.ratnamani.com). Directors and staff can submit genuine concerns to the Company through a vigilant system. The corporate governance report, appended to this Report, contains further information. The Company's corporate governance philosophy is underpinned by conscience, openness, justice, professionalism, and accountability. Our value system and policies, processes, and systems reflect these characteristics. The Company is committed to implementing the greatest corporate governance system possible and prioritising public interest in our business operations. To guarantee healthy governance, RMTL is regulated by policies, codes of conduct, charters, and numerous committees established in compliance with legislation.

Furthermore, the Companies Act of 2013, along with the SEBI Listing Regulations, have strengthened the country's overall governance system.

Human Resources

Our people-centric philosophy and practices combined with dynamic leadership at the top management levels helped us ensure business continuity and keep our employees safe, healthy, motivated and engaged.

In FY'23, we focused on making our diversity and inclusion programs more robust and comprehensive and on creating a truly inclusive organisational culture. We focused on fostering a diverse and inclusive workplace through initiatives such as the Workers' Development Program and Smooth Mobilization of Employees across various locations.

We embraced several innovative initiatives to enhance employee engagement and promote talent development for overall organisational success.

Additionally, HR has leveraged technology to streamline HR processes.

Our HR policies and practices are designed to provide a holistic ecosystem for the long-term professional growth and career development of every employee and offer ample opportunities for helping them fulfil their career aspirations.

We are committed to building a strong leadership pipeline through our planned leadership development program. We have well-defined people management strategies to train potential future leaders.

All these have helped us build our reputation as an employer of choice and create a conducive environment for attracting, nurturing, and retaining top talent in the industry.

We were recognized with Gold Trophy in National Safety Convocation and we also received the 'Best Sustainability in Manufacturing Award' at the ESG Summit.

Cautionary statement

This document contains statements about expected future events and financials of Ratnamani Metals & Tubes Ltd. which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L70109GJ1983PLC006460
2	Name of the Listed Entity	Ratnamani Metals and Tubes Limited
3	Year of incorporation	1983
4	Registered office address	17, Rajmugat Society, Naranpura Cross Roads, Ahmedabad - 380 013, Gujarat, India
5	Corporate address	"The First", A&B Wing, 9th Floor, Behind Keshav Baug Party Plot, The First Avenue Road, Off 132 Feet Ring Road, Vastrapur, Ahmedabad-380015
6	E-mail	info@ratnamani.com
7	Telephone	+91 79 2741 5501 and +91-79-29601200 / 1 / 2
8	Website	www.ratnamani.com
9	Financial year for which reporting is being done	2022-2023
10	Name of the Stock Exchange(s) where shares are listed	a) BSE Limited b) National Stock Exchange of India Limited
11	Paid-up Capital	₹ 1,401.84 Lakhs
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Jayesh Saluja, VP (Human Resources) jayesh.saluja@ratnamani.com +91 79 2741 5501 and +91-79-29601200 / 1 / 2
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The Business Responsibility & Sustainability Reporting (BRSR) is prepared on a standalone basis for RMTL. It includes operations of its corporate office, three manufacturing plants and two branch offices in India.

II. Products/services

14. Details of business activities (accounting for 90.00% of the turnover) :

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing of tube and tube fittings of basic iron & steel	The company manufactures iron and steel tubes, tube fittings and pipes, including: Stainless Steel Seamless & Welded Tubes & Pipes, Nickel Alloy Seamless Tubes, Carbon Steel Welded Pipes, Alloy Steel Welded Pipes, Titanium Welded Tubes, Induction Bend, etc.	99.20%

15. Products/Services sold by the entity (accounting for 90.00% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Tubes & Pipes made of metal (Iron and Steel)	24106	99.20%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	3	4	7
International	-	1	1

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States and UTs)	28 States and 8 Union Territories
International (No. of Countries)	35+

b. What is the contribution of exports as a percentage of the total turnover of the entity?

19.30%

c. A brief on types of customers

RMTL supplies iron and steel tubes and pipes to end-user companies in core industry sectors like Oil & Gas, Refinery & Petrochemical, Dairy, Chemical & Fertilizer, Thermal, Solar & Nuclear Power, LNG, Desalination, Defense, Aerospace, Chillers & Cooling system, Pulp & Paper Industry, Automobile, etc. It also exports products to customers in the Americas, Europe, Middle East and Asia.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male No. (B)	Male % (B / A)	Female No. (C)	Female % (C / A)
	EMPLOYEES					
1.	Permanent (D)	1,021	1,012	99.00%	9	1.00%
2.	Other than Permanent (E)	236	236	100.00%	-	0.00%
3.	**Total employees (D + E)**	**1,257**	**1,248**	**99.00%**	**9**	**1.00%**
	WORKERS					
4.	Permanent (F)	1,616	1,616	100.00%	-	0.00%
5.	Other than Permanent (G)	2,032	2,023	100.00%	9	0.00%
6.	**Total workers (F + G)**	**3,648**	**3,639**	**99.80%**	**9**	**0.20%**

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male No. (B)	Male % (B / A)	Female No. (C)	Female % (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1.	Permanent (D)	12.00	12.00	100.00%	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	**Total differently abled employees (D + E)**	**12.00**	**12.00**	**100.00%**	**-**	**-**
	DIFFERENTLY ABLED WORKERS					
4.	Permanent (F)	18.00	18.00	100.00%	-	-
5.	Other than permanent (G)	3.00	3.00	100.00%	-	-
6.	**Total differently abled workers (F + G)**	**21.00**	**21.00**	**100.00%**	**-**	**-**

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females No. (B)	% (B / A)
Board of Directors	10	1	10.00%
Key Management Personnel (Other than Directors)	2	-	0.00%

Note: All 3 Executive Board of Directors are also KMP, so they are captured as part of BoD.

20 Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 23 Male	FY 23 Female	FY 23 Total	FY 22 Male	FY 22 Female	FY 22 Total	FY 21 Male	FY 21 Female	FY 21 Total
Permanent Employees	10.53%	23.53%	34.06%	9.34%	23.53%	32.87%	5.61%	20.00%	25.61%
Permanent Workers	7.18%	0.00%	7.18%	6.15%	0.00%	6.15%	7.49%	0.00%	7.49%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S.No.	Name of the holding / subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Ratnamani Inc	Subsidiary	100.00%	No
2	Ravi Technoforge Private Limited	Subsidiary	53.00%	No

VI. CSR Details

22. (i) **Whether CSR is applicable as per section 135 of Companies Act, 2013 - (Yes/No) :** Yes

(ii) **Turnover (in ₹) :** 4,37,003.38 Lakhs

(iii) **Net worth (in ₹) :** 2,74,856.91 Lakhs

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 23			FY 22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	-	-	-	-	-	-
Investors (other than shareholders)	Yes	-	-	-	-	-	-
Shareholders	Yes	-	-	-	-	-	-
Employees and workers	Yes	-	-	-	-	-	-
Customers	Yes	-	-	-	-	-	-
Value Chain Partners	Yes	-	-	-	-	-	-
Other (please specify)	-	-	-	-	-	-	-

The Company has a grievance redressal mechanism in place for all internal and external stakeholders of the business. The link to the policy is at https://www.ratnamani.com/investors_relations.html#left-tab2.

During the year, there have been no compliants/greivances on any of the 9 principles of NGRBC from any of the business stakeholders.

24. Overview of the entity's material responsible business conduct issues

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Increased temperature and heat waves	Risk	Increase in temperature and prolonged heat waves may create unsafe environment and cause health & safety risks for the workforce	The company is implementing newer technology & devices to maintain cooler temperatures around machineries like furnace, etc. The company is also looking at building sheds and planting more trees on the plant premises to reduce surface temperatures and provide more resting places to the workforce	Negative
2	Water scarcity	Risk	Water scarcity & less rainfall/ droughts might impact the production processes as water is one of the main resources consumed by the company.	However, across all three locations, the company is implemeting water storing facilities to maintain reserves upto a weeks' worth of water requirement in case of extreme emergency.	Negative
		Opportunity	Steel pipes and tubes are an important element of water supply/storage infrastucture. Increasing water scarcity & droughts will lead to increase in demand for developing better and additional infrastructure to store and/or transport water across multiple locations. The demand for pipes/tubes will therefore increase.	The Company works with some of the largest infrastructure developers in India and globally, acting as their trusted supplier for steel pipes & tubes. The company will continue to leverage its strong track record and relationships to cater to such growing need for increasing water storage/ transport infrastructure.	Positive
3	Extreme weather events	Risk	The company operations may be impacted/disrupted by extreme weather events like storms/cyclones. In addition to supply chain disruption (due to production stoppage), storms/ cyclones may also cause physical damage to the plant infrastructure. As possibility and frequency of such extreme weather increase, particularly near some of the areas where the company has manufacturing facilities, the risks of impact on business also increase.	The company is looking at insurance cover to mitigate financial risks arising from such extreme weather events. The company is also considering creating additional infrastructure around plant premises to minimise/mitigate impact from storms/cyclones.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Resource scarcity	Opportunity	Due to growing resource scarcity, industries are looking at recycling/reusing existing materials available. Demand for products from recycled/ reused steel will also increase due to this.	The company procures from some of the largest steel manufacturers which in-turn have their own sustainability targets and are looking to increase proportion of recycled/reused steel in the final products they supply. The company is well placed to take advantage of increasing trend and market demand for recycled steel products.	Positive
5	Net-zero transition	Opportunity	To mitigate climate change, there is a growing demand for alternative sources of energy like hydrogen, wind, solar, etc.	Company products are an important part of such alternative energy infrastructure, particularly the use of hydrogen as a source to drive the net-zero transition. The company looks to increase focus towards building new products to cater to the need of newer energy sectors like hydrogen, etc. to help accelerate wider decarbonisation journey in India and globally.	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1. a.	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b.	Has the policy been approved by the Board? (Yes/No)	All statutory policies, codes, and guidelines are adopted in line with prevailing legal requirements. All policies are ultimately signed-off by the Managing Director ('MD'). Depending on the requirements, they are also approved by the relevant body, including the board of directors, various functional committees, and the senior management.								
c.	Web Link of the Policies, if available	All Company policies in relation to the NGRBC principles and core elements of the BRSR are available on the website at: https://www.ratnamani.com/investors_relations.html#left-tab2								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4.	Name of the national and international codes / certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	All policies in place within the Company are in compliance with applicable laws. The company always endeavors to incorporate industry best practices and latest technological advances. The Company has accreditations per international frameworks and standards like ISO 9001:2015, ISO 14001:2015 and OHSAS 18001:2007. Various components of each of these accrediations align with the 9 NGRBC principles.								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	NO	NO	NO	NO	NO	NO	NO	NO	NO
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA	NA	NA	NA	NA	NA	NA	NA	NA

Governance, leadership and oversight

7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	An overview of ESG aspects of our business operations is covered as part of Joint MD's statement on page 28 of the Annual Report.
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The MD and Risk Management Committee are responsible for overall governance and oversight in relation to sustainability related issues and implementation of the Business Responsibility policies.
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Responsibility for the day-to-day decision making on ESG & wider sustainability related issues is with respective Department/ Functional heads.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee (P1 P2 P3 P4 P5 P6 P7 P8 P9)	Frequency (Annually/ Half yearly/ Quarterly/ Any other –please specify) (P1 P2 P3 P4 P5 P6 P7 P8 P9)
Performance against above policies and follow up action.	All statutory policies are approved by the Board of Directors, whereas other operational policies are approved & signed by the MD or the Senior Management, including respective Department/Functional heads. The MD & Risk Management Committee review the business responsibility performance on an ongoing basis.	
Compliance with statutory requirements of relevances to the principles, and, rectification of any non-compliances.		

		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
11.	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No	No	No	No	No	No	No	No	No

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transarent and Accountable

Essential Indicators

1 Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	1	A preliminary understanding of the nine principles of NGRBC	100.00%
Key Managerial Personnel	1		
Employees other than BoD and KMPs	12	Environmental, health & safety related trainings and an overview of the nine principles of NGRBC	100.00%
Workers	12		100.00%

The table above includes data for the larger trainings organised for all employees/workers of the Company. One-off/ad-hoc training sessions on health, safety, environmental and wider sustainability aspects organised for individual teams are not included in the above data.

2 Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine					
Settlement			Nil		
Compounding fee					

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment			Nil	
Punishment				

During the FY, there have been no incidences of fines/penalties against the company.

3 Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not applicable	

4 Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Company has 'zero tolerance' to any form of corruption or bribery. The company is committed to do business with ethical business practices. The Company has a Code of Business Conduct and a Whistle Blower Policy that are approved by the Board of Directors. These are applicable to all the Board Members and Senior Management.

The company also has a standalone Anti-Bribery and Anti-Corruption policy which covers risk assessment procedures, internal controls, mechanism to deal with instances of corruption as well as the training schedule. The policy applies to all employees and associated persons for ensuring compliance with applicable anti-bribery laws, rules and regulations in India and overseas jursidictions where the company operates. This highlights Ratnamani's commitment to ethical and transparent corporate governance practices. The Anti-Bribery and Anti-Corruption policy is available on the company website at: https://www.ratnamani.com/download/Code_and_Policy/anti-bribery-and-anti-corruption-policy.pdf

5 Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2022-23	FY 2021-22
Directors	-	-
KMPs	-	-
Employees	-	-
Workers	-	-

During the FY, no disciplinary action has been taken by any law enforcement agency or the chages of bribery/ corruption against any Directors/KMPs/employees/workers.

6 Details of complaints with regard to conflict of interest:

	FY 2022-23		FY 2021-22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	-	-	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	-	-	-

During the FY, no complaints have been received in relation to any instances of conflict of interest for Directors or KMPs.

7 Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

During the FY, there have been no cases of corruption or conflicts of interest and no fines/penalties have been levied by any regulatory/law enforcement agencies or judicial institutions, so no corrective actions are required.

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1 Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2022-23	FY 2021-22	Details of Improvement in environmental & social impacts
R&D	NA	NA	Not applicable (Refer note below)
Capex	34.70%	0.70%	Investment in solar power plant and energy conservation technology

Given the B2B focus, specifications of the products manufactured are driven by the end-client requirements so the company does not engage in any standalone R&D activity.

2 a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, the company has a procedure for sustainable sourcing. All new supply chain partners are mandatorily evaluated on environment, health & safety and sustainability parameters before onboarding.

The Company has a Supplier Code of Conduct agreed with key suppliers which mandates the suppliers to consider various environmental, social and wider sustainable aspects like resource usage, waste, minimum wages, child labour, etc. In addition to this, the company ensures that majority of its suppliers have got one of the international or domestic accreditation/ certification, e.g. ISO, etc.

All key raw materials like steel sheets, steel bars, etc. are procured from Indian and global multinationals with their own sustainability targets & initiatives thereby contributing to the Company's own sustainable sourcing process. The Company has considered various sustainabilty parameters while approving vendors for procuring other ancilliary raw materials and packaging materials. The Company engages in periodic engagement with the vendors to ensure compliance with the Supplier Code of Conduct.

Preference is given to suppliers from nearby locations/districts to reduce carbon footprint from the logistics activity. Only government accredited suppliers are chosen for waste management acitivites to ensure strictest level of compliance.

b. If yes, what percentage of inputs were sourced sustainably?

Almost 100.00% of the inputs are sourced sustainably from the suppliers. The Company has a standalone Supplier Code of Conduct to promote sustainability across the value chain and supplier network. The Company engages in ongoing interactions with the Suppliers to align them with the Company's vision and aspirations on ESG goals.

3 **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**

(a) Plastics (including packaging)
(b) E-waste
(c) Hazardous waste and
(d) Other waste

Yes, focus on effective waste management is an important aspect of the company operations. The Company ensures sustainability of resources by reducing, reusing, recycling and effectively managing waste. It has embraced the "3-R" (Reduce, Reuse and Recycle) philosophy for all types of wastes leading to minimisation of raw materials, air emissions, liquid effluents, and other solid waste, in line with legal requirements and industry best practice.

The Company has implemented a ZLD policy in all 3 manufacturing facilities. All waste water and hazardous waste from the process is treated before reusing or disposing. Strict protocals are in place to ensure that the hazardous waste generated as part of the production process is disposed as per the guidelines of respective State Pollution Control Boards (SPCB). In line with requirements of EPR regulations, the company works with accredited third-party plastic collection and recycling organisations to minimise plastic waste. Detailed logs and records are maintained for traceability and tracking.

The Company operations do not generate any significant e-waste or any other liquid waste. The Company has an internal waste management policy as a guiding principles for e-waste and old machinery/equipment. The internal guidance mandates disposal of the generated e-waste and machinery/equipment waste through authorised dealers only. The functional/departmental head identifies the assets which have reached their end of useful life for disposal. The procurement department enlists certified waste dealer(s) through whom all wastes are managed. The company only works with designated/accredited waste recyclers to help with collection, recycling, and disposal.

4 **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

The Company falls under the category of brand owner using plastics for product wrapping and packaging. As a result EPR regulation applies to the Company. The company is responsible for collecting and disposing of the plastic waste generated in the market as a result of its products. For this purposes, the Company proactively collaborates with accredited third-parties to minimise plastic waste. It works very closely with such third-parties to develop waste collection plans in order to meet prescribed targets for plastic collection and recycling. The required waste collection plan has been developed and followed in line with the submissions made to state and central Pollution Control Boards. The Company also purchases EPR credits from CPCB authorised recyclers, in line with regulatory guidelines.

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1 a. **Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	1,012	1,012	100.00%	1,012	100.00%	-	-	1,012	100.00%	-	-
Female	9	9	100.00%	9	100.00%	9	100.00%	NA	-	NA	-
Total	**1,021**	**1,021**	**100.00%**	**1,021**	**100.00%**	**9**	**100.00%**	**1,012**	**100.00%**	**-**	**0.00%**
Other than Permanent employees											
Male	236	-	0.00%	236	100.00%	NA	-	-	-	-	-
Female	-	-	0.00%	-	-	-	-	NA	-	NA	-
Total	**236**	**-**	**0.00%**	**236**	**100.00%**	**-**	**0.00%**	**-**	**0.00%**	**-**	**0.00%**

b. **Details of measures for the well-being of workers:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	1,616	1,616	100.00%	1,616	100.00%	NA	-	-	-	-	-
Female	-	-	-	-	-	-	-	NA	-	NA	-
Total	**1,616**	**1,616**	**100.00%**	**1,616**	**100.00%**	**-**	**0.00%**	**-**	**0.00%**	**-**	**0.00%**
Other than Permanent employees											
Male	2,023	NA	-	2,023	100.00%	NA	-	NA	-	-	-
Female	9	NA	-	9	100.00%		-	-	-	NA	-
Total	**2,032**	**-**	**0.00%**	**2,032**	**100.00%**	**-**	**0.00%**	**-**	**0.00%**	**-**	**0.00%**

2 **Details of retirement benefits, for Current FY and Previous Financial Year**

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100.00%	100.00%	Y	100.00%	100.00%	Y
Gratuity	100.00%	100.00%	Y	100.00%	100.00%	Y
ESI	100.00%	100.00%	Y	100.00%	100.00%	Y
Others – please specify						

3 **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Due to the nature of the operations, it is extremely difficult for the company to employ differently abled individuals in the plants and manfacturing activities which involve dealing with heavy raw materials like steel and iron and other chemicals substances. However, the Company endeavours to employ them in HQ and management functions.

4 **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Providing equal opportunities to everyone is one of the key themes of the internal Employee Code of Conduct and various HR policies in place within the organisation. The company does not discriminate based on race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability or any other category protected by applicable law. The Company also has a standalone Equal Opportunity Policy in place which reinforces its committment to providing equal opportunities to everyone. The Equal Opportunity Policy is available on the company website at: https://www.ratnamani.com/download/Code_and_Policy/equal-employment-opportunity-policy.pdf

5 **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100.00%	100.00%	100.00%	100.00%
Female	100.00%	100.00%	100.00%	100.00%
Total	**100.00%**	**100.00%**	**100.00%**	**100.00%**

6 **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers Other than Permanent Workers Permanent Employees Other than Permanent Employees	Yes. All employees and workers of the Company have access to greivance redressal mechanism. As part of periodic team/department meetings, an opportunity is provided for employees/ workers to voice any concerns and issues. Any compliant/grievance is first discussed with the immediate superior, then with the Department Head. If required, the issue is escalated to the Functional Head and lastly to the Senior management. Plant related complaints (e.g., related to canteen, safety, etc.) are managed by the local plant leadership. Formally, there is a dedicated physical drop box at various locations, which all company employees/workers have access to and to which they can use to raise any compliants/ grievances. Necessary actions are taken by the HR/stakeholder contact point to resolve the issues as quickly as possible. The HR team also involves various Department Heads as appropriate while resolving the complaints. The resolution is then discussed with the employee/worker who has raised the complaint. If any worker/employee is unhappy with the resolution, the issue(s) can be escalated to Senior Management/VP (Human Resources) for further resolution and/or for mediation/arbitration.

7 **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Currently no employees or workers are covered under any associations or unions, recognised by the Company.

Category	FY 2022-23			FY 2021-22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	1021	207	20.27%	953	181	18.99%
- Male	1012	205	20.26%	945	178	18.84%
- Female	9	2	22.22%	8	3	37.50%
Total Permanent Workers	1616	610	37.75%	1422	469	32.98%
- Male	1616	610	37.75%	1422	469	32.98%
- Female	0	0	-	0	0	-

Employees and workers of the Company are part of an external Union called Akhil Gujarat General Mazdoor Sangh.

8 **Details of training given to employees and workers:**

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	1,248	1,248	100.00%	1,198	95.99%	1,165	1,165	100.00%	978	83.95%
Female	9	9	100.00%	9	100.00%	8	8	100.00%	8	100.00%
Total	**1,257**	**1,257**	**100.00%**	**1,207**	**96.02%**	**1,173**	**1,173**	**100.00%**	**986**	**84.06%**
Workers										
Male	3,639	3,639	100.00%	2,620	72.00%	3,339	3,339	100.00%	1,536	46.00%
Female	9	9	100.00%	9	100.00%	8	8	100.00%	8	100.00%
Total	**3,648**	**3,648**	**100.00%**	**2,629**	**72.07%**	**3,347**	**3,347**	**100.00%**	**1,544**	**46.13%**

9 **Details of performance and career development reviews of employees and worker:**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	1,248	1,012	81.09%	1,165	945	81.12%
Female	9	9	100.00%	8	8	100.00%
Total	**1,257**	**1,021**	**81.23%**	**1,173**	**953**	**81.24%**
Workers						
Male	3,639	1,616	44.41%	3,339	1,422	42.59%
Female	9	-	0.00%	8	-	0.00%
Total	**3,648**	**1,616**	**44.30%**	**3,347**	**1,422**	**42.49%**

The Company's annual performance and career development review process is applicable to all full-time employees and workers.

10 **Health and safety management system:**

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes, the Company is an Integrated Management System Certified Company meeting the requirements specified in ISO 9001:2015 Quality Management System, ISO 14001:2015 Environment Management System and ISO 45001:2018 Occupational Health and Safety Management System.

The company has a formal health and safety policy and framework across the end-to-end operations and covers the entire workplace.

There are dedicated safety managers on all 3 plant sites who are responsible for day-to-day implementation of the H&S policies and for proactively identifying improvements opportunities. The safety managers also engage in various H&S initiatives to encourage best practice and ensure a very safe work environment across the company. There is a compulsory requirements for all workforce to wear protective gear in the plant premises, particularly while handling machinery/equipment and PPE while handling oils/chemicals used as part of the manufacturing process.

Induction & refresher trainings are provided to new joiners & workers on general H&S aspects, use of tool kits, machinery, etc. Yearly health check-ups are offered to all employees/workers. The company has tie-ups with nearby hospitals to take care of any medical emergencies. Periodic safety assessments & quality checks are undertaken by third parties to ensure compliance with applicable regulations and to maintain an effective health & safety policies. Various safety programs are conducted at all sites to ensure safety of all the laborers/workers. Latest technology (e.g. scrubbing system) is used to monitor air emissions & possible gas leakages to ensure it is within permissible limits and does not pose any threat to the workforce.

All health & safety initiatives are applicable across the end-to-end company operations.

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The company adopts the Hazard Identification and Risk Assessment (HIRA) process wherein the Safety manager and other functional/technical teams work together to identify the hazards associated with the company activities and evaluate the risks vis-a-vis the control measures in place. This is done for all routine and non-routine activities.

The company also has dedicated Safety manager on site to regularly keep a check on the activities carried out. A regular safety check/maintenace is also carried out for safety of all equipment/machinery in place.

Through ongoing trainings, safety related messaging is continously communicated to all workforce to remind of various safety protocols, policies and initiaitves in place to reduce any safety related risks.

c. **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes, various forums and regular Safety Review Meetings are made available for workers to express their safety concerns and work related hazards. Appropriate proactive action is undertaken to mitigate all work related hazards based on worker inputs and any adverse findings or gaps identified as part of proactive hazard assessments. The company also adheres to all other health & safety related requirements specified in ISO 45001:2018 Occupational Health and Safety Management Standard.

d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

All full-time employees have access to non-occupational medical and accident insurance and life insurance cover. All contract workers have access to non-occuptional accident insurance as well.

11 Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	2	2
	Workers	21	15
Total recordable work-related injuries	Employees	2	1
	Workers	47	34
No. of fatalities	Employees	-	-
	Workers	1	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	1	-
	Workers	17	19

The injuries during the FY have been higher primarily in relation to new CAPEX commissioning and plant expansion acitivites. Significant corrective measures have been undertaken in relation to the acitivity which involved the unfortunate fatality during the current FY.

12 Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company regularly provides health and safety trainings to the workforce to ensure they understand various hazards related to their day-to-day operations and how to work safely. Regular workplace health and safety inspections are undertaken to proactively identify unsafe conditions and take rectifying actions immediately. Regular monitoring of work practices is also undertaken to ensure that employees are following safe practices as per standards. Wearing of PPE is mandated in designated areas and regular tool box talk meetings are organised to create a safe workspace. Ongoing air monitoring is also undertaken to ensure air emissions are within prescribed limits. Additional signage and messaging is displayed across the factory to reinforce health and safety focused messages. These measures are undertaken at all company manufacturing facilities.

13 Number of Complaints on the following made by employees and workers:

Category	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

Any health & safety and working conditions related concerns of the employees and workers are addressed during the periodic review meetings. These are documented as part of the minutes of the meetings. No other formal complaints have been received from the employees or workers during the year.

14 Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100.00%
Working Conditions	100.00%

15 Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

During the FY, safety related incidents and their causes were assessed in great detail and the following corrective actions have been undertaken by the company to prevent occurence of any accidents in the future:

i) Barricades installed to avoid entry of workers who are unfamiliar with the process/equipment.

ii) Automated stoppage mechanism deployed for machine/equipment on entry of any employees in the designated zone.

iii) Instruction to all employees to not enter designated areas and areas with non-familiar processes/activities without adequate PPE and supervision.

iv) Additional safety trainings organised for all the workers/employees involved in handling of the identified equipment and processes.

v) Additional oversight introduced to ensure operators are carrying out work as per applicable instructions and only working in identified/designated areas.

vi) Assessment conducted by external safety contractors to ensure all inter-locking mechanisms are working effectively.

vii) CAPA analysis undertaken to ensure robust safety policies in relation to the identified equipment and processes going forward.

viii) Display of additional messages across facilities to warm employees from entering unknown/unfamiliar areas.

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1 Describe the processes for identifying key stakeholder groups of the entity.

Stakeholders are critical to the Company's business operations and their interests are key enablers for our business strategy. The main stakeholders are those who directly and indirectly benefit from the business operations and activities as well as those with whom we regularly communicate for the purpose of reporting, establishing relationships, conducting business, etc. There are both internal and external groups of stakeholders.

The key internal and external stakeholder groups that have an immediate impact on the company's operations and functioning are the following: Employees/Workers, Shareholders, Customers, Communities, Suppliers /Vendors, and Business Partners.

The above stakeholders are identified based on the material influence they have over the company and/or the degree to which the company's corporate choices and their results have a material impact on them.

2 List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Methods of stakeholder engagement includes surveys (such as supplier, customer, employee surveys), workshops, online video calls, regular interactions with the CSR teams and impact assessments, periodic updates, investors meetings & calls and interactions with team members. The table below provides a more detailed overview in relation to how we engage with both our internal and external stakeholder groups.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers / Vendors	No	• Feedback Surveys • On-boarding process • Meetings	Ongoing basis	• Supplier development • Promoting local suppliers • Promoting shared growth
Customers	No	• Websites • Product catalogues • Digital marketing • Customer meets and visits • Corporate profile in portable drives • Corporate films • News releases • Social media platforms	Ongoing basis	• Ensuring availability of products • Explaining newer technology & emerging products • Understanding of existing and emerging customer requirements • Understanding emerging market needs • Customer satisfaction & feedback • Customer complaints (if any)
Shareholders	No	• Website • Investors/ Analyst meetings or calls • Stock Exchange Announcements • Press Releases • Quarterly results announcements • Timely disclosures • Notice of the Annual General Meeting of Shareholders • Corporate profile • Annual Report • Social media platforms	Annually / Quarterly / Ongoing basis	• Enhancing enterprise value • Performance and finance results, strategy, and business operations of company • Corporate governance • Transparency in disclosure • Investor complaints (if any)

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees/ Workers	No	• Internal employee portal/ Intranet • Surveys/feedbacks • Training and performance management • Employee engagement events • Annual Report • Corporate films • Regular updates through email communication from HR	Ongoing basis	• Employee health, safety and wellbeing initiatives • Providing development platforms for behavioral and skill development • Employee engagement and satisfaction • Updates and communication on policies, processes, systems • Employee complaints & grievance management
Communities	Yes	• Website • Site reports • Corporate profile • Annual Report • Media releases • Social Media Platforms	Ongoing basis	• Increasing awareness and understanding of Company activities • Providing access to basis social infrastructure like school, healthcare, etc. to the less privileged communities • Reducing wider environmental impact around plant vicinity and surroundings • Contributing to improving biodiversity & natural ecosystems for long-term positive societal impact
Business Partners	No	• Product catalogues • Meetings and visits • Emails • Corporate films	Ongoing basis	• Ensuring availability of products • Explaining newer technology & emerging products • Supply chain matters, including sustainable sourcing • Regulatory compliance • Customer satisfaction & feedback

Principle 5: Businesses should respect and promote human rights

Essential Indicators

1 Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	1,021	1,021	100.00%	953	953	100.00%
Other than Permanent	236	-	0.00%	220	-	0.00%
Total Employees	**1,257**	**1,021**	**81.00%**	**1,173**	**953**	**81.00%**
Workers						
Permanent	1,616	1,616	100.00%	1,422	1,422	100.00%
Other than Permanent	2,032	-	0.00%	1,925	-	0.00%
Total Workers	**3,648**	**1,616**	**44.00%**	**3,347**	**1,422**	**42.00%**

During the FY, all permanent employees and workers have been provided a training on all aspects of Human Rights. This is in addition to what is required as part of the POSH regulation. Going forward, the Company is looking to roll out awareness sessions on Human rights to the contract/non-permenant employees and workers as well.

2 Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	**1,021**	**NA**	**-**	**1,021**	**100.00%**	**953**	**NA**	**-**	**953**	**100.00%**
Male	1,012	NA	-	1,012	100.00%	945	NA	-	945	100.00%
Female	9	NA	-	9	100.00%	8	NA	-	8	100.00%
Other than Permanent	**236**	**NA**	**-**	**236**	**100.00%**	**220**	**NA**	**-**	**220**	**100.00%**
Male	236	NA	-	236	100.00%	220	NA	-	220	100.00%
Female	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent	**1,616**	**NA**	**-**	**1,616**	**100.00%**	**1,422**	**NA**	**-**	**1,422**	**100.00%**
Male	1,616	NA	-	1,616	100.00%	1,422	NA	-	1,422	100.00%
Female	-	-	-	-	-	-	-	-	-	-
Other than Permanent	**2,032**	**NA**	**-**	**2,032**	**100.00%**	**1,925**	**NA**	**-**	**1,925**	**100.00%**
Male	2,023	NA	-	2,023	100.00%	1,917	NA	-	1,917	100.00%
Female	9	NA	-	9	100.00%	8	NA	-	8	100.00%

3 Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD) - Executive Directors	3	16,27,57,000	-	-
Board of Directors (BoD) - Non-Executive Directors	3	20,20,000	1	14,00,000
Key Managerial Personnel	2	73,33,000	-	0
Employees (other than BoD and KMP) and Workers	2,623	3,13,152	9	4,50,000

Note:
1) Executive Board of Directors are also KMP and are paid Remuneration, Perquisites, Retirement benefits & Commission
2) Non-Executive Directors are paid Sitting fees and Commission
3) KMP includes CFO and Company Secretary, who are paid Remuneration, Perquisites and Retirement benefits

4 Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

The HR Head acts as the focal point of contact and are responsible for addressing any human rights issues or impacts arising as part of the Company operations.

5 Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has a standalone Human Rights policy in place as a sign of its committment to human rights and to ensure that its operations are conducted in accordance with all applicable labour laws in India and in line with global best practices. The Policy also outlines mechanism available to the employees and external stakeholders to address any issues related to human rights.

As part of the policy, all internal employees and workers and any external stakeholders (partners, customers, etc.) can raise any human rights issues with the HR team in the first instance. In addition to this, company employees/workers can also raise complaints in line with the Vigil Mechanism and Whistle Blower Policy in place. Necessary actions will be taken by the HR/ stakeholder contact point in consultation with the HR Head and any other functional heads as required. If any worker/employee/ stakeholder is not statisfied with the resolution, the issue(s) can be escalated to Senior Management for further resolution and/ or for mediation/arbitration. The Human Rights policy is available on the company website at: https://www.ratnamani.com/download/Code_and_Policy/human-rights-policy.pdf

6 Number of Complaints on the following made by employees and workers:

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour / Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

During the FY, there have been no complaints made by workers or employees on any human rights issues

7 Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has a standalone Human Rights Policy and a Whistle Blower Policy through which the employees can report, without fear of retaliation, any wrong practices or unethical behaviour on discrimination or harrassment which may have a detrimental effect on the organisation, including financial damage and impact on brand image.

8 Do human rights requirements form part of your business agreements and contracts? (Yes/No)

No, human rights requirements do not explicitly form a specific part of the business agreement & contracts. However, the company has a zero tolerance policy for any human rights violations and adopts best practices while engaging with the employees and workers of the company as well as external customers, suppliers and other value chain partners.

9 Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100.00%
Forced/involuntary labour	100.00%
Sexual harassment	100.00%
Discrimination at workplace	100.00%
Wages	100.00%
Others – please specify	-

10 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

There were no significant risks/ concerns arising from the above assessments.

Principle 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1 Details of total energy consumption (in Tera Joules) and energy intensity, in the following format:

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption **(A)**	272	225
Total fuel consumption **(B)**	22	19
Energy consumption through other sources **(C)**	116	111
Total energy consumption (A+B+C) in Tera Joules	**410**	**355**
Turnover (INR lakhs)	**4,37,003**	**3,13,878**
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.0009	0.0011 TJ/ INR Lakh revenue
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, the company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

2 Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

The Company does not have sites / facilities identified as designated consumers under PAT.

3 Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Ground water	46,302	70,733
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	2,96,840	2,27,301
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**3,43,142**	**2,98,034**
Total volume of water consumption (in kilolitres)	3,43,142	2,98,034
Water intensity per rupee of turnover (Water consumed / turnover)	0.79	0.95 KL/ INR Lakh revenue
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, the company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

4 Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The company has a Zero Liquid Discharge (ZLD) mechanism in place at all 3 manufacturing facilities. It covers the end to end plant operations. Water from STP is used for gardening purposes on the plant premises. Water from ETP is reused in the production processes. Any solid waste generated is disposed off using approved third party agencies.

5 Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx	Please refer to the below note		
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Through government accredited third party agencies, the Company regularly monitors air emissions from its operations at all three manufacturing facilities in line with requirements of ISO standards and local pollution control regulations. Across all locations, all air emissions during the FY are within the permissible limits. The company has implemented various environmental control measures and technology to reduce its air emissions. It also uses natural gas in its operations which have low air emissions compared to traditional fuels like petrol and diesel.

6 **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2022-23	FY 2021-22	
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	8,952.54	8,427.93	
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	40,011.22	30,459.58	
Total Scope 1 and Scope 2 emissions per rupee of turnover		0.11	0.12	MT CO2e/ INR Lakh revenue
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-	

The Scope 1 and Scope 2 calculations are from the energy, electricity and fuel usage at the corporate office, three manufacturing facilities and the branch offices in India. Scope 1 calculations are undertaken using guidelines and emissions factors prescribed by IPCC (2006 version). Latest GWP factors published as part of AR5 are used for the calculations. Scope 2 calculations are undertaken using the emission factors prescribed by Central Electricity Authority (version 18).

The company activities do not involve any process or fugitive emissions.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, the company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

7 **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

The company engages in various initiatives wherever possible in order to reduce its green house gas emissions. One of the key areas of GHG emissions for the company is use of electricity and fuel as part of energy consumption to power machinery/equipment as well as vehicles on the plant premises. For this, the company has installed a captive solar and wind plant with a combined capacity of 42 MwH. During the year, the company has also moved towards using CNG and electric powered vehicles on plant premises to reduced GHG emissions. Additionally, the company is also committed to the reduction of overall GHG emissions by use of low-emission materials (e.g. paints, adhesives, etc), sustainable building materials, solar panels and net metering technology, energy efficient machinery/equipment which reduces fuel & energy consumption, etc.

8 **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste **(A)**	203	170
E-waste **(B)**	0.51	1.01
Bio-medical waste **(C)**	0.045	0.029
Construction and demolition waste **(D)**	-	-
Battery waste **(E)**	0.03	0.03
Other waste **(F)** Cotton rages & cleaning materials	1.92	0.60
Other waste **(F)**: X-ray films	3.2	0.58
Other Hazardous waste. Please specify, if any. **(G)** Process waste + ETP Sludge + Fixer	787	595
Other Hazardous waste. Please specify, if any. **(H)** Used oil	1.38	3
Other Non-hazardous waste generated **(I)** Discarded barrels	5	7
Total (A+B + C + D + E + F + G+ H+I)	**1,001.99**	**777.37**

Parameter	FY 2022-23	FY 2021-22
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled (Plastic waste + E-waste)	132.51	155.01
(ii) Re-used (STP waste)	-	-
(iii) Battery waste	0.03	0.03
(iv) Cotton rages & cleaning materials	1.92	0.60
(v) X-ray films	3.20	0.58
(vi) Used oil	1.38	3.00
(vii) Discarded barrels	5.00	7.00
(viii) Other recovery operations	-	-
Total	**144.04**	**166.23**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration (Biomedical waste)	0.045	0.029
(ii) Landfilling (ETP sludge)	6,08.430	3,63.820
(iii) Other disposal operations	-	-
Total	**608**	**364**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, the company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

9 **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

We have robust waste management practices in place and continuously strive to reduce the amount of waste to landfill or incineration. All of our facilities have Zero Liquid Discharge mechanisms. STP treated water is reused on plant premises for gardening purposes. ETP treated water of is reused for the production process. Waste like used oil, discarded drums, containers, plastic waste, contaminated cotton rags and other cleaning materials, used X-ray films etc., are sent for recycling through accredited third parties. ETP sludge generated is treated and disposed off responsibly as per GPCB guidelines. During the FY, additional measures have been undertaken to provide ETP sludge as a raw material to other industry sectors like cement manufacturing, etc. to reduce the waste going to landfill.

10 **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Please refer to the note below			

None of the plants/offices of the company fall in/around ecologically sensitive areas.

11 **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Please refer to the note below					

During the year, no environmental impact assessment has been undertaken by the company

12 **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts boards or by courts	Corrective action taken, if any
Please refer to the note below				

During the year, there have been no instances of non-compliance with any prevailing or applicable environmental law/regulations/ guidelines in India.

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1 a. **Number of affiliations with trade and industry chambers/ associations.**

The company has affiliations with 7 (Seven) national and state level trade and industry associations/ chambers.

b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Gujarat Chamber of Commerce & Industry	State
2	Bomaby Chamber of Commerce & Industry	State
3	Ahmedabad Management Association	State
4	Federation of Kutch Industries Association	State
5	Process Plant & Machinery Assosication of India	National
6	Indian Stainless Seamless Pipes Manufacturers Association (ISSMA)	National
7	Indian Stainless Steel Development Association (ISSDA)	National

2 **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
Please refer to the note below		

During the FY, no adverse orders from any regulatory authorities have been received in relation anti-competitive conduct.

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1 **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Please refer to the note below					

During the FY, there has been no requirement for the company to conduct any SIA.

2 **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Please refer to the note below						

During the FY, there has been no projects undertaken by the company which has required any Rehabilitation & Resettlement of any local communites.

3 **Describe the mechanisms to receive and redress grievances of the community.**

The company treats the communities around its plant operations as equal partners in development. The Company engages with the communities on an ongoing basis. The communities have access to greivance redressal in case of any issues/complaints using the mechanism prescibed under the Whistle-Blower policy. Necessary actions will be taken by the stakeholder point of contact. In case if the community member is not satisfied with the resolution provided, there is provision to esclate the issue to the VP HR and MD and engage in mediation/arbitration.

4 **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	Refer Note	
Sourced directly from within the district and neighbouring districts		

The business operations of the Company are such that majority of the key inputs/ raw material is required to be sourced from large suppliers, who are spread across India and overseas. It sources ancillary products, equipment and other services required as part of its operations from MSMEs/small producers and from suppliers within the same or neighbouring districts.

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1 **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The company has well established customer complaint handling standard operating procedures. Given the B2B focus, all customer complaints & feedback are initially received by the sales teams. Depending on the nature of the complaints/feedback, they are escalated to the relevant functional teams. The company strives to resolve customer complaints within the time bound manner as per the defined technical and quality procedures.

All complaints are recorded and proactive efforts are made to ensure any issues identified as part of the customer complaints/ feedback are addressed to avoid similar issues arising in the future.

2 **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

Given the nature of the B2B products, this is not applicable to the Company.

3 **Number of consumer complaints in respect of the following:**

	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	-	-	-	-	-	-

During the FY, there have been no complaints from customers across any parameters.

4 **Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	-	-
Forced recalls	-	-

During the FY, there have been no instances of prdouct recalls on account of safety/quality issues.

5 **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes, the company has a robust framework and established processes for cyber security and data privacy. A dedicated IT team is responsible for implementation and assessment of the end-to-end operations for any vulnerabilities. Continous back-up of all company data is undertaken to avoid any disruption from cyber security risks. Through ongoing monitoring and robust IT controls, the company proactively implements measures to mitigate any cyber security and data privacy risks.

The Company has ensured that all critical business applications are hosted on Tier IV data centre, which is managed by industry experts. In addition, it has set up Disaster Recovery sites in different seismic zones. The Company has institutionalised various preventive measures including cyber security assessment from time to time, by a third party of repute.

6 **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

During the FY, there have been no issues to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls. No penalty/action have been taken by any regulatory authorities on these matters.

BOARD'S REPORT

Dear Members,

Your directors are pleased to present the 39th Annual Report of your Company along with the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended on March 31, 2023:

1. FINANCIAL RESULTS AT A GLANCE

(₹ in Crores)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations	4,370.03	3,138.78	4,474.40	3,138.78
Other Income	31.20	37.55	32.69	37.70
Total Income	4,401.23	3,176.33	4,507.09	3,176.48
Profit before Tax	693.84	430.69	693.54	430.94
Less: Income tax expenses	179.81	108.30	181.26	108.30
Profit After Tax	514.03	322.39	512.28	322.64

2. OPERATIONAL REVIEW/STATE OF THE COMPANY'S AFFAIRS

During the year under review, the Company achieved Revenue from Operations of ₹ 4,370.03 Crores compared to ₹ 3,138.78 Crores of the previous year, on standalone basis.

The total income on Standalone basis for the F.Y. 2022-23 at ₹ 4,401.23 Crores was higher by 38.56% compared to the total income of ₹ 3,176.33 Crores of the previous year and total income on consolidated basis for the F.Y.2022-23 at ₹ 4,507.09 Crores was higher by 41.89% compared to the total income of ₹ 3,176.48 Crores of the previous year; the profit after tax on the standalone basis for the year was also higher by 59.44% at ₹ 514.03 Crores compared to the previous year and profit after tax on the consolidated basis for the year was also higher by 58.78 % at ₹ 512.28 Crores, compared to the previous year.

There are no material changes or commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this Report.

3. ISSUANCE OF BONUS EQUITY SHARES

The Board of Directors at its meeting held on May 18, 2022 recommended for approval of the shareholders by way of postal ballot through remote e-voting, issuance of Bonus Equity Shares in the ratio of 1:2 i.e. One new Bonus Equity Share of ₹ 2.00 each for every Two existing fully paid Equity Shares of ₹ 2.00 each held as on the Record date i.e. Friday, July 1, 2022 by way of capitalisation of ₹ 4,67,28,000.00 from and out of Securities Premium Account of the Company.

Post approval of the shareholders, the Company issued 2,33,64,000 new Bonus Equity Shares of ₹ 2.00 each to its shareholders. The new Bonus Equity Shares were allotted on July 5, 2022 to the eligible shareholders and were credited in the shareholders account at NSDL on July 8, 2022 and at CDSL on July 11, 2022. The physical share certificates to the shareholders, who hold shares in physical format, were issued and dispatched on July 11, 2022. Post completion of all the formalities, the trading permission from the Stock Exchanges were received on July 13, 2022 and trading of Bonus Equity Shares were started with effect from July 14, 2022.

The Company did not issue any fractional shares / coupons and the Board appointed Trustee sold off consolidated fractional shares in the open market on July 15, 2022. The net sale proceeds received by selling the shares, were distributed to the eligible shareholders on July 20, 2022.

4. DIVIDEND

Your directors are pleased to recommend a dividend of ₹ 12.00 (previous year ₹ 9.33) per Equity Share on 7,00,92,000 Equity Shares having face value of ₹ 2.00 each for the financial year ended on March 31, 2023, for approval of the members of the Company at the ensuing Annual General Meeting. The dividend would be paid out of the profits for the year and the total dividend outgo, if approved, will be ₹ 84.11 Crores (previous year ₹ 65.40 Crores).

The dividend on Equity Shares is subject to approval of the members of the Company at the Annual General Meeting scheduled to be held on Thursday, August 3, 2023.

As per Finance Act, 2020, the Dividend is taxable in the hands of the Shareholders at the applicable tax rates of the respective shareholders and the Company is required to deduct tax at source from dividend paid to the members at prescribed rates as per Income Tax Act, 1961.

The dividend pay-out is in accordance with the Company's Dividend Distribution Policy. The Dividend Distribution Policy of the Company, in terms of Regulation 43A of SEBI (LODR) Regulations, 2015 (as amended), is available at the web link http://www.ratnamani.com /investorsrelations.html.

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 28, 2023 to Thursday, August 3, 2023 (both days inclusive) for the purpose of payment of the dividend and AGM for the financial year ended on March 31, 2023.

5. TRANSFER TO RESERVES

The Board of Directors doesn't propose to transfer any amount to any reserves, for the year under review.

6. SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on March 31, 2023 was ₹ 1,401.84 Lakhs divided into 7,00,92,000 Equity Shares of ₹ 2.00 each.

Post issuance of the Bonus Equity Shares, the paid-up Equity Share Capital was increased from ₹ 934.56 Lakhs to ₹ 1,401.84 Lakhs divided into 7,00,92,000 Equity Shares of ₹ 2.00 Each.

During the year under review, the Authorised Capital of the Company was increased to ₹ 18.00 Crores divided into 9,00,00,000 Equity Shares of ₹ 2.00 each from ₹ 15.00 Crores divided into 7,50,00,000 Equity Shares of ₹ 2.00 each.

7. BORROWINGS

The Company has outstanding long-term borrowings amounting to ₹ 4,508.89 Lakhs (previous year ₹ 9,626.82 Lakhs) as on March 31, 2023.

8. FIXED DEPOSITS

During the year under review, your Company has not accepted any deposit from the shareholders and public within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force). Further, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, are given in the notes to the Financial Statements.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) DIRECTORS:

a) Directors retiring by rotation:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Jayanti M. Sanghvi, Joint Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

b) Independent Directors:

In Financial year 2023-24, Three Independent Directors are completing their two consecutive terms of five years each on conclusion of the ensuing 39th Annual General Meeting. The Nomination and Remuneration Committee ('**NRC**'), in order to ensure proper succession planning of the Board of Directors, recommended to on-board new Independent Directors much before the cessation of the existing Independent Directors.

The NRC had previously decided that the candidate for independent directorship should have vast domain knowledge, qualification and experience in production, procurement, supply chain management, sales, marketing, financial, accountancy, audit, strategic leadership thinking, have natural flair for good corporate governance practices, risk management and compliances, information technology, data analytics etc. with a proven track record of integrity, competence and leadership.

Based on the recommendations of the NRC and in terms of the provisions of the Companies Act, 2013, the Board, on February 13, 2023, appointed Shri Sushil Solanki, Shri Dhinal A. Shah and Shri Rajesh G. Desai as Additional Directors of the Company in Non-Executive Independent Director category. On March 18, 2023, the Members by Special Resolution by way of Postal Ballot through remote e-voting on March 18, 2023 (deemed date of passing being the last date of remote e-voting), approved the said appointments for a period of 5 consecutive years from February 13, 2023 through February 12, 2028.

After induction of three Independent Directors, your Company has seven Independent Directors including one Woman Independent Director. Shri Pravinchandra M. Mehta, Shri Divyabhash C. Anjaria and Dr. Vinodkumar Agarwal, Independent Directors shall complete their second term of 5 consecutive years on conclusion of 39th Annual General Meeting. The Board of Directors places on record their deep appreciation for the wisdom, knowledge and guidance provided by them, during their tenure as Independent Directors.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as per Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impact or impair their ability to discharge their duties with an objective independent judgement and without any external influence. Based on the declarations received from the ID's, the Board has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and that they are independent of the management.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

c) Executive Directors:

Shri Prakash M. Sanghvi, Chairman and Managing Director, Shri Jayanti M. Sanghvi, Joint Managing Director and Shri Shanti M. Sanghvi, Whole Time Director shall complete their tenure on October 31, 2023. Based on the recommendation of NRC Committee, and subject to approval of the members by way of Special Resolution, at the ensuing 39th Annual General Meeting, the Board of Directors of the Company re-appointed them for a period of 5 years from November 1, 2023 through October 31, 2028.

d) Performance Evaluation of Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. The way, the evaluation has been carried out has been explained in the Corporate Governance Report.

e) Payment of commission to Non-executive Directors

Your Company pays commission to the Non-executive Directors (including Independent Directors) to the extent not exceeding 0.50% of the net profits of the Company for a financial year calculated as provided under the Companies Act, 2013 and rules made thereunder. The details of the payment to them is given in the Corporate Governance Report.

f) Remuneration Policy

The Board has framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration as recommended by the Nomination & Remuneration Committee.

The policy of the Company on directors' appointment, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Sub-section (3) of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015 and the remuneration paid to the directors are governed by the Nomination and Remuneration Policy of the Company. The detailed Policy may be accessed from the website of the Company. The highlights of the Remuneration Policy and other details are given in the Corporate Governance Report, which is forming part of Directors Report.

g) The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the web link: https://ratnamani.com/investors_relations.html#left-tab6>Familiarization programme of independent director.

h) The Company has undertaken Directors and Officers insurance for all the Directors of the Company pursuant to Regulation 25 (10) of the SEBI (LODR) Regulations, 2015.

B) KEY MANAGERIAL PERSONNEL

The following persons are the Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Companies Act 2013, read with the Rules framed thereunder.

1. Shri Prakash M. Sanghvi, Managing Director
2. Shri Jayanti M. Sanghvi, Joint Managing Director
3. Shri Shanti M. Sanghvi, Whole Time Director
4. Shri Vimal Katta, Chief Financial Officer
5. Shri Anil Maloo, Company Secretary & Compliance Officer

There is no change in the Key managerial personnel during the year under review.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance system established and maintained by the Company, work performed by the internal, statutory, cost, and secretarial auditors and external agencies including audit of internal financial controls over financial reporting by the independent auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2022-23.

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Board of Directors hereby states and confirms that:

a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any.

b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profits of the Company for the financial year ended on March 31, 2023.

c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d. the Directors had prepared the Annual Accounts on a 'going concern' basis.

e. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. BOARD MEETINGS

The Board of Directors met 5 times during the F.Y. 2022-23 and having gap of not more than 120 days between 2 consecutive Board Meetings. The details of the board meetings and the attendance of the Directors are given in the Corporate Governance Report, which is forming part of this Report.

13. AUDIT COMMITTEE

As provided in Section 177(8) of the Companies Act, 2013, the information about Audit Committee are given in the Corporate Governance Report. As at March 31, 2023, Shri Divyabhash C. Anjaria is the Chairman of the Committee and Dr. Vinodkumar M. Agrawal, Shri Jayanti M. Sanghvi and Smt. Nidhi G. Gadhecha are the members of the Committee.

During the year under review, the Board has accepted all the recommendations of the Audit Committee.

14. INDEPENDENT AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. Kantilal Patel & Co., Chartered Accountants, Ahmedabad (ICAI Firm Registration No. 104744W) Independent Auditors of the Company shall hold office till conclusion of the 39th Annual General Meeting to be held in the calendar year 2023.

In terms of the provisions of the Companies Act, 2013, an audit firm acting as the independent auditor of a company is eligible to be appointed as Independent Auditors for two terms of five years each.

Based on the recommendations of the Audit Committee, the Board of Directors at its meeting held on May 10, 2023, has considered, recommended re-appointment of M/s. Kantilal Patel & Co., Chartered Accountants as Independent Auditors for a period of 5 years from the conclusion of 39th Annual General Meeting till conclusion of the 44th Annual General Meeting of the Company to be held in the calendar year 2028, subject to approval of the members of the Company. The Board recommends passing of the said resolution by way of ordinary resolution.

The Independent Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

15. COST AUDITORS

In terms of Section 148 of the Act, the Company is required to maintain cost records and have the audit of its cost records conducted by a Cost Accountant. Cost records are prepared and maintained by the Company as required under Section 148(1) of the Act.

Your directors have, based on the recommendation of the Audit Committee, appointed M/s. N. D. Birla & Co., Cost Accountants, as the Cost Auditors of the Company to audit the Cost accounts for the financial year 2023-24 on existing remuneration of ₹ 1,20,000/- plus taxes as applicable and out of pocket expenses subject to ratification of the remuneration by the Members in ensuing 39th Annual General Meeting. Accordingly, a resolution seeking Members' ratification for the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants, is included in the Notice convening the 39th Annual General Meeting. The Board of Directors recommend passing of the resolution by way of Ordinary Resolution.

Your Company has received consent from M/s. N. D. Birla & Co., Cost Accountants, to act as the Cost Auditors for conducting audit of the cost records for the financial year 2023-24 along with a certificate confirming their independence and arm's length relationship.

The Cost Auditors' Report for the financial year 2022-23 does not contain any qualification, reservation or adverse remark.

16. SECRETARIAL AUDITORS

In terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors, pursuant to the consent received, appointed M/s. M. C. Gupta & Co., Company Secretaries in practice as the Secretarial Auditors of the Company to conduct an audit of the secretarial records, for the financial year 2023-24.

17. SECRETARIAL STANDARDS:

The Company complies with Secretarial Standards on Meetings of Board of Directors and General Meetings issued by the Institute of Company Secretaries of India.

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by the Institute of the Company Secretaries of India and such systems are adequate and operating effectively.

18. CREDIT RATING

The Company enjoys a good reputation for its sound financial management and its ability to meet financial obligations. CRISIL has reaffirmed "AA/stable" rating for the Company's long-term borrowings and "A1+" for its short-term borrowings.

19. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit function is handled by an external firm of Chartered Accountants. The Internal Control Systems are regularly being reviewed by the Company's Internal Auditors with a view to evaluate the efficacy and adequacy of Internal Control Systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and to ensure that these are working properly and wherever required, are modified/ tighten to meet the fast changing business requirements.

All the Business Heads/Function Heads are certifying the compliance to all applicable rules, regulations and laws every quarter to the Board and are responsible to ensure that internal controls over all the key business processes under their respective department/functions are operative. The scope of the Internal Audit is defined and reviewed every year by the Audit Committee and inputs, wherever required, are taken from the Independent Auditors. Based on the report of Internal Auditors, major audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

20. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy and technology absorption

Information required under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, as amended from time to time is given in **Annexure-"A"** which is forming part of this report.

The Company has installed windmills and Solar Power Panels at various places for "Green Energy Generation", thus continuing to contribute, in a small way, towards a greener and cleaner earth.

Foreign Exchange Earnings and Outgo

The details of foreign exchange earnings and outgo as required under Section 134 and Rule 8(3) of Companies (Accounts) Rules, 2014 are mentioned in **Annexure-"A".**

21. RISK MANAGEMENT

Your company has an elaborate Risk Management procedure covering various Risks including Business, Operational, Financial, Sectoral, Market, Regulatory and Compliance, Sustainability, Human Resources, Information and Cyber Security and Strategic Risks and its Assessment, measurement and mitigation processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis within the risk appetite as approved from time to time by the Board of Directors.

Your Company has a Risk Management Committee in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The key risks and mitigating actions are being placed before the Committee and the Board of Directors of the Company. As on the date of this report, the Company does not foresee any critical risk, which threatens its existence.

22. SUBSIDIARY, IT'S PERFORMANCE AND CONSOLIDATED FINANCIAL STATEMENTS

During the year under review, your Company acquired 53% Equity Shares in Ravi Technoforge Private Limited, Rajkot, **(RTL)** on October 28, 2022 for ₹ 97.88 Crores. The 1st Tranche of 53.00% stake acquisition consists of 26% of the issued, subscribed and paid-up share capital through share subscription in RTL under the preferential allotment and 27% of the issued, subscribed and paid-up share capital in RTL (post dilution) through purchase from the existing shareholders. Accordingly, RTL has become subsidiary of your Company.

The balance 47% stake in RTL shall be acquired in two tranches over the period, of which 2nd Tranche of 27.02% is expected to be completed on or before July 31, 2024 and 3rd Tranche of 19.98% to be completed not later than July 31, 2027, however, the acquisition of the 3rd Tranche shall be subject to certain options as may be availed by the existing shareholders of the RTL during that time.

RTL is engaged into manufacturing of high precision forged and turned bearing rings, gear blanks and other similar bearing components having ultimate end use across diverse industrial and mobility applications.

The Company has one Wholly Owned Subsidiary in the State of Texas, USA in the name "Ratnamani Inc."

The Board of Directors periodically reviews the performance of the subsidiary companies. Details of the same is enumerated in the Corporate Governance Report, which is forming part of this report.

In accordance with Section 129(3) of the Act, we have prepared Consolidated Financial Statements of the

Company and all its subsidiaries which form part of the Annual Report. Further, the report on the performance and financial position of each subsidiary and salient features of their Financial Statements in the prescribed Form AOC-1 is annexed to this report at **Annexure-"B".**

Your directors have pleasure in attaching the Consolidated Financial Statements for financial year ended on March 31, 2023 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which have been prepared in accordance with the applicable provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") and approved by the Board. These Consolidated Financial Statements have been prepared on the basis of the Audited Financial Statements of the Company and its Subsidiary Company, as approved by their respective Board of Directors.

In accordance with the provisions of Section 136 of the Act and the amendments thereto, read with the SEBI Listing Regulations, the audited Financial Statements, including the consolidated financial statements and related information of the Company and financial statements of the subsidiary companies are available on our website and the same can be accessed at the web link: http://www.ratnamani.com/investors_relations.html.

Except as stated above, there is no other Company, which has become or ceased to be subsidiary, joint venture or associate company, of the Company.

Your Company does not have any material subsidiary Company. The policy for determining material subsidiary(ies) of the Company has been provided at the website of the Company at https://ratnamani.com/download/Code_and_Policy/Policy_Of_Determination_Of_Material_Subsidiaries_And_Its_Governance.pdf

23. CORPORATE GOVERNANCE REPORT

Your Company is committed to good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with in letter and spirit. The details are given in **Annexure-"C".**

The Board has framed Code of Conduct for all Board members and Senior Management of the Company and they have affirmed the compliance during the year under review.

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report and the Secretarial Auditor's Certificate regarding compliance of conditions of Corporate Governance are attached and forms part of the Annual Report.

24. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis is set out in a separate section included in this Annual Report and forms part of this Report. The Audit Committee has reviewed the Management Discussion and Analysis of financial conditions and results of operations during the year under review.

25. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The key philosophy of all CSR initiatives of the Company is guided by the Company's philosophy of giving back to the society as a responsible corporate citizen. The Company's CSR policy provides guidelines to conduct CSR activities of the Company.

The CSR Policy may be accessed on the Company's website at the web link: http://www.ratnamani.com/investors_relations.html

The Company has identified the following as Thrust areas:

a) Promoting education, including employment enhancing vocational skills and special education, with focus on children, women, elderly and the differently abled ones and also to actively support livelihood enhancement projects

b) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;

c) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources, maintaining quality of soil, air and water, using green energy and taking other initiatives for environmental protection (including Pond deepening, rain-water harvesting);

d) Promoting gender equality, empowering women, day care centres and measures for reducing inequalities faced by socially and economically backward groups;

e) Rural development projects;

f) Training to promote rural sports, nationally recognised sports, Paralympic and Olympic sports;

g) Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans and their dependents including widows.

During the year, the Company has spent ₹ 758.76 Lakhs on CSR activities. The details of CSR activities and expenses are given in **Annexure-"D"**.

26. ANNUAL RETURN

The Annual Return in Form No. MGT-7 of the Company can be accessed from the website of the Company at http://www.ratnamani.com/investors_relations.html#left-tab5.

27. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures pertaining to remuneration and other details are provided in **Annexure - "E"** to this Report.

28. SECRETARIAL AUDIT REPORT AND SECRETARIAL COMPLIANCE REPORT

A) In terms of Regulation 24A(1) of the SEBI (LODR) Regulations, 2015 and pursuant to Section 204(1) of the Companies Act, 2013, the Secretarial Audit Report for the financial year ended March 31, 2023 is annexed with the Directors' Report and forms part of the Annual Report as given in **Annexure-"F"**.

Further, the Secretarial Audit Report does not contain any qualification, observation, reservation, adverse remark or disclaimer.

As reported, the Company could not file form DIR-12 on time, in respect of appointment of three Independent Directors due to issue on the V3 Portal of Ministry of Corporate Affairs.

B) In terms of Regulation 24A(2) of the SEBI (LODR) Regulations, 2015, the Secretarial Compliance Report for the financial year ended on March 31, 2023 has been submitted to the Stock Exchanges by the Company. The said Secretarial Compliance Report may be accessed from the website of the Company at www.ratnamani.com

29. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As per the Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility and Sustainability Report containing a detailed overview of initiatives taken by your Company from Environmental, Social and Governance perspectives, is set out in a separate section included in this Annual Report and forms part of this Report.

30. DISCLOSURES:

A. Vigil Mechanism / Whistle Blower Policy

The Company has Vigil Mechanism/ Whistle Blower in the terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One may access the Chairman of the Audit Committee through an e-mail or a letter addressed to him, who is a designated director under the policy. No person is denied access to the Chairman of the Audit Committee. The Vigil Mechanism in the Company fosters a culture of trust and transparency among all its stakeholders.

The Policy on vigil mechanism / whistle blower policy may be accessed on the Company's website at the web link: http://www.ratnamani.com/investors_relations.html

B. Related Party Transactions

The Company has framed a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board and was hosted on the Company's website at web link: http://www.ratnamani.com/investors_relations.html

All the related party transactions and subsequent material modifications, if any, were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material related party transactions entered into by the Company with Promoters, Promoters Group, Directors, Key Managerial Personnel or other designated persons or related party that may have a potential conflict with the interest of the Company as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the Related Party Transactions are placed before the Audit Committee and also before the Board for its approval. The Company obtains prior omnibus approval of the eligible related party transactions of the Audit Committee, which fulfils the criteria. The Audit Committee quarterly reviews all the related party transactions entered into by the Company.

Based on the recommendation of NRC Committee, the Board of Directors at its meeting held on May 10, 2023 has, subject to approval of the members of the Company at the ensuing 39th Annual General meeting, approved re-appointment of related parties to the office or place of profit in the Company for a period of 5 years with effect from October 1, 2023 and payment of remuneration. Based upon recommendations of the Audit Committee, the Board recommends passing of the said resolutions by way of ordinary resolutions.

Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 with Section 188(2) of the Companies Act, 2013 is mentioned in the form AOC - 2, which is given in **Annexure – "G".**

Details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the standalone/consolidated financial statements forming part of Annual Report for the FY 2022-23.

C. Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company is an equal opportunity Company and has zero tolerance for sexual harassment at workplace. It has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2022-23, there was no complaint/case of sexual harassment and hence no complaint remains pending as on March 31, 2023.

D. Disclosure of Events or Information

In compliance with Regulation 30 of SEBI (LODR) Regulations, 2015, your Company has formulated a policy for determination of materiality of events and pursuant to the same, the Company makes disclosures to the Stock Exchanges. The said policy can be accessed from the website of the Company at http://www.ratnamani.com/ investors_relations.html#left-tab2.

Your Company has authorized the Key Managerial Personnel (KMP) jointly and severally for the purpose of determining materiality of an event or information and making disclosures to the Stock Exchanges.

E. General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/instances on these items during the year under review:

a) There has been no material change in the nature of business during the year under review.

b) No Issue of equity shares with differential rights as to dividend, voting or otherwise or issued shares (including sweat equity shares) to the employees or Directors of the Company, under any Scheme.

c) There were material changes or commitments affecting the financial position of the Company and no events to report that has happened subsequent to the date of financial statements and the date of this report.

d) Neither the Managing Director, Joint Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

e) No significant or material orders were passed by the Regulators or Courts or Tribunals, which affect the going concern status and Company's operations in future.

f) There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year.

g) There is no instance for one time settlement with Banks or Financial Institutions. Hence, there is no question of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

APPRECIATION

Your Directors places on record their gratitude for the valuable guidance and support rendered by the Government of India, various State Government departments, Banks and various stakeholders, such as, shareholders, customers and suppliers, among others. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success.

The Directors look forward to the continued support of all stakeholders in future also.

For and on behalf of the Board of Directors

PRAKASH M. SANGHVI
Chairman and Managing Director
DIN: 00006354

Place : Ahmedabad
Date : May 10, 2023

ANNEXURE: A

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014:

(A) Conservation of Energy:

The Company is constantly striving to have high degree of optimization, conservation of energy and absorption of technology. Major initiatives taken by the Company during the financial year 2022-23 are listed below:

I. The steps taken or impact on conservation of Energy:

i. Conventional Lights / Fluorescent Lights were replaced by energy efficient LED Lights at various places including Office Building, Finishing Section, Billet Preparation Areas, Pilger Section and at Heat Treatment Plant.

ii. Installed AC Variable Frequency Drive (VFD) for Compressor for Utility.

iii. Installed AC Variable Frequency Drive (VFD) for Main Cutter Edge Milling Machine.

iv. Installation of transparent sheet at top of the Shed to reduce lights in day time.

II. The steps taken by the Company for utilising alternate sources of Energy:

From Roof Top Solar Power Plant of 37KW, we used Solar energy of 53010 Kwh per year for the Office building power consumption. The Company has installed and commissioned 12 MWac/15 MWp captive solar plant in Patan District of Gujarat, for captive consumption. The Company has installed array of 44,772 solar panels on about 57 acres of land, which will aid offsetting approximately 18000 tonnes of CO_2 per year. The plant will generate 22.5 million units of energy per year.

III. The Capital Investment on Energy Conservation Equipment:

The Company has invested more than ₹ 50 Crores in installation, commissioning of the solar power plant. In addition to above, the Company has also made a Capital Investment of approximately ₹ 44 Lakhs on Energy Conservation Equipment.

(B) Technology Absorption:

I. The efforts made towards technology absorption:

At Kutch plant- Stainless Steel division:

a) New Hot water generator installed, commissioned & trialled successfully at Pickling Plant.

b) New Air Compressor installed, commissioned and trialled successfully in compressor room.

c) Hyd. Power pack motor ON/OFF logic modification done to run the HPP motor during cutting cycle only instead of continuing with mill.

d) Inhouse made New Auto strip joint unit installed.

e) Inhouse Fabricated and Installed New Auto Conveyor system, cooling systems, control panels and incorporate these with new induction coil & old induction power panel. Complete system commissioned & trial successfully.

f) Inhouse Fabricated and Installed New Auto cutting unit (band saw type) commissioned & trialled successfully.

g) New Straightening installed, commissioned & trail successfully for Welded Finishing.

h) New Input & Output conveyor extended from 6 Mtr to 12Mtr in house, commissioned & trialled successfully.

At Kutch plant – Carbon Steel division – Spiral and Coating plant:

1. LASER based weld seam compensation system installed in coating plant.
2. Replacement of old conventional motors with servo drives and motor with latest PROFINET based control in real time radiography Machine to increase productivity.
3. Plant crane control with wireless technology for safe and fast handing of pipe.
4. Replacement of old Coil UT NDT Electronics system with latest Technology based control in Spiral Coil Ultrasonic Testing M/C to increase Productivity.
5. Replacement of old conventional Welding system with latest Technology based control in Spiral Offline Welding M/C to Improve Productivity.
6. Installed SCADA (Supervisory control and data acquisition system) to monitor all process control data at one place to improve product Quality in Coating Plant.
7. Installed AC Variable Frequency Drive (VFD) for Hydraulic pump at Internal Shot Blaster M/C in Coating Plant to improve product Quality.
8. Replaced old weld seam tracking system by new LASER seam tracking system, to increase productivity in Spiral plant UT machine.

At Chhatral plant:

a) Installation of 10 HP AC drive at edge Milling for Main Cutter increase speed as well as to reduce energy consumption.

b) Installation of 20 HP AC drives on compressor for to reduce energy consumption.

c) Installation of Air Handling System to Maintain Humidity & Temperature for Flux Storage Room which is API Compliance

d) Plant Crane control with wireless technology for safe and fast handing of pipe.

e) Crimping Pressing Machine in house panel wiring modification done and installed for Existing Hydraulic System refurbishing to increase hydraulic cylinder speed 3mm/sec to 11.65 mm/sec.

f) Air compressor Motor operate with auto on-off mode through pressure switch (Modified control wiring for Utility purpose) for to reduce energy consumption.

g) Installation of Safety circuit for Radiography testing machine for human safety purpose.

h) Installation of heavy duty gear motor for pipe pulling after forming process to make easy for pipe pulling after forming & reduce down time due to low duty gear motor burn out.

At Indrad plant:

a) Installed new Operation Panel of ID Polishing machine with Automization through PLC.

b) Installed 3.5KVA UPS with battery set mechanism installed, Material shifting trolley for working with Remote control system for easy material shifting process.

c) In house prepared OD cleaning machine with fully automation through PLC system for increasing the productivity.

d) Installed Auto Vibration monitoring system in Deep hole drilling machines to prevent the tool wear out, tool Breakage and machine overload problem.

e) Installed Fully automatic temperature control system in Cooling tower of extrusion press and interface with HMI for continuous online working and monitoring of cooling tower operation.

f) Developed Energy monitoring system in-house for online display and analyze the online Energy consumption data of extrusion press.

g) Installed Thyristor control system with Kenthal A1 heating elements in 60 Nm3 Ammonia cracker furnace of Bright annealing furnace-04 to increase the capacity of the ammonia cracker and increase the efficiency of the heating coils.

The above efforts have resulted in quantity improvement, enhanced yields, higher through put and reduction in manpower.

II. The Benefits derived like product improvement, cost reduction, product development or import substitution:

At Kutch plant- Stainless Steel division:

a. Installation of New Hot water generator results in increased productivity.

b. New Air Compressor ELGI make Model installed Enhance facility & Increase Productivity.

c. Hyd. Power pack motor ON/OFF logic modification results in energy saving.

d. Inhouse made New Auto strip joint unit installed to enhance facility & Increase Productivity.

e. Inhouse made New IAF-03 to enhance facility & Increase Productivity.

f. Inhouse Fabricated and Installed New Auto cutting unit (band saw type) results into reduce breakdown time & increase productivity.

g. Inhouse made New STR-10 to enhance facility & Increase Productivity.

h. Inhouse Fabrication and extension of conveyor results to enhance facility & Increase Productivity.

At Kutch plant – Carbon Steel division – Spiral and Coating plant:

a. Reduced external coating PE material in L-SAW pipes coating by installation of Weld seam compensation system.

b. Productivity increased by installation of servo control trolley handing system in Real time radiography machine.

c. Safety increased by installation of Plant crane control with wireless technology.

d. Productivity increased by installation of Coil UT system with latest Technology based control in Spiral Coil Ultrasonic Testing M/C.

e. Welding Quality increased by Replacement of old conventional Welding system with latest Technology based control.

f. Reduce cost by installation of Scada system.

g. Product quality improved by installation of AC Variable Frequency Drive (VFD) for Hydraulic pump at Internal Shot Blaster M/C in Coating Plant.

At Chhatral plant:

a. Crimping pressing machine in house panel wiring modification done and installed for Existing hydraulic system refurbishing to increase hydraulic cylinder speed 3mm/sec to 11.65 mm/sec.

b. Installation of heavy duty gear motor for pipe pulling after forming process to make easy for pipe pulling after forming & reduce down time due to low duty gear motor burn out, will improve the efficiency.

c. Installation of Air Handling System to Maintain Humidity & Temperature for Flux Storage Room will improve the efficiency.

d. Installation of 10 HP AC drive at Edge for Main Cutter increase Cutting speed as well as to reduce energy consumption, will improve the efficiency.

e. Installation of New Fume Extraction system for Prevent toxic fumes to be emitted from welding process & provide safe & healthy work environment to employees.

f. New in-house fabricated boom installation with motorised system for FPD Panel up & down work for easy operation as well as stopping vibration during RTR Process, will improve the efficiency.

g. Installation of new in-house fabricated gate with hydraulic system to prevent heat loss, reduce manpower, gas consumption reduced & cost saving.

h. In-house fabrication and installation of edge milling machine at CSAW plant for increased welding quality & productivity up to 20% & cost saving.

i. In-house fabrication of welding wagon with hydraulic lifter roller and rotator arrangement for increased the productivity 30%, improved welding quality & cost saving.

j. In-house fabrication of pipe roller conveyor will result in Smooth and safe pipe movement & cost saving.

k. Installation of Lead Sliding gate for RT enclosure front side for safety compliances as per AERB Norms.

At Indrad plant:

a. In-house design & manufacture the pilger mill with fully automation panel for 89 mm tube diameter tube pilger process to enhance the production capacity.

b. In-house design and Manufacturing of Straightening machine with fully automation panel for 10 Inch diameter pipe to enhance production capacity.

c. For dual testing facility in Hydro pressure test, we use common bad of Hydro pressure test machine & installed new test head with new trolley & tube clamping mechanism at the End position of bed. We utilize 2 testing facility in single hydro pressure test bed for the testing of small tubes (up to 10-meter length of Tube). These can increase the testing facility of up to 10-meter tubes.

d. Extrusion press-01 HP & VP water block valve LVDT operation feedback – developed new program by using Water block Valve Positioning feedback so that we can easily trace the position of water block valves Positioning and trouble shoot the problem.

e. Developed Graphical view of Billet position of induction heating coil in Final heating station of extrusion press. By this development of graphical modification we can get the real time position & heating process of billet.

III. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

We have imported Coil UT Testing M/C for coil testing in Spiral Plant from CMS, Sofratest, France.

IV. The expenditure incurred on Research and Development.

During the year under review, no expenditure has been incurred in Research and Development activities.

(C) Foreign exchange earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

i. Export sales: activities, development initiatives and future plans:

The Company is exporting its products across the globe, mainly in the countries like USA, UK, France, Germany, Italy, Netherlands, Japan, South Korea, Middle East countries etc. The Company is striving to increase its exports reach through various business initiatives. The Company keeps close watch on global developments with an aim to cater to global requirements to the maximum extent possible.

ii. Total foreign exchange used and earned:

Particulars	Current year 2022-23 (₹ in Lakhs)	Previous year 2021-22 (₹ in Lakhs)
Foreign Exchange Earnings (FOB)	79,861.45	42,070.94
Foreign Exchange Outgo	7,052.83	3,289.09

For and on behalf of the Board of Directors

PRAKASH M. SANGHVI
Chairman and Managing Director
DIN: 00006354

Place : Ahmedabad
Date : May 10, 2023

ANNEXURE: B

Form No. AOC-1

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES OR ASSOCIATE COMPANIES OR JOINT VENTURES

(PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014)

Name of the subsidiary	Ravi Technoforge Private Limited	Ratnamani Inc.,USA	
The date since when the subsidiary was acquired	October 28, 2022	Not Applicable(*)	
Reporting period	2022-23	2022-23	
Reporting currency	INR (₹ in Lakhs)	USD	INR (₹ in Lakhs)
Exchange Rate	Not Applicable	1 USD = ₹ 82.22	
Share capital	1,525.67	10,000.00	6.08
Reserves & surplus	9,597.45	198,740.56	165.49
Total Assets	24,784.97	245,372.28	201.68
Total Liabilities	24,784.97	36,631.72	30.11
Investments	-	-	-
Turnover / Other Income	10,585.15	202,307.55	162.43
Profit before taxation	614.03	18,391.60	14.77
Provision for taxation	231.43	-	-
Profit after taxation	382.60	18,391.60	14.77
Proposed Dividend	-	-	-
% of Shareholding	53%		100%

(*) Incorporated on June 11, 2014

Note:

1) The Company has no Joint venture / Associate Companies. There are no subsidiary Company which are yet to commence business operations.

2) None of the subsidiaries have been liquidated or sold during FY 2022-23.

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

ANNEXURE: C

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company's philosophy on Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Our governance standards are initiated by senior management, and percolate down throughout the organization. We have engrained into our culture and into each associate the values of honesty and fairness. For us, adherence to Corporate Governance stems not only from the letter of law but also from our inherent belief in doing business the right way. The Company continues to focus on good Corporate Governance, in line with the Model Code of Conduct for the Directors / Designated Employees of the Company.

The Company has adopted a Code of Conduct for its employees including the Chairman, Managing Directors, Whole-time Director, Key Managerial Personnel (KMP), Senior Managerial Personnel and the Designated Persons of the Company. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors that suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("the Act").

The Company is in compliance with the requirements laid down under Regulation 17 to 27 read with Schedule V and Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable with regards to Corporate Governance.

A Report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India ("SEBI") in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below:

1) BOARD OF DIRECTORS

The business of the Company is conducted under the superintendence, directions and control of the Board. The Chairman and Managing Director, the Joint Managing Director and the Whole Time Director look after the day-to-day business affairs of the Company. The Board formulates strategies, regularly reviews the performance of the Company and ensures that the projected targets and agreed objectives are met on a consistent basis. The Board has constituted various committees, which guide the matters delegated to them in accordance with their terms of reference. The Joint Managing Director/Whole Time Director/ Senior Managerial Personnel/Functional Heads assist the Chairman and Managing Director and the Senior Managerial Personnel/ Functional Heads assist the Joint Managing Director and Whole Time Director in overseeing the functional matters of the Company.

MATRIX OF SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD:

In order to effectively discharge its duties, it is necessary that collectively the Board holds the appropriate balance of skills and experience. The Board seeks a complementary diversity of skills and experience across its members. The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating a person to serve on the Board.

Skills / Expertise / Competencies	Detail for such Skills / Expertise / Competencies	Name of the Directors having such Skills / Expertise / Competencies
Knowledge	Understanding of the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.	1) Shri Prakash M. Sanghvi 2) Shri Jayanti M. Sanghvi 3) Shri Shanti M. Sanghvi 4) Shri Pravinchandra M. Mehta 5) Shri Divyabhash C. Anjaria 6) Dr. Vinodkumar M. Agrawal 7) Smt. Nidhi G. Gadhecha 8) Shri Sushil Solanki 9) Shri Dhinal A. Shah 10) Shri Rajesh G. Desai
Strategic Leadership	Significant leadership experience to think strategically and develop effective strategies to drive change and growth in context of the Company's overall objectives.	1) Shri Prakash M. Sanghvi 2) Shri Jayanti M. Sanghvi 3) Shri Shanti M. Sanghvi 4) Shri Pravinchandra M. Mehta 5) Shri Sushil Solanki 6) Shri Dhinal A. Shah 7) Shri Rajesh G. Desai
Financial Expertise	Qualification and / or experience in accounting and/or finance coupled with ability to analyse the key financial statements; critically assess financial viability and performance; contribute to financial planning; assess financial controls and oversee capital management and funding arrangements.	1) Shri Prakash M. Sanghvi 2) Shri Jayanti M. Sanghvi 3) Shri Divyabhas C. Anjaria 4) Dr. Vinodkumar M. Agrawal 5) Smt. Nidhi G. Gadhecha 6) Shri Sushil Solanki 7) Shri Dhinal A. Shah
Diversity	Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective.	1) Shri Prakash M. Sanghvi 2) Shri Jayanti M. Sanghvi 3) Shri Shanti M. Sanghvi 4) Shri Pravinchandra M. Mehta 5) Shri Divyabhash C. Anjaria 6) Dr. Vinodkumar M. Agrawal 7) Smt. Nidhi G. Gadhecha 8) Shri Sushil Solanki 9) Shri Dhinal A. Shah 10) Shri Rajesh G. Desai
Corporate Governance, Risk and Compliance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates including establishing risk and compliance frameworks, identifying and monitoring key risks.	1) Shri Prakash M. Sanghvi 2) Shri Jayanti M. Sanghvi 3) Shri Shanti M. Sanghvi 4) Shri Pravinchandra M. Mehta 5) Shri Divyabhash C. Anjaria 6) Dr. Vinodkumar M. Agrawal 7) Smt. Nidhi G. Gadhecha 8) Shri Sushil Solanki 9) Shri Dhinal A. Shah 10) Shri Rajesh G. Desai
Behavioural Skills	Attributes and the competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders;	1) Shri Prakash M. Sanghvi 2) Shri Jayanti M. Sanghvi 3) Shri Shanti M. Sanghvi

These skills / competencies are broad-based, encompassing several areas of expertise / experience. Each Director may possess varied combinations of skills / experience within the described set of parameters.

Composition of the Board

The Board of Directors of your Company consists of balanced mix of Executive and Non-Executive Directors which meets the requirement of the Corporate Governance as stipulated under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 and Section 152 of the Companies Act, 2013. Your Company immensely benefits from the professional expertise and experience of the Independent Directors.

The Executive Chairman heads the Board of Directors. The total strength of the Board of Directors of the Company is 10 (Ten) members as on March 31, 2023, comprising 3 (Three) Executive Directors and 7 (Seven) Non-Executive Independent Directors including one Woman Independent Director.

The Independent Directors are the Non-Executive Directors of the Company as defined under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Companies Act, 2013 along with the rules framed thereunder. Further, in terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and that they are independent of the management. Further, the Independent Directors have included their names into the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The details of composition of the Board as at March 31, 2023 and other information are given herein below:

Category	Name of the Director(s)	Position held	No. of Directorship in listed entities (including in the Company)	Memberships/ Chairmanships of Committees (including in the Company) (as per Regulation 26 (1) (b) of SEBI LODR (*)		No. of Equity Shares held as on March 31, 2023
				Member ship	Chairman ship	
Promoter Executive	Shri Prakash M. Sanghvi	Chairman & Managing Director	1	0	0	1,08,27,577
	Shri Jayanti M. Sanghvi	Jt. Managing Director	1	2	0	58,66,537
	Shri Shanti M. Sanghvi	Whole Time Director	1	0	0	27,25,492
Independent Non-Executive	Shri Pravinchandra M. Mehta	Independent Director	1	0	0	7,000
	Shri Divyabhash C. Anjaria	Independent Director	1	2	2	33,097
	Dr. Vinodkumar M. Agrawal	Independent Director	1	2	0	41,250
	Smt. Nidhi G. Gadhecha	Independent Women Director	1	1	0	2,161
	Shri. Sushil Solanki	Independent Director	1	0	0	0
	Shri. Dhinal A. Shah	Independent Director	2	1	0	0
	Shri. Rajesh G. Desai	Independent Director	1	0	0	0

* Only Audit and Stakeholder's Relationship Committees are included.

Notes:

1. It is affirmed that none of the Directors on the Board holds directorships in more than ten public companies as provided in Section 165 of the Companies Act, 2013. None of the Directors serves as a director on more than seven listed entities. Further, none of the Managing Director / Whole Time Director serves more than three listed entities as an Independent Director (as specified in Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015). Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors. None of the Directors are related *inter-se* to each other except Shri Prakash M. Sanghvi, Shri Jayanti M. Sanghvi and Shri Shanti M. Sanghvi who are brothers and related to each other.
2. It is affirmed that none of the Directors on the Board is a member of more than 10 (Ten) Committees and Chairperson of more than 5 (Five) Committees (as specified in Regulation 26 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) across all the Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.
3. During the year under review, none of the Independent Directors has resigned. No person has been appointed as an alternate director for an independent director.

Memberships of other Boards / Board Committees (other than this Company):

Name and Designation of the Director	No. of other Directorship Held as at March 31, 2023(*)		Name of the other listed entities where Directorship held & Category of Directorship	No. of other Board Committees of which Member / Chairperson
	Listed Companies	Other Companies		
Shri Prakash M. Sanghvi, Chairman & Managing Director	0	2	Nil	0
Shri Jayanti M. Sanghvi, Joint Managing Director	0	1	Nil	0
Shri Shanti M. Sanghvi, Whole Time Director	0	0	Nil	0
Shri Pravinchandra M. Mehta, Independent Director	0	0	Nil	0
Shri Divyabhash C. Anjaria, Independent Director	0	5	Nil	0
Dr. Vinodkumar M. Agrawal, Independent Director	0	0	Nil	0
Smt. Nidhi G. Gadhecha, Independent Director	0	0	Nil	0
Shri. Sushil Solanki, Independent Director	0	0	Nil	0
Shri. Dhinal A. Shah, Independent Director	1	0	Independent Director in Astral Limited	2(#)
Shri. Rajesh G. Desai, Independent Director	0	2	Nil	0

(*) Including public limited (both listed and unlisted), Private Limited Companies, foreign companies, Section 8 companies

(#) Audit and Nomination and Remuneration Committees of Astral Limited

Directors' Attendance Records for the financial year ended on March 31, 2023

Sr. No.	Name of Director(s)	No of Board Meetings held During the period when Director was on the Board	No of Board Meetings attended (*)	Presence at the last AGM (*)
1	Shri Prakash M. Sanghvi	5	5	Yes
2	Shri Jayanti M. Sanghvi	5	5	Yes
3	Shri Shanti M. Sanghvi	5	5	Yes
4	Shri Pravinchandra M. Mehta	5	5	Yes
5	Shri Divyabhash C. Anjaria	5	5	Yes
6	Dr. Vinodkumar M. Agrawal	5	5	Yes
7	Smt. Nidhi G. Gadhecha	5	5	Yes
8	Shri. Sushil Solanki **	1	1	NA
9	Shri. Dhinal A. Shah **	1	1	NA
10	Shri. Rajesh G. Desai **	1	1	NA

(*) *Attended personally / via Video Conference.*

(**) Appointed w.e.f February 13, 2023 and attended as invitee

During the Financial Year 2022-23, 5 (Five) Board Meetings were held on May 18, 2022, August 09, 2022, October 05, 2022, November 10, 2022 and February 13, 2023. The full quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

The Board of the Company periodically reviews the compliance reports of all the laws applicable to the Company. During the Financial Year 2022-23, information as mentioned into Part – A of Schedule II of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 has been place before the Board for its consideration.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met Once on May 18, 2022 inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting either personally or through video conference.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Independent Directors of the Company through presentations at regular intervals are familiarised and updated with the operations and functions of the Company, the Steel Tubes and Pipes Industry as a whole, various regulatory and other amendments and developments. All the information sought by them is also shared with them for enabling a good understanding of the Company, its various operations and the industry in which it operates.

A newly appointed Independent Director is taken through a formal familiarisation program including the corporate presentations, corporate film, details about the products of the Company, the user market, raw material suppliers, key risks, strengths of the Company, etc. The Company periodically arranges presentation on new developments in the law by outside experts, on their roles, rights and responsibilities towards the Company. The quarterly financial details are also accompanied with various analytical reports so as to help the directors understand the performance in a better way.

The independent Directors are, through presentations and briefings at the Board meetings, are updated with the business performance, operations, financial parameters, industry scenario, business strategy, important corporate developments, bidding strategy for business, process and strategy on raw material procurement, new investment opportunities including acquisitions, annual budgets, current operations and performance of the Company vis-à-vis Steel Tubes and Pipes Industry as a whole and subsidiary Company's data.

The Business heads / functional heads and Senior Management Personnel are invited at Board or Committee meetings, as and when required, to provide a platform for interaction with the Company's key executives with the Directors and also to enable them to better understand the business and operations of the Company.

The Independent Directors visit various plants of the Company, to understand the business operations of the Company.

At the time of joining, an appointment letter is issued to the Independent Directors for their acceptance, which broadly outlines their statutory duties, roles, responsibilities as an Independent Director, their remuneration and annual performance evaluation process and insurance cover. The Independent Directors are also informed of the important policies of the Company including the Code of Conduct applicable to Directors & Senior Management and Insider Trading Code.

Details of familiarisation programs imparted to Independent Directors during the year and cumulative basis and number of hours spent may be accessed on the Company's website at the web link at http://www.ratnamani.com / investors_relations.html

EVALUATION OF THE BOARD'S PERFORMANCE:

As required, a formal mechanism for evaluating performance of the Board and that of its Committees and individual Directors, including the Chairman of the Board has been set in place by the Board.

Pursuant to the provisions of Regulation 17(10) of SEBI (LODR) Regulation and the provisions of the Companies Act, 2013, an Annual Board Effectiveness evaluation is conducted to evaluate an Annual Performance Evaluation of the Board's own performance and the directors as well as Committees of the Board. The Board's performance was evaluated based on inputs received from all the Directors, Board's composition and structure, effectiveness of the Board, performance of the Committees, processes and information provided to the Board, etc.

The performance evaluation is based on performance of the Company, including financial, *vis. a vis.* the market conditions, its peers, global market conditions, its installed capacities, etc. *viz a viz* performance of an individual Director.

The Chairman of the Board have one-on-one meeting with the independent Directors and the Chairman of NRC have one-on-one meeting with the Executive Directors. These meetings are intended to obtain Directors' inputs on effectiveness of the Board / Committee processes.

Performance of individual Directors has been evaluated considering their knowledge, vision and strategy, acquaintance with business, their attendance, level of preparation and effective participations in the discussions of meetings, communication inter se between the board members, contribution at the meetings and otherwise, guiding the management on the CAPEX and other budgetary proposals, risk management, independent judgment, safeguarding of interest of all the stakeholders, Compliance with code of conduct and understanding their role as a director of the Company as a whole, etc.

The meeting of Independent Directors is convened in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations, mainly to review the performance of Chairman & Managing Director, Joint Managing Director, Whole Time Director and also the Board as a whole for Financial Year 2022-23 and assessed the quality, quantity and timeliness of the flow of information between the Management and the Board. All Independent Directors were present at the said meeting.

Likewise, the performance evaluation of the Independent Directors, the Chairman and the Non-Independent Directors is carried out by the Board. The criteria for performance evaluation of Independent Directors are their knowledge, expertise in their fields, contribution in important decision making in the Board and Committee Meetings. The Independent Director, who is subject to evaluation, does not participate in the evaluation process carried out by the Board of Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

In the opinion of the Board of Directors of the Company, all the Independent Directors have adequate expertise, experience, proficiency and integrity.

Board Meetings, Committee Meetings and Procedures

In terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Companies Act, 2013, the Board meets at least once in a quarter with a gap between two meetings not exceeding one hundred and twenty days. Additional meetings of the Board are held when deemed necessary to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circulation by Board as well as Committee of Board of Directors. The meetings are usually held at the Company's Corporate offices.

The Agenda and the papers for consideration at the Board and Committee Meeting are circulated to the Directors in advance. Adequate information is circulated as part of the Board and Committee agenda papers and is made available at the Board and Committee Meetings to enable the Members of the Board and Committees to take vital decisions. Senior Executives are invited to attend the Meetings as and when required. The Company is also providing video conferencing facility to a Director on his/her request in advance. The Chairperson of each Committee briefs the Board on significant discussions at the committee meeting.

The Company ensures compliance of various statutory requirements by all its business divisions and obtains quarterly reports in the form of certificates from the heads of the business divisions and functional heads. These certificates are placed before the Board and/or Committee on quarterly basis. The Board of Directors reviews the Compliance Reports pertaining to the applicable laws and takes steps to rectify the instances of non-compliances, if any.

Other provisions as to Board and Committees were compiled with during the year under review.

2) BOARD COMMITTEES

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensures expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the committees are placed before the Board for information and/or for approval. All Committee decisions are taken, either at the meetings of the Committee or by passing of circular resolutions. During the year, all the recommendations of the committees were accepted by the Board. The composition and terms of reference of all the committees are in compliance with the Companies Act, 2013 and the Listing Regulations, as applicable. Minutes of the proceedings of Committee meetings are circulated to the respective Committee members and also placed before the Board for its noting.

The Company has at present the following committees namely:

i) Audit Committee
ii) Nomination and Remuneration Committee
iii) Stakeholders Relationship Committee
iv) Corporate Social Responsibility Committee
v) Risk Management Committee
vi) Sub-Committee for Borrowings
vii) Project Review Committee
viii) Management Committee

2.1 Audit Committee

Composition

The Audit Committee is constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as at March 31, 2023 comprises of 3 (Three) Non-Executive Independent Directors who are eminent professionals and 1 (One) Executive Director.

The members of the Audit Committee comprise of Shri Divyabhash C. Anjaria, an ex-banker, accounting, management and financial expert, who is the Chairman of the Committee, Dr. Vinodkumar M. Agrawal, an eminent professional, Smt. Nidhi G. Gadhecha, a Chartered Accountant and Shri Jayanti M. Sanghvi, Joint Managing Director. All the members of the Audit Committee are financially literate.

The Audit Committee Meetings were also attended by the representatives of the Independent Auditors, Internal Auditors and Chief Financial Officer of the Company.

The Audit Committee also invites such of the Executive of the Company as it consider appropriate, representatives of the independent auditors and internal auditors and Chief Financial officer, to be present at its meetings.

The Company Secretary acts as the Secretary to the Committee.

Meetings and Attendance

During the year, four meetings of the Audit Committee were held on May 17, 2022, August 08, 2022, November 09, 2022 and February 13, 2023. The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company held on August 09, 2022.

The following table summarises the attendance of the Committee members:

Name of the Director	Category	Status	No. of Meetings held	No. of Meetings attended (*)
Shri Divyabhash C. Anjaria	Non-Executive Independent	Chairman	4	4
Dr. Vinodkumar M. Agrawal	Non-Executive Independent	Member	4	4
Smt. Nidhi G. Gadhecha	Non-Executive Independent	Member	4	4
Shri Jayanti M. Sanghvi	Promoter Executive	Member	4	4

(*) Attended personally / via Video Conference

The Audit Committee meetings during the year were held in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Minutes of each Audit Committee Meeting are placed and discussed in the meeting of the Board of Directors. The Chief Financial Officer, Representative of Internal Auditors, Representative of Statutory Auditors are invited to attend the meetings.

Terms of reference

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's Internal Control and Financial Reporting Process. The terms of reference of the Audit Committee are in accordance with all the items listed as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and it inter-alia performs the following functions.

A. Oversight of financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

B. Recommending for appointment, remuneration and terms of appointment of auditors of the Company.

C. Approval of payment to statutory auditors for any other service rendered by them.

D. Examination of the annual financial statements and the auditors' report thereon with particular reference to as mentioned in the SEBI (LODR) Regulations, 2015, as amended from time to time.

E. Reviewing the quarterly financial statements of the Company.

F. Management discussion and analysis of financial conditions and results of operation.

G. Internal audit report or statutory auditor's report.

H. Review and monitor the auditor's independence and performance, and effectiveness of audit process.

I. Approval or any subsequent material modification of transactions of the Company with related parties. Omnibus Approval for related party transactions proposed to be entered into and quarterly review of the same.

J. Approval of related party transactions, to which the subsidiary company of the Company is a party, if the value of transactions exceeds the threshold limits as defined in SEBI (LODR) Regulations, during a financial year.

K. Scrutiny of inter-corporate loans and investments.

L. Valuation of undertakings or assets of the company, wherever it is necessary.

M. Evaluation of internal financial controls and risk management systems.

N. Reviewing statutory and internal auditor's performance and adequacy of the internal control system.

O. Reviewing the adequacy of internal audit function including structure of the internal audit department, staffing, reporting structure coverage and frequency of internal audit.

P. Discussion with Internal Auditors of any significant findings and follow up thereon.

Q. Reviewing finding of any internal investigations by the internal auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting matter to the Board.

R. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

S. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

T. Review the functioning of the Vigilance Mechanism/ whistle blower policy.

U. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.

V. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹100.00 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

W. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the Listed Entity and its Shareholders.

Powers:

The Audit Committee has the following Powers:

i. To investigate any activity within its terms of reference.

ii. To seek any information from any employee.

iii. To obtain outside legal and professional advice.

iv. To secure attendance of outsiders with relevant expertise, if it considers it necessary.

The Audit Committee reviews the management discussion and analysis of financial conditions and results of operations. The Committee also reviews the management letters, letters of internal control weaknesses, if any issued by the statutory auditors. The internal audit reports including internal control weakness, if any issued by the Internal Auditors are placed before the Audit Committee for review.

2.2 Nomination and Remuneration Committee

Composition

Pursuant to the Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee comprises of the following 3 (Three) Non-Executive Independent Directors, namely Shri Divyabhash C. Anjaria, an ex-banker and financial expert is the Chairman of the Committee, Shri Pravinchandra M. Mehta and Dr. Vinodkumar M. Agrawal eminent professionals are members of the Committee.

Meetings and Attendance

During the year, 2 (Two) meetings of the Nomination and Remuneration Committee were held on May 17, 2022 and February 13, 2023. The Chairman of the Committee had also attended the last Annual General Meeting of the Company.

Name of Director(s)	Category	Status	No. of Meetings held	No. of Meetings Attended (*)
Shri Divyabhash C. Anjaria	Non-Executive Independent	Chairman	2	2
Shri Pravinchandra M. Mehta	Non-Executive Independent	Member	2	2
Dr. Vinodkumar M. Agrawal	Non-Executive Independent	Member	2	2

(*) Attended personally / via Video Conference

The Company Secretary acts as the Secretary to the Committee.

Terms of reference:

The terms of reference of the Committee inter alia, include the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and to decide to extend or continue the term of appointment of the Independent director on the basis of the report of performance evaluation and to recommend to the board of directors a policy relating to the remuneration of the directors and KMP and other employees.

2. To evaluate the balance of skills, knowledge and experience for every appointment of the Independent Director and to prepare a description of Role and Capabilities required of an Independent Director.

3. To evaluate of performance of Independent directors and the Board of Directors.

4. To devise a policy on diversity of Board of Directors.

5. To identify persons who are qualified to become Directors, as and when so required, and who may be appointed in senior management in accordance with the criteria laid down by the Committee.

6. To consider and recommend to the Board appointment and removal of directors, other persons in Senior management and key managerial personnel (KMP).

7. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

8. To recommend to the Board, all remuneration, in whatever form, payable to the Senior Management of the Company.

Remuneration of Directors / Key Managerial Personnel / Senior Management/ other Employees

1. The Committee evolves the principles, criteria and basis of Remuneration policy and recommend to the Board a policy relating to the remuneration for all the Directors, KMPs, Senior Management and other employees of the Company and to review the same from time to time.

The Remuneration Policy of Directors, Key Managerial Personnel and other employees are as under:

i) **Fixed pay:** a) Basic salary b) Allowances c) Perquisites d) Retirement benefits	ii) **Variable pay (applicable to Executive Directors)** **Factors for determining and changing fixed pay:** i) Existing compensation ii) Educational Qualifications iii) Experience iv) Salary structure for the position v) Performance vi) Compensation ruling in the Market in similar industries for similar positions **Factors for determining variable pay:** i) Company performance ii) Individual's performance iii) Future outlook etc.

2. Non-Executive Directors are entitled to Commission within the overall maximum limit of 0.50% per annum of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and they are also entitled for sitting fees for attending the meetings of the Board and Committees thereof. The Company also reimburses out of pocket expenses to Non-Executive Directors for attending the meetings.

Details of Remuneration / Sitting fees of Directors

The details of Remunerations / Sitting fees paid to Executive and Non-Executive Directors for the financial year 2022-23 are as under:

(₹ in Lakhs)

Name of Director	Salary, Perquisites & Retirement Benefits	Commission	Sitting Fees	Total
Shri Prakash M. Sanghvi	220.47	2,160.00	0.00	2380.47
Shri Jayanti M. Sanghvi	187.57	1,440.00	0.00	1627.57
Shri Shanti M. Sanghvi	154.22	1,200.00	0.00	1354.22
Shri Pravinchandra M. Mehta	0.00	15.00	5.20	20.20
Shri Divyabhash C. Anjaria	0.00	15.00	6.80	21.80
Dr. Vinod M. Agrawal	0.00	10.00	5.20	15.20
Smt. Nidhi G. Gadhecha	0.00	10.00	4.00	14.00

The details of the service contract of the Executive Directors are as follows:

Terms of Agreement	Shri Prakash M. Sanghvi, Chairman and Managing Director	Shri Jayanti M. Sanghvi, Joint Managing Director	Shri Shanti M. Sanghvi, Whole Time Director
Period of Appointment	5 Years	5 Years	5 Years
Date of Appointment	November 1, 2018	November 1, 2018	November 1, 2018
Shareholders' approval in the AGM held on	August 9, 2018	August 9, 2018	August 9, 2018
Notice Period for the termination of the Contract	The services of all the three Executive Directors are contractual and for a term of 5 (Five) years. For any termination of Service Contract, the Company or the Executive Director is required to give a notice of 3 (Three) Months or pay 3 (Three) month's salary in lieu thereof to the other party.		

The Non-Executive Directors were paid Sitting Fees of ₹ 40,000/- for each Board and Committee Meeting attended during the year 2022-23.

2.3 Stakeholders Relationship Committee

Composition and terms of reference

The Stakeholder Relationship Committee has been constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is entrusted with the responsibility of addressing the Shareholders/Investors complaints with respect to transfer of shares, transmission, issue of duplicate share certificates, splitting and consolidation of shares, Non-receipt of Share Certificates, Annual Report, Dividend etc. The Committee has also been entrusted with the matters related to the General Meetings, Voting Rights, Review of services rendered by RTA and review of measures and initiatives taken for reducing quantum of unclaimed dividend and ensuring timely delivery of dividend warrants, annual reports and other notices by the Shareholders.

The members of the Stakeholder Relationship Committee comprise of 2 (Two) Independent Non-Executive Directors and 1 (One) Executive Director of the Company. Shri Divyabhash C. Anjaria, Non-Executive Independent Director is the Chairman of the Committee and Dr. Vinodkumar M. Agrawal, Non-Executive Independent Director and Shri Jayanti M. Sanghvi, Executive Director (Designated as Joint Managing Director) are the members of the Committee.

During the year, 2 (Two) meetings of the Stakeholders Relationship Committee were held on May 17, 2022 and November 09, 2022. The Chairman of the Stakeholders Relationship Committee also attended the last Annual General Meeting of the Company. The Committee also recommends steps to be taken for quality services to the investors. The composition of the said Committee and details of meeting are as under:

Name of Director(s)	Category	Status	No. of Meetings held	No. of Meetings Attended (*)
Shri Divyabhash C. Anjaria	Non-Executive Independent	Chairman	2	2
Dr. Vinodkumar M. Agrawal	Non-Executive Independent	Member	2	2
Shri Jayanti M. Sanghvi	Promoter Executive	Member	2	2

(*) Attended personally / via Video Conference

The Company Secretary acts as the Secretary & Compliance Officer to the Committee.

Investor Complaints

The particulars of Investors' complaints received and redressed during the financial year are furnished below:

Sr. No	Nature of Complaints	Opening Balance as on April 1, 2022	Received during the Year	Redressed/ Attended during the year	Pending as on March 31, 2023
1	Non-receipt of duplicate / new share certificate	Nil	Nil	Nil	Nil
2	Non-receipt of Dividend Warrants / Demand Drafts	Nil	Nil	Nil	Nil
3	Non receipt of Annual Reports	Nil	Nil	Nil	Nil
4	Issue of Duplicate Share Certificates / Demat related / Delay in response to Investor Service Requests / other Miscellaneous Grievances (*)	Nil	10	10	Nil

(*) Any Investor service request received through Ministry of Corporate Affairs, SEBI Scores, National Stock Exchange of India Limited or BSE Limited, are considered as Investor complaints and have been included in the above.

At present the entire activities related to share transfers, if applicable, transmission, exchange of shares, etc. are handled by the Registrar and Transfer Agent namely Link Intime India Private Limited, a SEBI authorized Registrar, who also provides electronic connectivity with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") to carry out such assigned work.

The Company obtains yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc. and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the Listing Regulations. Further, the Compliance Certificate under Regulation 7(3) of the Listing Regulations, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Transfer Agent are also submitted to the Stock Exchanges on a yearly basis.

2.4 Corporate Social Responsibility Committee

Composition & Terms of reference

The Corporate Social Responsibility ("CSR") Committee has been constituted in line with the provisions of Section 135 of the Companies Act, 2013. The committee formulates, reviews and recommends the amount of expenditure to be incurred on CSR activities and regularly monitors CSR activities to accomplish the objectives of the implementation of CSR Policy. The CSR Committee comprises of 3 (Three) Directors out of which 1 (One) is an Independent Director and 2 (Two) Directors are Executive Directors of the Company. Shri Pravinchandra M. Mehta, Non-Executive Independent Director is the Chairman, Shri Prakash M. Sanghvi and Shri Jayanti M. Sanghvi, Executive Directors are the members of the Committee.

Meetings and Attendance:

During the year, 3 (Three) Meetings were convened and held on May 17, 2022, November 09, 2022 and February 13, 2023. The following table summarises the attendance of the Committee members:

Name of Director(s)	Category	Status	No. of Meetings held	No. of Meetings Attended (*)
Shri Pravinchandra M. Mehta	Non-Executive Independent	Chairman	3	3
Shri Prakash M. Sanghvi	Executive Director	Member	3	3
Shri Jayanti M. Sanghvi	Executive Director	Member	3	3

(*) *Attended personally / via Video Conference*

The Company Secretary acts as the Secretary to the Committee.

2.5 Risk Management Committee

Terms of reference

The Board of Directors had constituted the Risk Management Committee on November 10, 2011 and pursuant to the amended and as per Regulation 21 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015, the following is the terms of reference of the Committee:

1) To formulate a detailed risk management policy, which shall include:
   (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
   (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
   (c) Business continuity plan.
2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

Composition, Meetings and Attendance

The Risk Management Committee comprises of One Non-Executive Independent Director as Chairman, Three Executive Directors and Three Senior Executives as Members of the Committee.

During the year under review, 3 (Three) meetings were convened and held on April 22, 2022, August 08, 2022 and January 24, 2023. The gap between two consecutive meetings was less than One Hundred and Eighty Days.

The following table summarises the attendance of the Committee members:

Name of Director(s)	Category	Status	No. of Meetings held	No. of Meetings Attended (*)
Shri Divyabhash C. Anjaria	Non-Executive Independent Director	Chairman	3	3
Shri Prakash M. Sanghvi	Managing Director	Member	3	3
Shri Jayanti M. Sanghvi	Joint Managing Director	Member	3	3
Shri Shanti M. Sanghvi	Whole Time Director	Member	3	3
Shri Manoj P. Sanghvi	Business Head (CS Pipe Division)	Member	3	3
Shri Vimal Katta	Sr. V. P. (Finance & Accounts) / (C. F. O.)	Member	3	3
Shri R. S. Patel	Sr. V. P. (Manufacturing)	Member	3	2

(*) *Attended personally / via Video Conference*

The Company Secretary acts as the Secretary to the Committee.

3) SUBSIDIARY COMPANIES:

The Company has two subsidiary Companies namely Ratnamani Inc., USA and Ravi Technoforge Private Limited, Rajkot (with effect from October 28, 2022). Both the subsidiary Companies are unlisted and are not material subsidiary Company. The Company fulfils all the applicable requirements of Corporate Governance as enumerated in Regulation 24 of SEBI (LODR) Regulations, 2015.

(1) Shri Divyabhash C. Anjaria, Independent Director of the Company has been appointed as Independent Director of Ravi Technoforge Private Limited with effect from January 5, 2023.

(2) The Audit Committee of the Company reviews the Financial Statements of subsidiary company as well as the Consolidated Financial Statements.

(3) Minutes of the meetings of Audit Committee and Board of Directors of subsidiary company, are placed before the Audit Committee and Board of Directors of the Company, respectively.

(4) A quarterly statement of all significant transactions and arrangements entered into by the subsidiary company is placed before the Board of Directors of the Company.

(5) The Audit Committee and Board of Directors of the Company quarterly review the utilization of the investment by the Company in the subsidiary Company Ravi Technoforge Private Limited, Rajkot.

4) GENERAL BODY MEETINGS

A. Annual General Meeting:

The details of date and time of the Annual General Meetings (AGMs) of the Company held during the preceding four years and the Special Resolutions passed there, are as under:

AGM	Financial Year	Date	Time	Special Resolutions Passed	Venue of the AGM
35th	2018-19	August 09, 2019	10.00 a.m.	3*	The Ahmedabad Textile Mills Association Hall, Ashram Road, Ahmedabad
36th	2019-20	August 27, 2020	10.00 a.m.	Nil	Through Video Conference
37th	2020-21	September 27, 2021	10.00 a.m.	2	Through Video Conference
38th	2021-22	August 09, 2022	10.30 a.m.	4	Through Video Conference

* Special resolutions indicated above were passed through E-voting and ballot papers which were made available at the AGM venue.

Note: At the 36th, 37th & 38th AGM held on August 27, 2020, September 27, 2021 and August 09, 2022 respectively, the ordinary and special businesses were transacted through E-voting.

B. Extraordinary General Meeting:

No extraordinary general meeting of the members was held during F.Y. 2022-23

C. Postal Ballot

Details of Ordinary and Special Resolutions passed through postal ballots, the persons who conducted the postal ballot exercise, details of the voting patterns and procedure of postal ballots are as mentioned below.

(1) During the year the Company had sought the approval of the Shareholders by way of Ordinary Resolution through postal ballot notice dated May 18, 2022 for issue of Bonus Equity Shares of the Company in the ratio of 1:2 i.e. One Bonus Equity Share of ₹ 2/- each for every Two Equity Shares of ₹ 2/- each, which was duly passed and the results of which were announced on June 22, 2022. Shri. M. C. Gupta (C.P. No 1028 and FCS 2047) of M/s. M. C. Gupta & Co., Practicing Company Secretaries, was appointed as the Scrutinizer to Scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner.

Procedure adopted for Postal Ballot:

The postal ballot was carried out in accordance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, framed thereunder and read with the General Circular nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13,2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, issued by the Securities and Exchange Board of India, (herein referred to as "SEBI Circulars") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI LODR Regulations") and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, including any statutory modification or re-enactment thereof for the time being in force and other applicable provisions, the resolution as set out in the notice dated May 18, 2022 for approval of the Members of the Company as Ordinary Resolution, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means ("Remote E-voting"), through postal ballot / e-voting.

The Company had appointed Shri M. C. Gupta of M/s. M. C. Gupta & Co., Company Secretaries, Ahmedabad (C.P. No.1028 and FCS 2047), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In accordance with the MCA Circulars, the Postal Ballot Notice dated May 18, 2022, was sent only by electronic mode to those members whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, May 20, 2022 ("Cut-Off Date") received from the Depositories and whose e-mail addresses were registered with the Company / Depositories. Instructions for voting by (i) individual shareholders holding shares of the Company in demat mode with CDSL, (ii) Individual Shareholders holding securities in demat mode with NSDL (iii) Individual Shareholders (holding securities in demat mode) login through their Depository Participants, (iv) Shareholders holding shares in physical form and the shareholders other than individual shareholders holding in demat account, were explained in the Postal Ballot Notice.

Members exercised their vote(s) by e-voting during the period from 10:00 a.m. on Tuesday, May 24, 2022 till 05:00 p.m. on Wednesday, June 22, 2022.

The Scrutinizer submitted his report on June 22, 2022, after the completion of scrutiny and result of the e-voting was announced on the same day. The summary of voting result is given below:

Description of Resolution – Ordinary Resolution for Issuance of 2,33,64,000 Bonus Equity Shares of ₹ 2/- each to the existing shareholders of the Company as on the record date:

Sr. No.	Mode of Voting	Particulars	Number of Members voted via remote e-voting	Number of votes cast by member	% of total number of valid votes cast
1	Through Voting by Postal Ballot	Voted In favour of the Resolution	NIL	NIL	NIL
		Voted against the Resolution	NIL	NIL	NIL
		Invalid Votes	NIL	NIL	NIL
2	Through Remote E-Voting	Voted In favour of the Resolution	234	4,02,85,359	99.56%
		Voted against the Resolution	12	1,78,540	0.44%
		Invalid Votes	0	0	-

The said resolution was passed with requisite majority on June 22, 2022. Voting result of postal ballot is available on the website of the Stock Exchanges, Depository and website of the Company.

(2) During the year, the Company had also sought the approval of the Shareholders by way of Special Resolutions through postal ballot notice dated February 13, 2023 for Appointment of Shri Sushil Solanki (DIN:09630096), Shri Dhinal Ashvinbhai Shah (DIN:00022042) and Shri Rajesh Gajendrabhai Desai (DIN:09834047) as an Independent Directors of the Company was duly passed and the results of which were announced on March 21, 2023. Shri. M. C. Gupta (C.P. No 1028 and FCS 2047) of M/s. M. C. Gupta & Co., Practicing Company Secretaries, was appointed as the Scrutinizer to Scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner.

Procedure adopted for Postal Ballot:

The postal ballot was carried out in accordance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, framed thereunder and read with the General Circular nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13,2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 5, 2022 and 11/2022 Dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India, (herein referred to as "SEBI Circulars") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI LODR Regulations") and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, including any statutory modification or re-enactment thereof for the time being in force and other applicable provisions, the resolution as set out in the notice dated February 13, 2023 were proposed for approval of the Members of the Company as Special Resolution, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means ("Remote E-voting"), through postal ballot / e-voting.

The Company had appointed Shri M. C. Gupta of M/s. M. C. Gupta & Co., Company Secretaries, Ahmedabad (C.P. No.1028 and FCS 2047), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In accordance with the MCA Circulars, the Postal Ballot Notice dated February 13, 2023, was sent only by electronic mode to those members whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, February 10, 2023 ("Cut-Off Date") received from the Depositories and whose e-mail addresses were registered with the Company / Depositories. Instructions for voting by (i) individual shareholders holding shares of the Company in demat mode with NDSL, (ii) Individual Shareholders holding securities in demat mode with CSDL (iii) Individual Shareholders (holding securities in demat mode) login through their Depository Participants, (iv) Shareholders holding shares in physical form and the shareholders other than individual shareholders holding in demat account were explained in the Postal Ballot Notice.

Members exercised their vote(s) by e-voting during the period from 10:00 a.m. (IST) on Friday, February 17, 2023 till 05:00 p.m. (IST) on Saturday, March 18, 2023.

The Scrutinizer submitted his report on March 18, 2023, after the completion of scrutiny and result of the e-voting was announced on March 21, 2023. The summary of voting result is given below:

Description of Resolutions –

(1) Special Resolution for Appointment of Shri Sushil Solanki (DIN:09630096) as an Independent Director.

Sr. No.	Mode of Voting	Particulars	Number of Members voted via remote e-voting	Number of votes cast by member	% of total number of valid votes cast
1	Through Voting by Postal Ballot	Voted In favour of the Resolution	NIL	NIL	NIL
		Voted against the Resolution	NIL	NIL	NIL
		Invalid Votes	NIL	NIL	NIL
2	Through Remote E-Voting	Voted In favour of the Resolution	293	6,52,05,971	99.9999%
		Voted against the Resolution	4	50	0.0001%
		Invalid Votes	NIL	NIL	NIL

(2) Special Resolution for Appointment of Shri Dhinal Ashvinbhai Shah (DIN:00022042) as an Independent Director.

Sr. No.	Mode of Voting	Particulars	Number of Members voted via remote e-voting	Number of votes cast by member	% of total number of valid votes cast
1	Through Voting by Postal Ballot	Voted In favour of the Resolution	NIL	NIL	NIL
		Voted against the Resolution	NIL	NIL	NIL
		Invalid Votes	NIL	NIL	NIL
2	Through Remote E-Voting	Voted In favour of the Resolution	291	6,52,05,574	99.9997%
		Voted against the Resolution	5	200	0.0003%
		Invalid Votes	NIL	NIL	NIL

(3) **Special Resolution for Appointment of Shri Rajesh Gajendrabhai Desai (DIN:09834047) as an Independent Director.**

Sr. No.	Mode of Voting	Particulars	Number of Members voted via remote e-voting	Number of votes cast by member	% of total number of valid votes cast
1	Through Voting by Postal Ballot	Voted In favour of the Resolution	NIL	NIL	NIL
		Voted against the Resolution	NIL	NIL	NIL
		Invalid Votes	NIL	NIL	NIL
2	Through Remote E-Voting	Voted In favour of the Resolution	290	6,52,05,573	99.9997%
		Voted against the Resolution	5	200	0.0003%
		Invalid Votes	NIL	NIL	NIL

The said resolutions were passed with requisite majority on March 18, 2023. Voting result of postal ballot is available on the website of the Stock Exchanges, Depository and website of the Company.

There is no special resolution proposed to be conducted through postal ballot in the ensuing Annual General Meeting.

5) MEANS OF COMMUNICATIONS

The quarterly, half-yearly and annual financial results of the company are submitted to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) ("stock exchanges") immediately after these are approved by the Board. These are widely published in the Financial Express (English & Gujarati Edition) etc.

Additionally, the results are simultaneously posted on the Company's website at www.ratnamani.com in the "Investors" section.

Other communications are as under:

News Releases	Official press releases are sent to stock exchanges as well as displayed on the Company's website.
NSE Electronic Application Processing System (NEAPS) / Digital Exchange of NSE	The listing compliances are also filed electronically on NEAPS / / Digital Exchange of NSE.
BSE Corporate Compliance & Listing Centre	The listing compliances are also filed electronically on BSE Corporate Compliance & Listing Centre.
Annual Report	Annual Report is circulated to the members and all others like Auditors, equity analysts, etc.
Management Discussion & Analysis	This forms a part of the Annual Report, which is mailed to the shareholders of the Company.
Business Responsibility Report	This forms a part of the Annual Report, which is mailed to the shareholders of the Company.
Investor Services	The Company has designated an exclusive e-mail id viz. investor@ratnamani.com for investor services and grievances.
Presentations / Investor Conference Calls to Institutional Investors / Analysts	Quarterly Investor Conference Calls to Institutional Investors / Analysts are organised and prior intimation is given to the Stock Exchanges. The Audio recording of the calls are uploaded on the website of the Company immediately after the conclusion of the calls. The Transcripts of the Conference Calls are also uploaded on the Websites of the Stock Exchanges as well as of the Company.

6) GENERAL SHAREHOLDERS INFORMATION

A. General Information

39th Annual General Meeting

Date : Thursday, August 3, 2023

Time : 10.30 A.M. (IST)

Venue : The 39th AGM will be held through Video Conference / Other Audio Visual Means ("VC/ OVAM") pursuant to the MCA General Circular dated December 28, 2022 read with general circular dated May 5, 2020, April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021 and December 8, 2021.

Remote E-voting period : The voting period begins on Saturday, July 29, 2023 at 9.00 A.M. and ends on Wednesday, August 02, 2023 at 5.00 P.M.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 on General Meetings, details of Directors seeking appointment / re-appointment at this Annual General Meeting are given in the Annexure to the Notice of the AGM.

B. Tentative Financial Calendar for the Financial Year 2023-24

Financial Year : April 1, 2023 to March 31, 2024

Financial Results

First Quarter ended on June 30, 2023 : Second week of August 2023

Half year ended on September 30, 2023 : Second week of November 2023

Third Quarter ended on December 31, 2023 : Second week of February, 2024

Fourth Quarter ended on March 31, 2024 : Last week of May 2024

AGM for the year 2023-24 : August / September 2024

C. Dividend payment date:

The dividend for the year 2022-23, as recommended by the Board of Directors, if approved by the members at the ensuing Annual General meeting, shall be paid within 30 days of the declaration.

D. Listing on Stock Exchanges

The Company's equity shares are listed and traded on BSE Limited ("BSE") as well as National Stock Exchange of India Limited ("NSE") having the following address:

BSE – Address	**BSE Ltd. ("BSE")** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001
NSE – Address	**National Stock Exchange of India Ltd. ("NSE")** Exchange Plaza, C-1, Block G, Bandra – Kurla Complex, Bandra East, Mumbai – 400 051

E. Listing Fees to Stock Exchanges:

Pursuant to Regulation 14 of SEBI (LODR) Regulations, 2015, the Company has paid the Listing Fees for the year 2023-24 to the above Stock Exchanges.

F. Custodial Fees to the Depositories:

The Company has paid Annual Custodial fees / Issuer fees for the year 2023-24 to the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

G. Stock Code / Symbol:

Stock Exchanges	Scrip Code
BSE Ltd ("BSE")	520111
National Stock Exchange of India Limited ("NSE")	RATNAMANI
International Security Identification Number ("ISIN")	INE703B01027
Corporate Identity Number ("CIN")	L70109GJ1983PLC006460

H. Market Price Data

Performance in comparison to BSE Sensex and NSE Nifty and Liquidity

Month	Share price BSE		BSE Sensex		BSE Volume (No. of Shares in Lakhs)	Share price NSE		NSE (NIFTY)		NSE Volume (No. of Shares in Lakhs)
	High (₹)	Low (₹)	High	Low		High (₹)	Low (₹)	High	Low	
April-22	2,641.80	2,271.00	60,845.10	56,009.07	0.24	2,640.00	2,301.00	18,114.65	16,824.70	2.72
May-22	2,659.30	2,110.05	57,184.21	52,632.48	0.32	2,660.00	2,112.20	17,132.85	15,735.75	5.12
June-22(*)	2,857.00	1,605.00	56,432.65	50,921.22	0.71	2,864.00	1,602.00	16,793.85	15,183.40	14.49
July-22	1,811.00	1,554.50	57,619.27	52,094.25	0.52	1,821.40	1,553.55	17,172.80	15,511.05	8.30
Aug-22	1,939.00	1,672.00	60,411.20	57,367.47	0.39	1,938.00	1,690.15	17,992.20	17,154.80	6.45
Sept-22	2,099.00	1,786.30	60,676.12	56,147.23	0.77	2,100.00	1,800.05	18,096.15	16,747.70	7.89
Oct-22	2,137.55	1,830.10	60,786.70	56,683.40	0.70	2,140.60	1,831.00	18,022.80	16,855.55	3.77
Nov-22	2,085.20	1,867.35	63,303.01	60,425.47	0.29	2,090.50	1,899.30	18,816.05	17,959.20	4.64
Dec-22	2,022.00	1,875.05	63,583.07	59,754.10	0.25	2,023.00	1,890.10	18,887.60	17,774.25	3.94
Jan-23	2,250.25	1,903.40	61,343.96	58,699.20	0.30	2,249.00	1,886.40	18,251.95	17,405.55	4.22
Feb-23	2,511.00	2,042.80	61,682.25	58,795.97	1.84	2,437.00	2,036.55	18,134.75	17,255.20	15.85
Mar-23	2,240.50	1,916.00	60,498.48	57,084.91	0.99	2,224.00	1,916.05	17,799.95	16,828.35	5.09

(*) Ex-Bonus in the ratio of 1:2 on June 30, 2022

I. Registrar & Share Transfer Agents (RTA)

Your Company has appointed Link Intime India Private Limited, as Registrar and Transfer Agent of the Company.

J. Share Transfer System

All transfer, transmission or transposition of securities, are conducted in accordance with the provisions of Regulation 40 and Schedule VII of the SEBI Listing Regulations, read together with relevant SEBI Circulars.

In compliance with SEBI regulations, the Company has appointed Link Intime India Private Limited as its Registrar & Transfer Agent. All the shareholders of the Company are therefore requested to correspond directly with them on the matters related to transfer and transmission of shares, demat / remat of the shares etc. Their address for correspondence is mentioned in sub point 'U' given herein after.

Further, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed unless the securities are held in the dematerialised form with the depositories. In view of the same, Equity Shares of the Company shall be eligible for transfer only in Dematerialised form. Therefore, Shareholders are requested to dematerialize the Equity Shares of the Company, if held by them in physical mode.

The Company has signed necessary agreements with both the depositories functional in India viz. National Securities Depository Limited & Central Depository Services (India) Limited. The transfer of shares in electronic mode need not be approved by the Company.

Pursuant to the Regulation 40(9) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company obtained, a certificate from a Practising Company Secretary (PCS) is filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") ("Stock Exchanges") for the end of the financial year certifying that all the certificates have been issued within 30 days of the date of lodgement for sub-division, consolidation, renewal, exchange.

K. Demat Suspense Account / Unclaimed Suspense Account:

There are no shares lying with demat suspense account or unclaimed suspense account.

L. Distribution of Shareholding as on March 31, 2023:

No. of Equity Shares	No. of Shareholders (*)	% of Shareholders	No. of Shares held	% of Shareholding
1 to 500	26,507	95.29	9,52,375	1.36
501 to 1000	476	1.71	3,51,386	0.50
1001 to 2000	397	1.43	5,33,877	0.76
2001 to 3000	120	0.43	2,93,869	0.42
3001 to 4000	45	0.16	1,57,740	0.23
4001 to 5000	32	0.12	1,46,545	0.21
5001 to 10000	67	0.24	4,62,658	0.66
10001 & Above	173	0.62	6,71,93,550	95.86
Total	**27,817**	**100.00**	**7,00,92,000**	**100.00**

(*) Folio wise

M. Category wise Shareholders as on March 31, 2023:

SR. NO.	CATEGORY OF SHAREHOLDERS	NO. OF SHARES	% OF TOTAL SHAREHOLDING
1	Promoters and Promoters Group (*)	4,20,98,565	60.06
2	Central Government	3,438	0.00
3	Bodies Corporate	4,86,359	0.69
4	Foreign Portfolio Investors	89,53,165	12.78
5	Nationalized Banks	507	0.001
6	Mutual Funds	1,14,15,566	16.29
7	Non Resident Indians	3,04,261	0.43
8	Public	62,80,630	8.96
9	Clearing Members	2,961	0.004
10	Hindu Undivided Family	1,40,343	0.20
11	Investors Education and Protection Fund Authority	2,78,888	0.40
12	Alternate Investment Funds	31,418	0.05
13	Trusts	5,624	0.01
14	Insurance Companies	41,046	0.06
15	Body Corporate - Ltd Liability Partnership	11,729	0.02
16	Key Managerial Personnel	37,500	0.05
TOTAL		**7,00,92,000**	**100.00**

(*) Pursuant to Regulation 31(2) of SEBI (LODR) Regulations, 2015, the 100% Shareholding of Promoters is in dematerialise form and the same is maintained on continuous basis.

N. Dematerialization of Shares

The Equity Shares of the Company are traded compulsorily in the dematerialized form by all the investors. The Company has entered into an agreement with both National Securities Depository Ltd. ("NSDL") and Central Depository Services (India) Ltd. ("CDSL") whereby the Shareholders have an option to dematerialize their shares with either of the depositories.

The Demat ISIN Number for both NSDL and CDSL for the Company's Equity Shares is **INE703B01027**.

Status of Dematerialization and Physical of the Company's Equity Shares as on March 31, 2023 is as under:

Particulars		No. of shares as on March 31, 2023	% of Total Capital as on March 31, 2023	No. of Shareholders as on March 31, 2023
A.	National Securities Depository Ltd. ("NSDL")	2,21,93,737	67.61	8,823
B.	Central Depository Services (India) Ltd. ("CDSL")	4,73,90,048	31.66	18,304
	1. Total Dematerialized Shares (A + B)	6,95,83,785	99.27	27,127
	2. Physical	5,08,215	0.73	690
Total		**7,00,92,000**	**100.00**	**27,817**

O. Corporate Benefits to Shareholders and matters related thereto:

a. Dividend declared for the last seven years:

Financial Year	Dividend Declaration Date	Dividend in Rupees Per Equity Share of ₹ 2/- each	Dividend Rate (%)	Total Outgo (excluding DDT, if applicable) (₹ in Lakhs)
2021-22	August 9, 2022	9.33	466.5	6,541.92
2020-21	September 27, 2021	14.00	700	6,541.92
2019-20 (Interim)	March 5, 2020	12.00	600	5,607.36
2018-19	August 9, 2019	9.00	450	4,205.52
2017-18	August 9, 2018	6.00	300	2,803.68
2016-17	September 12, 2017	5.50	275	2,570.04
2015-16 (Interim)	March 12, 2016	5.50	275	2,570.04

b. Transfer of Unclaimed amounts to Investor Education and Protection Fund

Pursuant to the Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to IEPF.

All unclaimed dividend amount up to financial year 2015-16 have been transferred to Investor Education & Protection Fund.

c. Transfer of the "Shares" into Investor Education and Protection Fund ("IEPF") (in cases where dividend has not been paid or claimed for seven consecutive years or more)

In terms of Section 124 (6) of the Act read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, and Notifications issued by the Ministry of Corporate Affairs from time to time, the Company is required to transfer the shares in respect of which dividends have remained unpaid/unclaimed for a period of seven consecutive years or more to the IEPF Account established by the Central Government. As required under the said Rules, the Company has transferred 15,827 equity shares to the IEPF Authority in the financial year 2022-23. Likewise, the Company has also transferred 34,505 Equity Shares to the IEPF Authority in the first week of May, 2023, after completion of all the necessary formalities.

RATNAMANI METALS & TUBES LTD.

d. Issue of Bonus Equity Shares to the Shareholders of the Company:

During the year under review, the Board of Directors of the Company, post approval of the shareholders, issued 2,33,64,000 Bonus Equity Shares of ₹ 2/- each of the Company in the ratio of 1:2 i.e. One Bonus Equity Share of ₹ 2/- each for every Two Equity Shares of ₹ 2/- each held, as on the record date i.e. July 1, 2022. The shares were allotted to the eligible shareholders on July 5, 2022.

P. NACH/ NECS/ ECS Facilities:

In order to enable usage of electronic payment instruments for distribution of corporate benefits, the shareholders are requested to ensure that their correct bank account particulars are available in the database of depositories, in the case the shares are held in demat form.

Shareholders holding shares in physical form, who wish to avail NACH/NECS/ECS facility, may send their Mandate in the prescribed format to our Registrar & Transfer Agent namely Link Intime India Private Limited.

Q. Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity

– NIL –

R. Commodity Price Risk or Foreign Exchange Risk and hedging activities:

The Risk Management Committee of the Company overseas various risks associated with the business activities of the Company including the Commodity Price Risk, Foreign Exchange Risk and formulate the Company's hedging policy. The Audit Committee and the Board of Directors are periodically updated about the outstanding exposure of Foreign Exchange Risk and Company's hedging activities. Daily report is submitted to the Chairman and Managing Director of the Company. All the risks associated with the business activities of the Company are separately dealt with in the Management Discussion and Analysis.

S. Plant Locations:

Stainless Steel ("SS") Division	Survey No.423, Ahmedabad-Mehsana Highway, Village-Indrad, Nr. Chhatral GIDC, Taluka – Kadi, Dist. Mehsana, Pin code – 382 715, Gujarat (India).
Carbon Steel ("CS") Division	Plot No. 3306 to 3309, GIDC Estate, Phase IV, Ahmedabad – Mehsana Highway, P.O. Chhatral, Taluka – Kalol, Dist.: Gandhinagar, Pin code – 382 729, Gujarat (India).
Kutch Division (SS Div. & CS Div.)	Survey No. 474, Anjar-Bhachau Road Village: Bhimasar, Tal. Anjar, Nr. Gandhidham, Dist.: Kutch, Pin code – 370240, Gujarat (India).

T. Address and Contact details of the Company:

Registered Office: 17, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380013.
Phone No.: 079-27415504

Corporate Office: The First, A & B Wing, 9th Floor, Behind Keshav Baug Party Plot, The First Avenue Road, Off 132 Ft Ring Road, Vastrapur, Ahmedabad – 380015
Phone No.: 079-29601200/01/02, **Fax No.:** 079-29601210,
E-mail: info@ratnamani.com, **Website:** www.ratnamani.com.

U. Address of the Registrar & Transfer Agent:

Shareholders may write directly to Link Intime India Private Limited at the following address:

RTA's REGISTERED OFFICE ADDRESS (For information only)	**RTA's AHMEDABAD BRANCH ADDRESS (for all the correspondences pertaining to the Company)**
Link Intime India Pvt. Ltd. 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	Link Intime India Private Limited (Unit: Ratnamani Metals & Tubes Ltd.) 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, Ellisbridge, Ahmedabad – 380 006. Tel No. 079-26465179/86/87 Email : ahmedabad@linkintime.co.in

V. Credit Ratings

The Company has not issued any debt instruments, fixed deposit program or for mobilization of funds, during the period under review and hence, the Company was not required to obtain (including revision) of any credit rating.

7) DISCLOSURES

7.1 Related party transactions

Full disclosure of related party transactions as per Indian Accounting Standard 24 issued by the Institute of Chartered Accountants of India is given under Note No.30 of Notes to Financial Statements. The Company has framed Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions and the same has been hosted on the website of the Company.

The loans and advances in the nature of loans to subsidiary, if any, is given in the notes to the Financial Statements. The Company has not given any loan to anyone for investment in the shares of the Company or its subsidiary.

In terms of Clause (2A) of Schedule V (Annual Report) of SEBI (LODR) Regulations, 2015, the Company has not entered into any transactions with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company, save and except as given in the Notes to Financial Statements, if any.

The Company has not entered into any materially significant related party transactions that may have potential conflict with the interest of the Company at large.

Further, the Company or its subsidiary has not given any loan or advances in the nature of loans to firms / companies in which directors are interested.

7.2 Accounting Treatment

Financial Statements for the year under review were prepared in accordance with the Indian Accounting Standards and there is no deviation, nor any alternative treatment given.

7.3 Strictures / Penalties

The Company has complied with all the requirements of the Stock Exchange(s) and the SEBI on matters related to Capital Markets. There were no penalties imposed or strictures passed against the Company by the statutory authorities on any matters related to Capital Markets during the last three years.

7.4 Vigil Mechanism / Whistle Blower Policy

The Company has established a Vigil Mechanism/ Whistle Blower Policy under which an employee can report any violation of applicable laws, rules and the Company's Code of Conduct etc. to the Chairman of the Audit Committee. The vigil mechanism provides adequate safeguard against victimisation who avails the mechanism pursuant to the Whistle Blower Policy. During the year under review, no personnel have been denied access to the Audit Committee, if desired by them.

7.5 Compliance with Mandatory requirements of SEBI (LODR) Regulations, 2015

Your Company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015, as amended from time to time.

7.6 Weblink where policy for determining "material" subsidiary is disclosed:

The policy for the Company determining "material' subsidiary may be accessed at the Company's website at https://ratnamani.com/download/Code_and_Policy/Policy_Of_Determination_Of_Material_Subsidiaries_And_Its_Governance.pdf

7.7 Weblink where policy on dealing with related party transactions is disclosed:

The policy on dealing with related party transactions may be accessed at the Company's webstite at https://ratnamani.com/download/Code_and_Policy/MAT_RPT_POLICY.pdf

7.8 Risk Management

The Company regularly reviews the risks and takes corrective actions for managing / mitigating the same. The internal control system provides support for risk management of the Company. The Board has approved Risk Management Policy and the same is being evaluated from time to time. The Risk Management Policy encompasses identification of various kinds of risks, evaluation thereof including commodity price risk, foreign currency risk, cyber security risk and measures for risk mitigation, hedging and avoidance strategies.

7.9 Certificate of Non-Disqualification of Directors by Company Secretary in Practise

Pursuant to amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from M/s. M. C. Gupta & Co., Company Secretaries has been obtained stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority.

7.10 There were no instances where the Board had not accepted the recommendations of the Audit Committee, Stakeholders Relations Committee, Risk Management Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

7.11 Fees paid to Statutory Auditors

During the year, total amount for all services, paid / payable by the Company and its subsidiary, on a consolidated basis to the Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part, are as under:

(₹ in Lakhs)

Payments to Statutory Auditors (*)	Amount
As Auditors:	
Audit Fee	13.50
Limited Review	4.50
	18.00
In other capacity:	
Certification	0.00
Reimbursement of expenses	0.53
	0.53
Total	**18.53**

(*) GST extra

7.12 During the year under review, no compliant has been filed in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no pending complaint at the end and beginning of the Financial Year.

7.13 During the year under review, the Company and its subsidiaries have not given any loans or advances in the nature of loans to firms / companies in which directors are interested.

7.14 The Company does not have any material subsidiaries as at March 31, 2023.

7.15 The Company has complied with all the requirements of Corporate Governance Report as mentioned in Schedule V para **C.**

7.16 The Company makes its best endeavors to adopt the discretionary requirements as mentioned in Part E of Schedule II of the SEBI (LODR) Regulations, 2015. The Auditors have issued un-modified Audit Opinion on the Financial Statements of the Company for the year 2022-23. The Internal Auditors of the Company reports directly to the Audit Committee of Board.

7.17 Compliance of Regulation 17 to 27 and 46 of Listing Regulations

The Company has complied with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

7.18 Statutory Registers

All the statutory registers that are required to be maintained, particularly Registers of contracts in which Directors have interests, Registers of Directors Shareholding, Register of Investments etc. are maintained and regularly updated.

7.19 Policy on Preservation of Documents

Pursuant to the requirements under Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has formulated and approved a Policy on Preservation of Documents prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organisation who handle the prescribed categories of documents.

7.20 Policy on Determination of Materiality of Event / Information

Pursuant to the requirements under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has formulated and approved a Policy on Determination of Materiality of Event / Information. The policy has been hosted on the website of the Company.

7.21 Shareholders Rights

Quarterly Financial Results of relevant period of three months are being published in the newspaper and hosted on the website of Stock Exchanges as well as the Company's website.

7.22 Training of Board Members

There is no formal policy at present for Imparting training to the Board Members of the Company, as the members on our Board are Professionals / Business Executives / Eminent / Experienced Professional persons. However, for orientation and to get familiar with the Company's business operation and practices, Directors visit all the three divisions periodically at the plant sites of the Company. Besides, detailed presentations are periodically made to the Board Members on the business model of the Company. The Directors endeavor to keep themselves updated with changes in economy and legislation. The directors are apprised on regulatory changes through presentation by subject experts in the Board and committee meetings.

7.23 Statutory Audit qualifications

There are no qualifications in the Statutory Auditors' Report on the Financial Statements of the Company for the FY 2022-23.

7.24 Compliance of Regulation 26(6) of Listing Regulations

In accordance with the provisions of Regulation 26(6) of the Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

8) CORPORATE ETHICS

1. Code of conduct for Board Members and Senior Management

The Board has formulated Code of Conduct for all Board Members and Senior Management of the Company and the same is posted on the website of the Company. A declaration signed by the Managing Director in terms of the Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that all the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct during the financial year 2022-23 has been received.

2. Code of Conduct for prevention of Insider Trading – Insider Trading Code, 2015

The Securities and Exchange Board of India (hereinafter referred as "SEBI"), has issued the SEBI (Prohibition of Insider Trading) Regulation, 2015. This regulation requires all the Listed Companies to set up an appropriate mechanism and to frame and enforce a policy of internal procedures and conduct so as to curb Insider Trading. The code ensures prevention of dealing in Company's shares by persons having access to unpublished price sensitive information.

The said "Code" is also been uploaded on the Company's website at www.ratnamani.com

3. Certification by Managing Director & Chief Financial Officer

The Board has received MD & CFO Certification under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was placed before the Board of Directors of the Company.

4. Certification by Chief Financial Officer in respect of Corporate Social Responsibility

During the year under review, the Board of Directors of the Company has satisfied itself that the funds disbursed for Corporate Social Responsibility have been utilized for the purpose and in the manner as approved by it. The Board has received a Certificate from Chief Financial Officer to that effect.

5. Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified practicing Company Secretary carries out Secretarial Audit to reconcile total admitted capital with National Securities Depository Limited. (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

6. Internal Checks

The Company has both external and internal audit systems in place. The Company has adequate Internal Control Systems to ensure that all assets are safeguarded and transactions are authorised, recorded and reported properly. The Internal Controls are periodically reviewed to enhance efficiency and to ensure statutory compliances. The Internal Audit plan is designed in consultation with the Statutory Auditors and Audit Committee. Regular operational and transactional audits are conducted by professionally qualified and technical persons and the results are used for effective control and improvements. Board and the management periodically review the findings and recommendation of Auditors and take corrective actions wherever necessary.

7. Certification by Practicing Company Secretary

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a Corporate Governance Compliance Certificate for the FY 2022-23 from M/s. M. C. Gupta & Co., Company Secretaries in practice, regarding compliance of conditions of Corporate Governance as stipulated and is annexed herewith.

For and on behalf of the Board of Directors

PRAKASH M. SANGHVI
Chairman and Managing Director
DIN: 00006354

Place : Ahmedabad
Date : May 10, 2023

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To the Members of
Ratnamani Metals and Tubes Limited

We have examined the compliance of the conditions of Corporate Governance by Ratnamani Metals and Tubes Limited ("the Company"), for the year ended on March 31 2023, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause and applicable Regulations. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, M. C. GUPTA & CO.
Company Secretaries
UCN: S1986GJ003400

MAHESH C. GUPTA
Proprietor
FCS: 2047 (CP: 1028)
Peer Review: 579/2019
UDIN: F002047E000279711

Place: Ahmedabad
Date: May 10, 2023

ANNEXURE: D

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2022-23

1. Brief outline on CSR Policy of the Company.

The CSR Policy encompasses the company's philosophy of giving back to the society as a responsible corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for the welfare & sustainable development of the community at large and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company. Further, the CSR Policy shall contain the approach and direction given by the Board, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the Annual Action Plan.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year *
1	Shri Pravinchandra M. Mehta	Chairman of Committee / Independent Director	3	3
2	Shri Prakash M. Sanghvi	Member / Managing Director	3	3
3	Shri Jayanti M. Sanghvi	Member / Joint Managing Director	3	3

(*) Attended personally / via Video Conference

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

1)	Composition of CSR committee	http://www.ratnamani.com/download/Investor_info/composition_of_committee.pdf
2)	CSR Policy	http://www.ratnamani.com/download/Code_and_Policy/CSR_Policy.pdf
3)	CSR projects	https://www.ratnamani.com/download/Annual-Action-Plan-of-CSR/2022-23.pdf

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable.

– Not Applicable

5. (a) **Average net profit of the Company as per sub-section (5) of Section 135. –** ₹ 39,995.61 Lakhs
(b) **Two percent of average net profit of the company as per sub-section (5) of section 135. -** ₹ 799.91 Lakhs
(c) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years. -** Nil
(d) **Amount required to be set off for the financial year, if any. -** Nil
(e) **Total CSR obligation for the financial year [(b)+(c)-(d)]. -** ₹ 799.91 Lakhs

6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). –** ₹ 7,46,47,886
(b) **Amount spent in Administrative Overheads –** ₹ 12,28,610
(c) **Amount spent on Impact Assessment, if applicable. –** Nil
(d) **Total amount spent for the Financial Year [(a)+(b)+(c)]. –** ₹ 7,58,76,496
(e) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
7,58,76,496	41,14,724	29th April, 2023		Not Applicable	

(f) **Excess amount for set off, if any:** Nil

Sr. No.	Particular	Amount (In ₹)
(i)	Two percent of average net profit of the company as per sub-section(5) of section 135	7,99,91,220
(ii)	Total amount spent for the Financial Year	7,58,76,496
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NA
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NA

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

(1) Sl. No.	(2) Preceding Financial Year(s)	(3) Amount transferred to Unspent CSR Account under sub-section(6) of Section 135 (in ₹)	(4) Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	(5) Amount spent in the Financial Year (in ₹)	(6) Amount transferred to any fund as specified under Schedule VII as per second proviso to sub-section (5) section 135, if any.			(7) Amount remaining to be spent in succeeding Financial Years. (in ₹)	(8) Deficiency, if any
					Name of the Fund	Amount (in ₹)	Date of transfer		
01	2019-20	NA	NA	NA	NA	NA	NA	NA	NA
02	2020-21	3,41,19,446	3,41,19,446	Nil	NA	NA	NA	3,41,19,446	NA
03	2021-22	2,64,76,937	2,20,61,437	44,15,500	NA	NA	NA	2,20,61,437	NA

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the

Financial Year: YES

If Yes, enter the number of Capital assets created/ acquired **EIGHT**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

(1) Sl. No.	(2) Short particulars of the property or asset(s) [including complete address and location of the property]	(3) Pincode of the property or asset(s)	(4) Date of creation	(5) Amount of CSR amount spent	(6) Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
1.	School Wing Construction Veerayatan, Sanchore Address : 3rd Wing, Tirthankar Mahavir Vidhya Mandir, Sanchore (Rajasthan)	343 041	15/03/2023 (Date of completion of project)	1,95,96,940	CSR00002781	Veerayatan – A Center of Excellence in Education	Veerayatan, Rajgir, Nalanda, BR 23, Bihar - 803116
2.	Endoscopy Machine & ETO Sterilizer at SGVP Holistic Hospital Address : SGVP Campus, Sarkhej - Gandhinagar Highway, Ahmedabad, Gujarat 382481	382 481	31/05/2022 (Date of Installation)	12,32,720	CSR00015761	Swaminaryan Gurukul Sarv Jiv Hitavah Trust (SGVP)	SGVP, Sarkhej - Gandhinagar Highway, SGVP Circle, Ahmedabad, Gujarat 382 481
3.	Cancer Detection Ambulance Van Address : Community Oncology Centre, near Bus Stop, Pravinnagar, Vasna, Ahmedabad, Gujarat 380007	380 007	31/01/2023 (Date of Commissioning)	1,20,22,391	CSR00000688	The Gujarat Cancer Society	Gujarat Cancer Society , Room No.68, M. P. Shah Cancer, Hospital, GC&RI, Asarwa, Ahmedabad - 380016
4.	Medical Equipment to prevent Blood coagulation during liver transplant and Pregnant Women Surgeries Address: IKDRC-ITS Premises, Civil Hospital Campus, Asarwa, Ahmedabad, Gujarat 380016	380 016	06/03/2023 (Date of Installation)	22,90,000	Not Applicable	Gujarat University of Transplantation Sciences	IKDRC-ITS Premises, Civil Hospital Campus, Asarwa, Ahmedabad, Gujarat 380016
5.	Basic Equipment in the ICU Hospital, Palitana Address: Shree Rasiklal Manekchan Dhariwal Hospital Muktinagar, Taleti Road, Palitana - 364270	364 270	16/03/2023 (Date of Installation)	31,00,000	CSR00010910	Shri Prabhav Hem Kamdhenu Girivihar Trust - Palitana	Prabhavhem Kamdhenu Girivihar Trust, Muktinagar, Girivihar Taleti Road, Palitana - 364270
6.	Ophthalmology Phaco Machine to Health & Care Foundation / Polio Foundation Ahmedabad Address: Pavansut Society, Opp. Rajwadu, Jivraj Park, Ahmedabad – 380051, Gujarat	380051	01/03/2023 (Date of Installation)	24,55,155	CSR00005410	Health & Care Foundation	Pavansut Society, Opp. Rajwadu, Jivraj Park, Ahmedabad – 380051, Gujarat
7.	Construction of Boys Hostel for JITO Ahmedabad Educational Trust Address : 39, Swastik Society Cross Rd, Swastik Society, Navrangpura, Ahmedabad, Gujarat 380009	380 009	18/03/2023 (Date of completion of project)	1,08,00,000	CSR00009608	JITO AHMEDABAD EDUCATIONAL TRUST	3rd Floor, Heritage-Annexe (TCL-House), Behind Visnagar Bank, Near Gujarat Vidhyapith, Ashram Road, Ahmedabad - 380014
8.	Eye Clinic Van to Vishwa Kalyan Society IDER Address : Shree Atmavallabh Hospital & M.T. Shah Medical Institute, Near G.E.B. State Highway, Vijaysamudranagar, Idar – 383430, Gujarat.	383 430	14/12/2022 (Date of Commissioning)	5,07,434	CSR00013856	Shree Vishva Kalyan Society	Shree Atmavallabh Hospital & M.T. Shah Medical Institute, Near G.E.B. State Highway, Vijaysamudranagar, Idar – 383430, Gujarat.

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135.

The Company has spent the entire CSR Budget for the Financial Year 2022-23 save and except to the extent the same pertains to the on-going projects as defined in the CSR Policy.

Place : Ahmedabad
Date : May 10, 2023

PRAKASH M. SANGHVI
Managing Director
DIN: 00006354

PRAVINCHANDRA M. MEHTA
Chairman CSR Committee
DIN: 00012410

ANNEXURE: E

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1), 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 are as under:

Sr. No.	Name of Directors / KMPs and Designation	% increase in Remuneration in the F.Y. 2022-23	Ratio of remuneration to median remuneration of employees
1.	Shri Prakash M. Sanghvi, Chairman & Managing Director	38.35	775.40
2.	Shri Jayanti M. Sanghvi, Joint Managing Director	49.40	530.15
3.	Shri Shanti M. Sanghvi, Whole Time Director	78.51	441.12
4.	Shri Pravinchandra M. Mehta, Independent Director	40.28	6.58 (*)
5.	Shri Divyabhash C. Anjaria, Independent Director	32.93	7.10 (*)
6.	Dr. Vinodkumar M. Agrawal, Independent Director	16.03	4.95 (*)
7.	Smt. Nidhi G. Gadhecha, Independent Director	55.56	4.56 (*)
8.	Shri Vimal Katta, Chief Financial Officer	5.74	Not Applicable
9.	Shri Anil Maloo, Company Secretary	15.85	Not Applicable

(*) Remuneration includes Commission and Sitting Fees to Independent Directors.

Note - 1:

Directors' remuneration details mentioned in Serial No.4 to 7 includes commission and sitting fees paid towards attending the Board and Committee Meetings.

2	Increase in the median remuneration of employees	15.63%
3	No. of permanent employees on the rolls of Company as on March 31, 2023	2,634
4	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2022-23 was 15.63% whereas there is an increase in the managerial remuneration for the same financial year at 49.53% The changes in salaries are decided based on the domestic and international Micro and Macro Economic conditions, Company's performance, individual performance, inflation, prevailing industry trends and other benchmarks.
5	Affirmation that the remuneration is as per the Remuneration Policy of the Company	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Note - 2:

Rules 5(2) and 5(3): The information required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members at the registered office of the Company during its working hours up to the date of ensuing Annual General Meeting. Further, any Member interested in obtaining such information may obtain it by writing to the Company Secretary at investor@ratnamani.com.

For and on behalf of the Board of Directors

PRAKASH M. SANGHVI
Chairman and Managing Director
DIN: 00006354

Place : Ahmedabad
Date : May 10, 2023

ANNEXURE: F

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Ratnamani Metals and Tubes Limited,
17, Rajmugat Society, Naranpura Char Rasta,
Ankur Road, Naranpura, Ahmedabad – 380 013

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Ratnamani Metals and Tubes Limited (CIN:L70109GJ1983PLC006460) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on March 31, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period)

  (e) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; (Not applicable to the Company during the Audit Period)

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the Company during the Audit Period)

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit Period)

(vi) The Company has complied with the following specifically other applicable laws to the Company:

  (a) Indian Boilers Act, 1923.

  (b) Static and Mobile Pressure Vessels Rules, 1999.

  (c) Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996.

  (d) Hazardous Wastes (Management and Handling) Rules, 1989.

  (e) The Water (Prevention and Control of Pollution) Act, 1974

  (f) The Water (Prevention and Control of Pollution) Cess Act, 1977.

  (g) Air (Prevention and Control of Pollution) Act, 1981.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above:

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. However, the intimation for the appointment of 3 Independent Directors with effect from February 13, 2023 in Form DIR-12 is not yet filed with MCA by the Company.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were usually sent seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There were no dissenting views on any matter.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc except the following:

1. The 38th Annual General Meeting of the members of the Company was held on August 9, 2022 through VC/OAVM in terms of MCA General Circular nos. 14/2020 Dated April 8, 2020, 17/2020 Dated April 13, 2020, 20/2020 Dated May 5, 2020 and 02/2022 Dated May 5, 2022. The members of the company at the said Annual General Meeting accorded their approval to increase in authorised share capital of the company from ₹ 15 crores to ₹ 18 crores, authority to issue Redeemable Non-convertible Debentures up to ₹ 800 crores and also authority to issued equity under QIP upto ₹ 800 crores, authority to create charge on the assets of the company upto ₹ 3,000 crore, in addition to other items, as given in the notice of the meeting.
2. The Board of Directors of the Company at its meeting held on May 18, 2022 has decided to seek approval of the members through Postal Ballot to issue 2,33,64,000 - Bonus Equity Shares of ₹ 2/- each in the ratio of 1:2 and the concerned resolution was passed with requisite majority on June 22, 2022. The allotment of Bonus equity shares was made on July 5, 2022.
3. The Board of Directors of the Company at its meeting held on February 13, 2023 has decided to seek approval of the members through Postal Ballot to confirm the appointment of Mr. Sushil Solanki, Mr. Dhinal Ashvinbhai Shah and Mr. Rajendra Gajendrabhai Desai as Independent Directors of the Company for a period of 5 years from February 13, 2023 and the resolutions were passed with requisite majority, on March 18, 2023.
4. The Company has acquired 53% Equity Shares in M/s. Ravi Technoforge Private Limited, Rajkot on October 28, 2022 consisting of 26% through share subscription and 27% through purchase from the existing shareholders. Accordingly, Ravi Technoforge Private Limited has become subsidiary of the Company with effect from October 28, 2022.

For M. C. Gupta & Co.
Company Secretaries
UCN: S1986GJ003400

MAHESH C. GUPTA
Proprietor
FCS: 2047 (CP: 1028)
Peer Review: 579/2019
UDIN: F002047E000279698

Place: Ahmedabad
Date: May 10, 2023

Note: This Report is to be read with Our Letter of even date which is annexed as Annexure "A" and forms an integral part of this report.

Annexure: "A"

To,
The Members,
Ratnamani Metals and Tubes Limited,
17, Rajmugat Society,
Naranpura Char Rasta,
Ankur Road, Naranpura,
Ahmedabad – 380 013

Our Report of even date is to be read along with this Letter;

1. Maintenance of Secretarial Record is the responsibility of the management of the company. Our responsibility is to express an opinion on Secretarial Records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibly of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For M. C. Gupta & Co.
Company Secretaries
UCN: S1986GJ003400

MAHESH C. GUPTA
Proprietor
FCS: 2047 (CP: 1028)
Peer Review: 579/2019
UDIN: F002047E000279698

Place: Ahmedabad
Date: May 10, 2023

ANNEXURE: G

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the Company during the financial year 2022-23 with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	Particulars	Details
a)	Name(s) of the related party & nature of relationship	Nil (All Contracts / arrangements / transactions are at arm's length basis)
b)	Nature of contracts/arrangements/ transaction	
c)	Duration of the contracts/ arrangements/ transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at arm's length basis

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts / arrangements / transaction	
c)	Duration of the contracts / arrangements / transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

For and on behalf of the Board of Directors

PRAKASH M. SANGHVI
Chairman and Managing Director
DIN: 00006354

Place : Ahmedabad
Date : May 10, 2023

Independent Auditor's Report

To the Members of **Ratnamani Metals & Tubes Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Ratnamani Metals and Tubes Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act"), in the manner so required, and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Independent Auditor's Report (Contd.)

Sr. No.	Key Audit Matter	Auditor's Response
1.	**Recoverability of Trade Receivables** Year-end outstanding trade receivables represent balance outstanding from domestic and export customers. Trade receivables by nature carry certain risks in general which include overdue balances, customers in weaker economic and geopolitical environment, customer's ability to pay, provision in relation to expected credit loss, assessment of recovery process and compliance with risk management controls. Procedures to mitigate such risks include element of management judgement and are important to assess recoverability of trade receivables. Trade receivables has been considered a key audit matter in the audit due to size of the outstanding balances of trade receivables amounting to ₹ 96,692.73 Lakh (Refer Note 06 of Financial Statements)	Our audit procedures among the other things, included the following: • Understood and tested on a sample basis the design and operating effectiveness of management control over the customer acceptance process, collection and the assessment of the recoverability of receivable. • Tested on a sample basis the ageing of trade receivables at year end. • In respect of material trade receivables, inspected relevant contracts and correspondence with the customers. • In respect of material trade receivables balances which are past due, additional procedures were performed to evaluate their historical payment trends, terms & conditions of customer contracts and assessed expected credit loss assessment provided and impact considered by the management. • Assessing the reasonability of judgments exercised and estimates made by management in recognition of these receivables and validating them with corroborating evidence. • Compared the collateral in the nature of bank guarantee/ letter of credits provided by customers. • Obtained confirmations from customers on sample basis to support existence assertion of trade receivables. • Evaluated the level of provisions made by management for trade receivables.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to the Board's Report, Management Discussion and Analysis, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditors' responsibilities relating to other Information'. We have nothing to report in this regard.

Management's responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act and the rules thereunder, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management or Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work: and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure

Independent Auditor's Report (Contd.)

Independent Auditor's Report (Contd.)

about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the standalone financial statements comply with the Ind AS specified under section 133 of the Act and the Rules thereunder, as amended.

   (e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to the financial statements and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B' to this report.

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of sub-section (16) of Section 197 of the Act, as amended, we report that to the best of our information and according to the explanations given to us, remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

   (h) With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Please refer Note No. 26(b).

      (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

      (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

      (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      (b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as provided in (a) and (b) above, contain any material misstatement.

      (v) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

      As stated in Note 10 to the standalone Ind AS financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

      (vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **Kantilal Patel & Co.**,
Chartered Accountants
Firm's Registration No.: 104744W

Jinal A. Patel
Partner
Membership No.: 153599
UDIN : 23153599BGVAX6100

Place: Ahmedabad
Date: May 10, 2023

Annexure A to the Independent Auditor's Report of even date on the Standalone Financial Statements of Ratnamani Metals and Tubes Limited

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report of even date to the members of Ratnamani Metals and Tubes Limited)

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and the records examined by us in the normal course of audit, we state that:

(i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and the relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipment, so as to cover all the assets every year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, Property, Plant and Equipment due for verification during the year were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on our examination of the property tax receipts and lease agreement(s) for assets on lease, registered sale deed/ transfer deed/ conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the standalone financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such verification.

(b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks on the basis of security of current assets. The quarterly returns/statements filed by the Company with such banks are in agreement with the books of account of the Company.

(iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms and limited liability partnerships or any other parties covered in the register maintained under section 189 of the Act. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.

(iv) The Company has complied with the provisions of sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing the undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable, to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

Annexure A to the Independent Auditor's Report of even date on the Standalone Financial Statements of Ratnamani Metals and Tubes Limited (Contd.)

(c) The details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes, are given below:

Name of the Statute	Nature of the Dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Duty and Penalty	14.38	April 2012 to February 2015	Commissioner (Appeals)
	Duty and Penalty	3,444.04	2005-07	Supreme Court
	Duty and Penalty	204.17	2005-07	Central Excise and Service Tax Appellate Tribunal
Cutsoms Act, 1962	Tax, Interest and Penalty	217.27	2014-15	Hon'ble High court of Bombay
	Penalty	212.78	2014-15	Central Excise and Service Tax Appellate Tribunal
Finance Act,1994 (Service Tax)	Tax, Interest and Penalty	176.13	2013-14	Central Excise and Service Tax Appellate Tribunal
Employee State Insurance Scheme	Employee State Insurance	485.61	November 1991 to March 2023	Hon'ble High Court of Gujarat
Income Tax Act, 1961	Tax and Interest	52.35	2020-21	Commissioner of Income Tax (Appeals)

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (43 of 1961).

(ix) (a) The Company is regular in repayment of loans or other borrowings or in payment of interest thereon to lenders.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or government authority.

(c) The Company has utilised the money obtained by way of term loans during the year for the purpose for which they were obtained.

(d) According to the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence, reporting under clause 3(x)(b) of the Order is not applicable.

(xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.

(c) As represented to us by the management of the Company, there are no whistle blower complaints received by the Company during the year.

(xii) In our opinion, the Company is not a Nidhi company. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion, the Company is in compliance with Section 177 and Section 188 of the Act with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

Annexure A to the Independent Auditor's Report of even date on the Standalone Financial Statements of Ratnamani Metals and Tubes Limited (Contd.)

(xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion, during the year, the Company has not entered into non-cash transactions with directors or persons connected with its directors, and hence, provisions of section 192 of Act are not applicable to the Company.

(xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clauses 3(xvi)(a), (b), and (c) of the Order is not applicable to the Company.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Hence, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the board of directors and management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with the second proviso to sub-section (5) of Section 135 of the Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

(b) In respect of ongoing projects, the Company has transferred unpent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a special account within a period of thirty days from the end of the financial year in compliance with the provisions of sub-section (6) of Section 135 of the Act.

For **Kantilal Patel & Co.**,
Chartered Accountants
Firm's Registration No.: 104744W

Jinal A. Patel
Partner
Membership No.: 153599
UDIN : 23153599BGVAX6100

Place: Ahmedabad
Date: May 10, 2023

Annexure B to the Independent Auditor's Report of even date on the Standalone Financial Statements of Ratnamani Metals and Tubes Limited

(Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' section of our report of even date to the members of Ratnamani Metals and Tubes Limited)

Report on the internal financial controls with reference to the standalone financial statements under section 143(3)(i) of the Act

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the SAs prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those SAs and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to the standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to the standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to the standalone financial statements.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to the standalone financial statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Kantilal Patel & Co.**,
Chartered Accountants
Firm's Registration No.: 104744W

Jinal A. Patel
Partner
Membership No.: 153599
UDIN : 23153599BGVAX6100

Place: Ahmedabad
Date: May 10, 2023

Standalone Balance Sheet

As at March 31, 2023

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	93,996.01	87,352.43
Capital work-in-progress	3	8,736.75	10,679.23
Intangible assets	3	86.25	110.64
Financial assets	4		
Investments		10,847.86	6.08
Loans		4.77	5.48
Other financial assets		823.02	340.68
Other non-current assets	8	1,138.48	1,287.24
Total non-current assets		**1,15,633.14**	**99,781.78**
Current assets			
Inventories	5	1,19,263.78	1,11,197.17
Financial assets			
Investments	4	13,512.37	10,854.48
Trade receivables	6	96,692.73	60,075.53
Cash and cash equivalents	7	3,345.40	4,248.14
Loans	4	18.79	19.23
Other financial assets	4	3,366.67	2,764.91
Other current assets	8	5,116.88	7,182.76
Total current assets		**2,41,316.62**	**1,96,342.22**
TOTAL ASSETS		**3,56,949.76**	**2,96,124.00**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	9	1,401.84	934.56
Other equity	10	2,68,474.31	2,23,758.86
Total equity		**2,69,876.15**	**2,24,693.42**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	11	4,508.89	9,626.82
Lease liabilities	26 (a)	750.45	805.47
Other financial liabilities	14	1,193.95	211.65
Deferred tax liabilities (net)	12	4,980.76	4,203.10
Other non current liabilities	15	512.69	-
Total - non-current liabilities		**11,946.74**	**14,847.04**
Current liabilities			
Financial liabilities			
Borrowings	11	10,535.55	5,201.43
Lease liabilities	26 (a)	111.23	112.91
Trade payables	13		
Total outstanding dues of micro enterprises and small enterprises		721.66	1,120.70
Total outstanding dues of creditors other than micro enterprises and small enterprises		32,087.49	30,376.09
Other financial liabilities	14	2,280.65	2,308.51
Other current liabilities	15	25,838.11	16,438.61
Provisions	16	275.80	216.69
Current tax liabilities (net)	17	3,276.38	808.60
Total - current liabilities		**75,126.87**	**56,583.54**
Total liabilities		**87,073.61**	**71,430.58**
TOTAL EQUITY AND LIABILITIES		**3,56,949.76**	**2,96,124.00**
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements			

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

Standalone Statement of Profit and Loss

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Notes	Year Ended March 31, 2023	Year Ended March 31, 2022
INCOME			
Revenue from operations	18	4,37,003.38	3,13,877.72
Other income	19	3,120.27	3,754.76
Total income		**4,40,123.65**	**3,17,632.48**
EXPENSES			
Cost of raw materials and components consumed	20	3,02,568.99	2,32,463.48
Changes in inventories of finished goods and work-in-progress	21	(13,504.61)	(22,075.00)
Employee benefits expenses	22	19,441.31	15,791.96
Finance costs	23	2,297.79	2,135.82
Depreciation and amortisation expenses	3	7,648.28	8,020.61
Other expenses	24	52,288.16	38,226.50
Total expenses		**3,70,739.92**	**2,74,563.37**
Profit before tax		**69,383.73**	**43,069.11**
TAX EXPENSE			
Current tax	12	17,356.87	10,822.67
Excess provision for current tax of earlier years		(92.41)	(158.74)
Deferred tax	12	716.10	165.93
Total tax expense		**17,980.56**	**10,829.86**
Net profit for the year		**51,403.17**	**32,239.25**
Other comprehensive income / (loss)			
a) Items that will not be reclassified to profit and loss in subsequent periods			
Re-measurement gain on defined benefit plans	12	185.10	56.39
Income tax effect		(46.59)	(14.19)
		138.51	**42.20**
b) Items that will be reclassified to profit and loss in subsequent periods			
Net movement in cash flow hedge reserve		244.58	409.94
Income tax effect		(61.56)	(103.18)
		183.02	**306.76**
Total other comprehensive income for the year, net of tax		**321.53**	**348.96**
Total comprehensive income for the year, net of tax		**51,724.70**	**32,588.21**
Earnings per equity share [nominal value per share ₹ 2/- (March 31, 2022: ₹ 2/-)]	31		
Basic & Diluted		73.34	46.00
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements			

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

Standalone Statement of Change in Equity

For the year ended March 31, 2023

A. Equity Share Capital

Equity shares of ₹ 2 each issued, subscribed and fully paid	No. in Lakhs	₹ in Lakhs
As at April 1, 2021	467.28	934.56
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance as at April 1, 2021	467.28	934.56
Issue of Equity Share Capital	-	-
As at March 31, 2022	467.28	934.56
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance as at April 1, 2022	467.28	934.56
Bonus Issue of Equity shares	233.64	467.28
As at March 31, 2023	**700.92**	**1,401.84**

B. Other Equity (refer note-10)

(₹ in Lakhs)

Particulars	Reserves & Surplus					Other Comprehensive Income	Total Other Equity
	Securities Premium	Capital Reserve	Amalgamation Reserve	General Reserve	Retained Earnings	Cash Flow Hedge Reserve	
As at April 1, 2021	2,279.06	490.04	392.11	72,625.16	1,22,432.89	(506.69)	1,97,712.57
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance as at April 1, 2021	2,279.06	490.04	392.11	72,625.16	1,22,432.89	(506.69)	1,97,712.57
Profit for the year	-	-	-	-	32,239.25	-	32,239.25
Other Comprehensive Income :							
Re-measurement loss on defined benefit plans (net of tax)	-	-	-	-	42.20	-	42.20
Net movement in cash flow hedge reserve (net of tax)	-	-	-	-	-	306.76	306.76
Total Comprehensive Income	-	-	-	-	32,281.45	306.76	32,588.21
Dividend paid (refer note-10)	-	-	-	-	(6,541.92)	-	(6,541.92)
As at March 31, 2022	**2,279.06**	**490.04**	**392.11**	**72,625.16**	**1,48,172.42**	**(199.93)**	**2,23,758.86**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance as at April 1, 2022	2,279.06	490.04	392.11	72,625.16	1,48,172.42	(199.93)	2,23,758.86
Profit for the year	-	-	-	-	51,403.17	-	51,403.17
Other Comprehensive Income :							
Re-measurement gain on defined benefit plans (net of tax)	-	-	-	-	138.51	-	138.51
Net movement in cash flow hedge reserve (net of tax)	-	-	-	-	-	183.02	183.02
Total Comprehensive Income	-	-	-	-	51,541.68	183.02	51,724.70
Utilisation on Issue of Bonus Equity Shares	(467.28)	-	-	-	-	-	(467.28)
Dividend paid (refer note-10)	-	-	-	-	(6,541.97)	-	(6,541.97)
As at March 31, 2023	**1,811.78**	**490.04**	**392.11**	**72,625.16**	**1,93,172.13**	**(16.91)**	**2,68,474.31**

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

Standalone Statement of Cash Flow

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
A: CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	69,383.73	43,069.11
Adjustments to reconcile profit before tax to net cash flows:		
Loss/(Gain) on Sale/Discard of property, plant and equipment & Capital Work-in-Progress (net)	4.09	(31.91)
Depreciation and amortisation expense	7,648.28	8,020.61
Interest income and fair value changes in financial instruments	(967.70)	(2,243.62)
Fair value adjustment of put option	140.35	-
Unrealised Foreign Exchange (Gain)	(246.43)	(196.32)
Provision for doubtful debts (net)	118.07	(3.65)
Excess provision/liabilities no longer payable written back	(4.76)	(7.22)
Interest expense	1,827.85	1,727.80
Operating Profit before working capital changes	**77,903.48**	**50,334.80**
Working capital adjustments:		
(Increase) in trade receivables	(36,449.39)	(19,559.13)
(Increase) in inventories	(8,066.61)	(57,508.46)
Decrease in loans	1.15	5.27
(Increase) in other financial assets	(760.34)	(199.58)
Decrease/(Increase) in other non-financial assets	2,067.96	(5,475.41)
Increase in trade payables	1,295.87	7,206.99
Increase in other liabilities	9,399.50	10,498.21
Increase/(Decrease) in other financial liabilities	439.45	(329.84)
Increase in other non-current liabilities	512.69	-
Increase in provisions	244.21	52.45
Cash generated/(used in) from operations	**46,587.97**	**(14,974.70)**
Direct taxes paid (net)	(14,849.17)	(12,199.32)
Net Cash generated/(used in) from operating activities	**31,738.80**	**(27,174.02)**
B: CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment and intangible assets (including CWIP and capital advances)	(12,914.53)	(14,446.57)
Proceeds from sale of property, plant and equipment	418.37	80.27
(Purchase) of non-current investments	(9,788.17)	-
(Purchase)/Sale of current investments (net)	(2,657.89)	52,796.83
Deposits With Banks (net)	(385.00)	-
Interest income	1,027.23	2,206.22
Net Cash (used in)/generated from investing activities	**(24,299.99)**	**40,636.75**

Standalone Statement of Cash Flow

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
C: CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of long term borrowings	(4,995.90)	(4,995.90)
Proceed/(Repayment) of short term borrowings (net)	5,000.00	(79.61)
Dividend paid	(6,541.92)	(6,541.92)
Payment of principal portion of lease liabilities	(112.91)	(90.60)
Interest paid (Including Interest Payment on lease liabilities)	(1,672.62)	(1,745.81)
Net Cash (used in) from financing activities	**(8,323.35)**	**(13,453.84)**
Net (Decrease)/increase in Cash and Cash Equivalents	**(884.54)**	**8.89**
Effect of Exchange difference on Cash and Cash equivalents held in foreign currency	(18.20)	(13.12)
Cash and Cash Equivalents at the beginning of the year	4,248.14	4,252.37
Cash and Cash Equivalents at the end of the year (refer note-7)	**3,345.40**	**4,248.14**

Notes :

a) The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS 7 on Cash Flow Statements notified under Section 133 of the Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).

b) Disclosure of change in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes are given below:

(₹ in Lakhs)

Particulars	As at April 1, 2021	Cash flows	Foreign exchange movement	Changes in Fair Value	Other Changes#	As at March 31, 2022
Long term borrowings	14,558.33	(5,116.00)	184.49	-	-	9,626.82
Short term borrowings	5,161.04	40.39	-	-	-	5,201.43
Interest	230.32	(1,745.81)	-	-	1,688.34	172.85
Lease liabilities	1,008.98	(90.60)	-	-	-	918.38
Total	**20,958.67**	**(6,912.02)**	**184.49**	**-**	**1,688.34**	**15,919.48**

Particulars	As at April 1, 2022	Cash flows	Foreign exchange movement	Changes in Fair Value	Other Changes#	As at March 31, 2023
Long term borrowings	9,626.82	(5,330.01)	212.08	-	-	4,508.89
Short term borrowings	5,201.43	5,334.12	-	-	-	10,535.55
Interest	172.85	(1,672.62)	-	-	1,609.20	109.43
Lease liabilities	918.38	(112.91)	-	56.21	-	861.68
Total	**15,919.48**	**(1,781.42)**	**212.08**	**56.21**	**1,609.20**	**16,015.55**

Other changes in interest accrued represent accrual of Interest during the year.

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

Notes to Standalone Financial Statements

For the year ended March 31, 2023

1 CORPORATE INFORMATION:

Ratnamani Metals & Tubes Limited (the "Company") is a public company domiciled in India and incorporated under the provisions of the Companies Act, applicable in India. Its shares are listed on two stock exchanges in India. The registered office of the Company is located at 17, Rajmugat Society, Naranpura Char Rasta, Naranpura, Ahmedabad, Gujarat. The Company is engaged in the manufacturing of stainless steel pipes and tubes and carbon steel pipes at Kutch, Indrad and Chhatral in the state of Gujarat. The Company caters to both domestic and international markets.

The financial statements were authorized for issue in accordance with a resolution passed in Board Meeting held on May 10, 2023.

2 BASIS OF PREPARATION:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) including the Companies (Indian Accounting Standards) Amendment Rules, 2019 and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements of the Company.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments) and derivative financial instruments.

The financial statements are presented in ₹ and all values are rounded to the nearest Lakhs (₹ 00,000), except where otherwise indicated.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

a. CURRENT VERSUS NON-CURRENT CLASSIFICATION:

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve month as its operating cycle.

b. FOREIGN CURRENCIES:

The Company's financial statements are presented in ₹ , which is also the Company's functional currency. The Company determines the functional currency and items included in the financial statements are measured using that functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded in the Company's functional currency at the exchange rates prevailing on the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are restated in the functional currency at the exchange rates prevailing on the reporting date of financial statements.

Exchange differences arising on settlement of such transactions and on translation of monetary items are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates on the dates of the initial transactions.

In determining the spot exchange rate to use on initial recognition of the related asset, expense or

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

c. FAIR VALUE MEASUREMENT:

The Company measures financial instruments, such as, derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative financial instruments and unquoted financial assets measured at fair value, and for non- recurring fair value measurement.

External valuers are involved for valuation of significant assets, such and unquoted financial assets. Involvement of external valuers is decided upon annually by the Management after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant accounting judgements, estimates and assumptions (refer note 33 and 34)
- Quantitative disclosures of fair value measurement hierarchy (refer note 33.2)
- Financial instruments (including those carried at amortised cost) (refer note 33.1)

d. PROPERTY, PLANT AND EQUIPMENT (PPE):

PPE and Capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price and borrowing costs if capitalization criteria are met, the cost of replacing part of the property, plant and equipment and directly attributable cost of bringing the asset to its working condition for the intended use. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of fixed assets are required to be replaced at intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major overhauling is performed, its cost is recognized in the carrying amount of the PPE as a replacement if the recognition criteria are satisfied. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of parts replaced, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

CWIP comprises of cost of PPE that are yet not installed and not ready for their intended use at the Balance Sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if applicable.

The Company calculates depreciation on items of property, plant and equipment on a straight-line basis using the rates arrived at based on the useful lives defined under Schedule II of the Companies Act, 2013, except in respect of following fixed assets:

(i) Long Term Lease hold land is amortised over a period of 99 years, being the lease term.

(ii) Furnace and X-ray machines are depreciated at an annual rate of 20% to bring the depreciation rates in line with the useful life of assets as estimated by the Technical Team of the Company.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

e. INTANGIBLE ASSETS:

Intangible Assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost, less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets in the form of softwares are amortised on a straight-line basis over six years. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

f. BORROWING COSTS:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

g. IMPAIRMENT OF NON-FINANCIAL ASSETS:

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment

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testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

h. LEASES:

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee:

I. Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Assets	Estimated Useful Life
Right-of-use of office premises and leasehold land	Over the balance period of lease agreement

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in relating to Impairment of non-financial assets.

II. Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

III. Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment, offices and windmills (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value amounting to ₹2 Lakhs. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

IV. Leases previously classified as finance leases

The Company did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for lease previously classified as finance leases, i.e. the right to use of assets and lease liabilities equal to the lease assets and liabilities recognised under Ind AS 17. The requirements of Ind AS 116 was applied to those leases from April 1, 2019.

i. FINANCIAL INSTRUMENTS:

A Financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section 2.1(k) Revenue from contracts with customers.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Financial assets instruments at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL) (Derivatives and Equity Instruments)

Financial assets at amortised cost (debt instruments)

A 'financial assets' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade, loans and other receivables.

Financial Assets at FVTOCI

Financial assets that meet the following conditions are measured initially as well as at the end of each reporting date at fair value, recognised in other comprehensive income (OCI).

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

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b) The contractual terms of the asset that give rise on specified dates to cash flows that represent solely payment of principal and interest.

Financial Assets at FVTPL

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes derivative instruments and investments in equity instruments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on such investments are recognised in the statement of profit and loss when the right of payment has been established.

Financial Assets included within the FVTPL category are measured at fair value with all changes recognized in the statement of Profit and Loss.

Equity investments

Investments in subsidiaries are measured at cost as per Ind AS 27 - Separate Financial Statements. All equity investments in scope of Ind AS 109 are measured at fair value. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

Further disclosures relating to impairment of financial assets are also provided in the following notes:

➢ Disclosures for significant assumptions – see note 2.2

➢ Financial Assets at FVTPL – see note 2.1 (i)

➢ Trade receivables and contract assets – see note 6 and 2.1(k)

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

Under the simplified approach the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Lifetime ECL are the expected credit losses resulting from all possible default over the expected life of a financial instrument.

The Company considers a financial asset in default when contractual payments are overdue. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss.

The Balance Sheet presentation for various financial instruments is described below:

Financial assets measured at amortised cost:

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Financial liabilities & Equity Instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through Statement of Profit and Loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including cash credit facilities from banks and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through Statement of Profit and Loss.

Financial liabilities at fair value through Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through statement of Profit and Loss are designated as such at the initial date of recognition and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/

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losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. This category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

j. INVENTORIES:

Inventories are valued at the lower of cost and net realisable value after providing for obsolescence and other losses, wherever considered necessary. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Scrap is valued at net realisable value. Cost is determined on a Weighted Average method.

Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity, incurred in bringing them in their respective present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and the estimated costs necessary to make the sale.

k. REVENUE:

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The specific recognition criteria described below must also be met before revenue is recognised.

i) Sale of Goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The normal credit term is 0 to 180 days upon delivery, usually backed by financial arrangements in some cases.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any). Revenue from the sale of goods is measured at the amount of transaction price (net of variable consideration) allocated to the consideration received or receivable, net of GST, trade discount & other taxes, adjustment for late delivery charges and material returned/rejected.

Variable Consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right of liquidated damages. The liquidated damages give rise to variable consideration.

The Company applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

ii) The Company accounts for pro forma credits, refunds of duty of customs or refunds of sales tax in the year of admission of such claims by the concerned authorities. Benefits in respect of Export Licenses are recognised on application. Export benefits are accounted for as other operating income in the year of export based on eligibility and when there is no uncertainty on receiving the same.

iii) Dividend is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

iv) Interest Income is recognized on time proportion basis taking into account the amounts outstanding and the rates applicable. Interest income is included under the head "other income" in the Statement of Profit and Loss.

v) Revenue from windmills is recognised on unit generation basis, in accordance with the terms of power purchase agreements.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note (i) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities (Advance from customers)

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services

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to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities (advance from customers) are recognised as revenue when the Company performs under the contract.

l. RETIREMENT AND OTHER EMPLOYEE BENEFITS:

Retirement benefits in the form of provident fund and superannuation fund are defined contribution plans. The Company has no obligation, other than the contributions payable to provident fund and superannuation fund. The Company recognises contribution payable to these funds as an expense, when an employee renders the related service.

In respect of gratuity liability, the Company operates defined benefit plan wherein contributions are made to a separately administered fund. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each reporting date being carried out using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss:

- Service costs comprising current service costs; and
- Net interest expense or income

The liability in respect of unused leave entitlement of the employees as at the reporting date is determined on the basis of an independent actuarial valuation carried out and the liability is recognized in the Statement of Profit and Loss. The Company presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Actuarial gain and loss is recognise in full in the period in which they occur in the Statement of Profit and Loss.

m. TAXES:

Tax expense comprises of current income tax and deferred tax.

Current income tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax:

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- ➢ When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable Profit and Loss.
- ➢ In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against the deductible temporary differences, except:

- ➢ When the deferred tax asset arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- ➢ In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

n. PROVISIONS:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

o. DERIVATIVE FINANCIAL INSTRUMENTS:

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks, interest rate, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- ➢ Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.
- ➢ Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.
- ➢ Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss. The Company uses forward currency contracts and interest rate swaps as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

The ineffective portion relating to foreign currency contracts is recognised in finance costs.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

p. EARNINGS PER SHARE:

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

q. CASH AND CASH EQUIVALENT:

Cash and cash equivalents in the Balance Sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of charges in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

r. CASH DIVIDEND:

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Companies Act, 2013, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

s GOVERNMENT GRANTS :

Government grant are recognised where there is reasonable assurance that the grant will be received, and all attached condition will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset. When the Company receives grant of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

2.2 SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgement, which have the most significant effect on the amounts recognised in the financial statements:

Determining the lease term of contracts with renewal and termination options – Company as lessee.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Revenue from contracts with customers

The Company applied the following judgement that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining method to estimate variable consideration and assessing the constraint.

Certain contracts with customers include Liquidated Damages that give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which customer will be entitled. The Company determined that the expected value method is the appropriate method to use in estimating the variable consideration for revenue from contract with customer. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract with the customer. Before adjusting any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained. The Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for India.

Further details about gratuity obligations are given in note 25.

Useful Life of Property Plant & Equipment and Intangible assets

Property, Plant and Equipment and Intangible Assets are depreciated/amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The useful life and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation/amortisation for future periods is revised if there are significant changes from previous estimates.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

Fair value measurement for financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 33 and 34 for further disclosures.

2.3 RECENT ACCOUNTING PRONOUCEMENTS ISSUED BUT NOT YET EFFECTIVE:

In March 2023, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2023 which amended certain Ind AS as explained below:

(i) Ind AS 1 – Presentation of Financial Statements

The amendment prescribes disclosure of material accounting policies instead of significant accounting policies. The impact of the amendment on the Financial Statements is expected to be insignificant basis the preliminary evaluation.

(ii) Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendment added definition of accounting estimate and clarifies what is accounting estimate and treatment of change in the accounting estimate and accounting policy. There is no impact of the amendment on the Financial Statements basis the preliminary evaluation.

(iii) Ind AS 12 – Income taxes

The definition of deferred tax asset and deferred tax liability is amended to apply initial recognition exception on assets and liabilities that does not give rise to equal taxable and deductible temporary differences. There is no impact of the amendment on the Financial Statements basis the preliminary evaluation.

The above amendments are effective from annual periods beginning on or after April 1, 2023.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

3 Property, Plant and Equipment, Intangible Assets and Capital work-in-progress

(a) Property, Plant and Equipment

(₹ in Lakhs)

Particulars	Right of Use		Freehold land	Buildings	Plant & machinery	Furniture & fixture	Vehicles	Office equipment	Total
	Leasehold land	Office premises							
Cost									
As at April 1, 2021	42.57	1,167.42	4,884.44	19,351.08	91,255.33	913.97	2,174.83	890.46	1,20,680.10
Additions	-	-	1,371.30	1,841.82	5,812.01	4.34	283.65	105.46	9,418.29
Disposals	-	-	-	-	532.44	50.31	116.90	45.07	744.72
As at March 31, 2022	42.57	1,167.42	6,255.74	21,192.90	96,534.90	868.00	2,341.29	950.85	1,29,353.67
Additions	384.89	-	433.96	2,283.27	11,314.09	95.41	239.98	182.21	14,933.81
Disposals	-	-	-	143.67	1,017.22	30.93	209.05	56.46	1,457.33
As at March 31, 2023	**427.46**	**1,167.42**	**6,689.70**	**23,332.50**	**1,06,831.77**	**932.48**	**2,372.22**	**1,076.60**	**1,42,830.15**
Depreciation and Impairment									
As at April 1, 2021	6.17	226.27	-	2,485.96	29,822.17	382.37	832.63	487.08	34,242.65
Depreciation/Amortization for the year	3.08	138.75	-	768.06	6,587.27	75.77	292.42	136.52	8,001.87
Disposals	-	-	-	-	71.72	47.85	82.47	41.24	243.28
As at March 31, 2022	9.25	365.02	-	3,254.02	36,337.72	410.29	1,042.58	582.36	42,001.24
Depreciation/Amortization for the year	5.43	138.75	-	817.90	6,164.98	76.45	284.80	138.08	7,626.39
Disposals	-	-	-	29.90	586.79	26.21	112.29	38.30	793.49
As at March 31, 2023	**14.68**	**503.77**	**-**	**4,042.02**	**41,915.91**	**460.53**	**1,215.09**	**682.14**	**48,834.14**
Net Block									
As at March 31, 2023	**412.78**	**663.65**	**6,689.70**	**19,290.48**	**64,915.86**	**471.95**	**1,157.13**	**394.46**	**93,996.01**
As at March 31, 2022	33.32	802.40	6,255.74	17,938.88	60,197.18	457.71	1,298.71	368.49	87,352.43

i) Buildings includes ₹ 47.80 Lakhs (March 31, 2022 ₹ 47.80 Lakhs) representing cost of unquoted fully paid shares held in co-operative housing societies.

ii) All immovable property is held in the name of the Company.

(b) Intangible Assets

(₹ in Lakhs)

Particulars	Software
Cost	
As at April 1, 2021	250.51
Additions	56.11
Disposals	1.03
As at March 31, 2022	305.59
Additions	0.38
Disposals	14.87
As at March 31, 2023	**291.10**
Amortisation and Impairment	
As at April 1, 2021	177.18
Amortisation for the year	18.74
Disposals	0.97
As at March 31, 2022	194.95
Amortisation for the year	21.89
Disposals	11.99
As at March 31, 2023	**204.85**
Net Block	
As at March 31, 2023	**86.25**
As at March 31, 2022	110.64

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

(c) Capital work-in-progress

(₹ in Lakhs)

Particulars	Amount
As at March 31, 2023	**8,736.75**
As at March 31, 2022	10,679.23

Capital work in progress (CWIP) Ageing Schedule

As at March 31 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 year	
Projects in progress	5,431.52	1,405.26*	1,631.01*	173.31*	8,641.10
Projects temporarily suspended	-	-	-	95.65**	95.65
Total	**5,431.52**	**1,405.26**	**1,631.01**	**268.96**	**8,736.75**

As at March 31 2022

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 year	
Projects in progress	7,100.04	3,296.27*	13.96*	173.31*	10,583.58
Projects temporarily suspended	-	-	-	95.65**	95.65
Total	**7,100.04**	**3,296.27**	**13.96**	**268.96**	**10,679.23**

CWIP completion schedule, whose completion is overdue or has exceeded its cost compared to its original plan: None (March 31 2022 : None).

* The Company has acquired certain Plant & Machineries to be used in the CAPEX in future, when finalised.

** This represents value after providing for impairment in earlier years.

4 Financial Assets

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Investments				
Investment in unquoted Equity Shares of Subsidiary Companies (at Cost)				
10,000 (March 31, 2022-10,000) Equity Shares of USD 1 each fully paid-up in Ratnamani Inc., USA	6.08	-	6.08	-
80,86,050 (March 31, 2022- Nil) Equity Shares of 10 each fully paid-up in Ravi Technoforge Pvt. Ltd.*	9,788.17	-	-	-
Fair Value of the put options on Equity Shares of Ravi Technoforge Pvt. Ltd.*	1,053.61	-	-	-
Investments in Mutual Funds (Quoted) (at fair value through profit and loss)				
184,654.593 (March 31, 2022: 325,658.086) Units of SBI Liquid Fund Direct Growth	-	6,505.94	-	10,854.48
280,157.401 (March 31, 2022: Nil) units of Axis Liquid Fund - Direct Growth	-	7,006.43	-	-
	10,847.86	**13,512.37**	**6.08**	**10,854.48**
Aggregate value of Unquoted Investments	10,847.86	-	6.08	-
Aggregate book value of Quoted Mutual Funds	-	13,512.37	-	10,854.48
	10,847.86	**13,512.37**	**6.08**	**10,854.48**
Aggregate market value of Quoted Mutual Funds (refer note-33)	-	13,512.37	-	10,854.48

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Loans (Unsecured, Considered Good)				
Loans to employees	4.77	18.79	5.48	19.23
	4.77	**18.79**	**5.48**	**19.23**
Other Financial Assets				
Interest accrued	-	10.61	-	70.14
Security deposits	170.99	300.10	145.31	300.10
Margin money with banks	-	2,500.00	-	2,115.00
Financial assets at fair value through OCI :				
Cash flow hedges				
Currency and interest rate swaps	652.03	-	195.37	-
Financial asset at fair value through profit or loss :				
(Derivatives not designated as hedges)				
Foreign exchange forward contracts	-	22.40	-	-
Wind-Mill surplus receivable	-	121.84	-	134.31
Others (refer note-25)	-	411.72	-	145.36
	823.02	**3,366.67**	**340.68**	**2,764.91**

Loans are non-derivative financial assets which generate a fixed interest income for the Company. The carrying value may be affected by changes in the credit risk of the counterparties.

Fair value disclosures for financial assets and liabilities (refer note-33.1)
Fair value hierarchy disclosures for investment (refer note-33.2)
For Financial instruments risk management objectives and policies (refer note-34)

* During the year, the Company acquired 53% equity shares in Ravi Technoforge Private Limited (hereinafter called "RTL") for a cash consideration of ₹ 9,788.16 Lakh. Pursuant to the agreement, the non-controlling shareholders of RTL are obligated to enter into a forward contract to sell 27.02% of their stake to the Company between April 1 2024 and May 31 2024. The option price formula for determining the sale price remains the same as specified in the agreement. Furthermore, the non-controlling shareholders have the discretion to sell the remaining 19.98% equity shares at any time until May 31 2027. The option price formula for this put option remains consistent with the terms outlined in the agreement.

As the put option does not grant immediate access to the returns associated with the ownership interest, it has been initially recognized at its fair value.

Deposits aggregating to ₹ 2,500.00 Lakhs (March 31, 2022: ₹ 2,115.00 Lakhs) are pledged / lien against bank overdraft facility.

There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person, that are:

a) repayable on demand; or
b) without specifying any terms or period of repayment

5 Inventories (at lower of cost or net realisable value)

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Raw materials		
Raw materials and components	56,936.21	62,090.85
Raw materials in transit	965.20	3,207.98
Work-in-progress	40,817.17	30,538.41
Finished goods		
Finished goods	11,252.84	7,407.85
Finished goods in transit	3,415.92	4,035.06
Stores and spares	5,876.44	3,917.02
	1,19,263.78	**1,11,197.17**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

6 Trade Receivables

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Secured, considered good	18,753.52	12,776.25
Unsecured, considered good	78,059.11	47,299.28
Trade Receivables which have significant increase in credit Risk	-	-
Trade Receivables - credit impaired	8.27	11.28
Total	**96,820.90**	**60,086.81**
Less : Expected credit loss allowances	128.17	11.28
Total Trade Receivables	**96,692.73**	**60,075.53**
Above includes:		
Receivables from related parties, unsecured, considered good (refer note-30)	100.26	154.74

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person.

Refer note 34 (b) for credit risk evaluation.

Following is the movement of allowance for expected credit losses of trade receivables:

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
As at April 1	11.28	25.66
Provision for expected credit losses	119.90	7.11
Provision for expected credit losses utilised (refer note-24)	(1.18)	(10.73)
Provision for expected credit losses reversed	(1.83)	(10.76)
As at March 31	128.17	11.28

The company computes the Expected Credit Loss Allowance ("ECLA") by applying the percentages determined on historical basis over past 4 years and determined the percentage of such allowance over the turnover and moderated for current and envisaged future businesses including time based provisions. Expected Credit Loss Allowance is determined on the closing balances of all applicable financial assets as at each reporting date, at the average rates ranging from 0.01% to 15.49%.

Trade receivables Ageing Schedule

As at March 31, 2023

(₹ in Lakhs)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	46,152.53	48,462.64	2,094.81	94.38	8.27	-	96,812.63
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	8.27	-	8.27
Total (a)	**46,152.53**	**48,462.64**	**2,094.81**	**94.38**	**16.54**	**-**	**96,820.90**
Less:-							
Expected credit loss allowances (b)							(128.17)
Total (a)-(b)							**96,692.73**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

As at March 31,2022

(₹ in Lakhs)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	40,048.80	15,213.12	4,457.35	356.26	-	-	60,075.53
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	11.28	-	-	11.28
Total (a)	**40,048.80**	**15,213.12**	**4,457.35**	**367.54**	**-**	**-**	**60,086.81**
Less:-							
Expected credit loss allowances (b)							(11.28)
Total (a)-(b)							**60,075.53**

7 Cash and Bank balances

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and Cash Equivalents		
Balances with Banks :		
In Current accounts	2,554.65	3,716.81
Unpaid dividend accounts	150.19	160.00
Unspent CSR fund	612.33	354.36
Cash on hand	28.23	16.97
	3,345.40	**4,248.14**

8 Other Assets

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Capital advances	704.37	-	640.01	-
Investment in silver	2.55	-	0.84	-
Prepaid expense	-	521.84	2.08	364.03
Advance receivable in cash or kind				
Advance for material	35.00	2,044.18	35.00	675.03
Excise / GST claim receivables	-	625.68	-	676.94
Duty entitlement pass book / Import licenses	-	28.18	-	15.24
Balances with Government Authorities	-	1,766.35	-	5,290.30
Export benefits receivable	-	121.09	-	154.40
Others	-	9.56	-	6.82
	35.00	**4,595.04**	**35.00**	**6,818.73**
	741.92	**5,116.88**	**677.93**	**7,182.76**
Non-Current tax assets (net)	396.56	-	609.31	-
	1,138.48	**5,116.88**	**1,287.24**	**7,182.76**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

9 Share Capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. in Lakhs	₹ in Lakhs	No. in Lakhs	₹ in Lakhs
Authorised Share Capital	750.00	1,500.00	750.00	1,500.00
Increase during the year	150.00	300.00	-	-
	900.00	**1,800.00**	**750.00**	**1,500.00**

Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 2/- per share. Each holder of Equity Shares is entitled to one vote per share. The Company declares and pays dividend in Indian ₹ . The dividend proposed by the Board of Directors is subject to approval of the Shareholders at the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by Share holders.

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. in Lakhs	₹ in Lakhs	No. in Lakhs	₹ in Lakhs
Issued Share Capital				
Equity shares of ₹ 2 each issued, subscribed and fully paid	467.28	934.56	467.28	934.56
Bonus Issue of Equity shares	233.64	467.28	-	-
	700.92	**1,401.84**	**467.28**	**934.56**

Pursuant to the recommendation by the Board in its meeting held on May 18, 2022, and approval granted by the Shareholders of the Company on June 22, 2022 by Postal Ballot through remote e-voting, the Company has issued 2,33,64,000 fully paid-up bonus equity shares having face value of ₹ 2/-each in the ratio of 1:2 i.e. one bonus equity share for two fully paid up equity shares. Consequent to the bonus issue, the total paid-up share capital has increased to ₹ 1,401.84 Lakh from ₹ 934.56 Lakh.

Details of Shareholders holding more than 5% Equity Shares in the Company

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% held	No. of Shares	% held
Prakash M. Sanghvi	1,08,27,577	15.45%	72,18,385	15.45%
Jayanti M. Sanghvi	58,66,537	8.37%	39,11,025	8.37%
Nalanda India Fund Limited	42,75,232	6.10%	28,50,155	6.10%
Kotak Emerging Equity Scheme	37,17,432	5.30%	23,35,257	5.00%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents legal ownerships of shares.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

Details of shares held by promoters

As at March 31, 2023

Particulars	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of	Prakash M. Sanghvi	72,18,385	36,09,192	1,08,27,577	15.45	50.00
₹ 2 each fully paid	Jayanti M. Sanghvi	39,11,025	19,55,512	58,66,537	8.37	50.00
	Shantilal Mishrimal Sanghvi	18,16,995	9,08,497	27,25,492	3.89	50.00
	Reshmidevi P. Sanghvi	15,63,750	7,81,875	23,45,625	3.35	50.00
	Vimla Pavan Sanghvi	14,24,080	7,12,039	21,36,119	3.05	50.00
	Chunilal M. Sanghvi	12,71,010	6,35,505	19,06,515	2.72	50.00
	Manoj P. Sanghvi	9,69,495	4,43,404	14,12,899	2.02	45.74
	Nilesh Prakash Sanghvi	9,34,800	4,39,878	13,74,678	1.96	47.06
	Shashi Shantilal Sanghvi	8,38,250	4,19,125	12,57,375	1.79	50.00
	Prashant J. Sanghvi	7,76,740	3,88,370	11,65,110	1.66	50.00
	Jigar Prakash Sanghvi	7,56,320	3,78,160	11,34,480	1.62	50.00
	Pavan Sanghvi	6,58,165	3,29,082	9,87,247	1.41	50.00
	Ravi Pavan Sanghvi	5,80,415	2,90,207	8,70,622	1.24	50.00
	Shantaben Babulal Sanghvi	5,28,915	2,64,457	7,93,372	1.13	50.00
	Sanghvi Prakashmal Mishrimal (HUF)	5,07,330	2,53,665	7,60,995	1.09	50.00
	Babulal Mishrimal Sanghvi (HUF)	5,05,495	2,52,747	7,58,242	1.08	50.00
	Sanghvi Shantilal Mishrimal (HUF)	4,62,165	2,31,082	6,93,247	0.99	50.00
	Jayantilal M Sanghvi (HUF)	4,56,665	2,28,332	6,84,997	0.98	50.00
	Shobhnadevi Jayantilal Sanghvi	4,56,415	2,28,207	6,84,622	0.98	50.00
	Sanghvi Chunilal Mishrimal (HUF)	4,09,000	2,04,500	6,13,500	0.88	50.00
	Chandra Vijay Sanghvi	3,53,125	1,76,562	5,29,687	0.76	50.00
	Yash Shantilal Sanghvi	3,12,000	1,56,000	4,68,000	0.67	50.00
	Usha M. Sanghvi	2,59,830	1,29,915	3,89,745	0.56	50.00
	Jitendra Babulal Sanghvi	2,47,160	1,23,580	3,70,740	0.53	50.00
	Dimple Manoj Sanghvi	2,12,500	1,06,250	3,18,750	0.45	50.00
	Sarika Prashant Sanghvi	1,75,000	87,500	2,62,500	0.37	50.00
	Babulal M. Sanghvi	1,39,330	69,665	2,08,995	0.30	50.00
	Pavankumar Mishrimal Sanghvi (HUF)	1,31,250	65,625	1,96,875	0.28	50.00
	Vijay C. Sanghvi	50,810	25,405	76,215	0.11	50.00
	Pinky Jitendra Sanghvi	50,000	25,000	75,000	0.11	50.00
	Arunaben C. Sanghvi	45,205	22,602	67,807	0.10	50.00
	Mahendra C. Sanghvi	40,000	20,000	60,000	0.09	50.00
	Sheetal Nilesh Sanghvi	25,000	12,500	37,500	0.05	50.00
	Rishabh M. Sanghvi	25,000	12,500	37,500	0.05	50.00
Total		**2,81,11,625**	**1,39,86,940**	**4,20,98,565**	**60.06**	

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

As at March 31,2022

Particulars	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of	Prakash M. Sanghvi	72,18,385	-	72,18,385	15.45	-
₹ 2 each fully paid	Jayanti M. Sanghvi	39,11,025	-	39,11,025	8.37	-
	Shantilal Mishrimal Sanghvi	18,16,995	-	18,16,995	3.89	-
	Reshmidevi P. Sanghvi	15,63,750	-	15,63,750	3.35	-
	Vimla Pavan Sanghvi	14,24,080	-	14,24,080	3.05	-
	Chunilal M. Sanghvi	12,71,010	-	12,71,010	2.72	-
	Manoj P. Sanghvi	9,69,495	-	9,69,495	2.07	-
	Nilesh Prakash Sanghvi	9,34,800	-	9,34,800	2.00	-
	Prashant J. Sanghvi	7,76,740	-	7,76,740	1.66	-
	Jigar Prakash Sanghvi	7,56,320	-	7,56,320	1.62	-
	Shantaben Babulal Sanghvi	5,28,915	-	5,28,915	1.13	-
	Babulal Mishrimal Sanghvi (HUF)	5,05,495	-	5,05,495	1.08	-
	Sanghvi Shantilal Mishrimal (HUF)	4,62,165	-	4,62,165	0.99	-
	Shobhnadevi Jayantilal Sanghvi	4,56,415	-	4,56,415	0.98	-
	Jayantilal M Sanghvi (HUF)	4,56,665	-	4,56,665	0.98	-
	Sanghvi Chunilal Mishrimal (HUF)	4,09,000	-	4,09,000	0.88	-
	Chandra Vijay Sanghvi	3,53,125	-	3,53,125	0.76	-
	Ravi Pavan Sanghvi	5,80,415	-	5,80,415	1.24	-
	Usha M. Sanghvi	2,59,830	-	2,59,830	0.56	-
	Shashi Shantilal Sanghvi	8,38,250	-	8,38,250	1.79	-
	Jitendra Babulal Sanghvi	2,47,160	-	2,47,160	0.53	-
	Dimple Manoj Sanghvi	2,12,500	-	2,12,500	0.45	-
	Yash Shantilal Sanghvi	3,12,000	-	3,12,000	0.67	-
	Sarika Prashant Sanghvi	1,75,000	-	1,75,000	0.37	-
	Pavan Sanghvi	6,58,165	-	6,58,165	1.41	-
	Babulal M. Sanghvi	1,39,330	-	1,39,330	0.30	-
	Pavankumar Mishrimal Sanghvi (HUF)	1,31,250	-	1,31,250	0.28	-
	Sanghvi Prakashmal Mishrimal (HUF)	5,07,330	-	5,07,330	1.09	-
	Vijay C. Sanghvi	50,810	-	50,810	0.11	-
	Pinky Jitendra Sanghvi	50,000	-	50,000	0.11	-
	Arunaben C. Sanghvi	45,205	-	45,205	0.10	-
	Mahendra C. Sanghvi	40,000	-	40,000	0.09	-
	Sheetal Nilesh Sanghvi	25,000	-	25,000	0.05	-
	Rishabh M. Sanghvi	25,000	-	25,000	0.05	-
Total		**2,81,11,625**	**-**	**2,81,11,625**	**60.16**	**-**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

10 Other Equity

(₹ in Lakhs)

	Particulars	As at March 31, 2023	As at March 31, 2022
a)	**Securities Premium**		
	Opening balance	2,279.06	2,279.06
	Utilisation on Issue of Bonus Equity Shares	(467.28)	-
		1,811.78	**2,279.06**
	Securities premium is used to record the premium on issue of shares. This reserve shall be utilised in accordance with the provisions of the Companies Act, 2013. During the year, the Company has issued 2,33,64,000 fully paid-up bonus equity shares having face value of ₹ 2/-each by utilising securities premium amounting to ₹ 467.28 Lakhs.		
	OTHER RESERVES		
b)	**Capital Reserve**		
	Opening balance	490.04	490.04
	Increase/(decrease) during the year	-	-
		490.04	**490.04**
	Capital reserve is mainly used to record the reserves created on receipt of state/central subsidies and amounts forfeited towards the forfeiture of Equity warrants issued. This reserve shall be utilised in accordance with the provisions of the Companies Act, 2013.		
c)	**Amalgamation Reserve**		
	Opening balance	392.11	392.11
	Increase/(decrease) during the year	-	-
		392.11	**392.11**
	Amalgamation reserve is used to record the reserves created on amalgamation of Ratnamani Engineering Ltd. and Ratnamani Fine Tubes Pvt. Ltd. This reserve shall be utilised in accordance with the provisions of the Companies Act, 2013.		
d)	**General Reserve**		
	Opening balance	72,625.16	72,625.16
	Increase/(decrease) during the year	-	-
		72,625.16	**72,625.16**
	Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of the Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of the Companies Act, 2013.		
	Other Comprehensive Income		
e)	**Cash flow hedge reserve**		
	Opening balance	(199.93)	(506.69)
	Net movement during the year	183.02	306.76
		(16.91)	**(199.93)**
	The Company uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Company uses foreign currency forward contracts, currency swaps, and interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to the statement of profit or loss when the hedged item affects profit or loss.		

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
f)	**Retained Earnings**		
	Opening balance	1,48,172.42	1,22,432.89
	Profit for the year	51,403.17	32,239.25
	Other Comprehensive Income		
	Re-measurement gain on defined benefit plans (net of tax)	138.51	42.20
	Dividend paid	(6,541.97)	(6,541.92)
		1,93,172.13	**1,48,172.42**
	Total Other Equity (a+b+c+d+e+f)	**2,68,474.31**	**2,23,758.86**

(₹ in Lakhs)

Distribution made and proposed	As at March 31, 2023	As at March 31, 2022
Cash dividend on equity shares declared and paid		
Final Dividend for the year ended March 31, 2022: ₹ 14.00 per share (for the year ended March 31, 2021: ₹ 14.00 per share)	6,541.97	6,541.92
	6,541.97	**6,541.92**
Proposed dividend on equity shares		
Final Dividend for the year ended March 31, 2023: ₹ 12.00 per share (for the year ended March 31, 2022: ₹ 14.00 per share)	8,411.04	6,541.92
	8,411.04	**6,541.92**
	14,953.01	**13,083.84**

Proposed dividends on equity shares are subject to approval at the ensuing Annual General Meeting and are not recognised as a liability as at March 31.

The Board had recommended a Dividend of ₹ 14.00 per Equity Share (i.e. @ 700%) on 4,67,28,000 Equity Shares of ₹ ₹ 2.00 each (pre-bonus) to the members, which translates into dividend of ₹ 9.33 per equity share, having face value of ₹ 2/- each (post-bonus), for the financial year ended on March 31, 2022. Additional amount of ₹ 0.05 Lakh has been paid on account of rounding off differences.

The Board of Directors at its meeting held on May 10, 2023, proposed dividend of ₹ 12.00 (600%) per equity share of the face value of ₹ 2 each for the financial year 2022-23, subject to the approval of shareholders in ensuing Annual General Meeting.

The Company declares and pays dividend in Indian rupees in accordance with its dividend distribution policy. The Finance Act 2020 has repealed the Dividend Distribution Tax (DDT). Companies are now required to pay/distribute dividend after deducting applicable taxes. The remittance of dividend outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

11 Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Long term Borrowing (refer note-a)				
External (Foreign) Commercial Borrowings (Secured) (refer note-a)	1,071.39	4,285.55	4,939.32	3,951.43
Term Loan (Secured) (refer note-a)	3,437.50	1,250.00	4,687.50	1,250.00
	4,508.89	**5,535.55**	**9,626.82**	**5,201.43**
Short term Borrowings				
Short Term Loan From Banks (Unsecured)	-	5,000.00	-	-
	-	**5,000.00**	-	-
Total Borrowings	**4,508.89**	**10,535.55**	**9,626.82**	**5,201.43**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

a) Long Term Borrowings are secured by - i) a first pari passu charge on entire manufacturing movable fixed assets; ii) a first pari passu mortgage and charge on immovable properties situated at Indrad, Kadi and Anjar, Kutch all in the State of Gujarat; iii) a second pari passu charge on entire current assets in the form of inventories, book-debts and all other movable assets.

External (Foreign) Commercial Borrowing of ₹ 5,356.94 Lakhs (March 31, 2022 ₹ 8,890.75) carry interest @ 3M Libor plus 100 basis point. The loan is repayable in 16 quarterly instalments between July 29, 2020 till April 29, 2024.

Term Loan of ₹ 4,687.50 Lakhs (March 31, 2022 ₹ 5,937.50) carry interest @ 3M MCLR plus 15 basis point. The loan is repayable in 24 equal quarterly instalments between March 31, 2021 till December 31, 2026.

b) Short term Borrowings are secured by - i) a first pari passu charge on entire current assets in the form of inventories, book-debts, all other movable assets; ii) a second pari passu charge on entire manufacturing movables fixed assets; iii) a second pari passu mortgage and charge on immovable properties situated at Indrad, Kadi and Anjar, Kutch all in the State of Gujarat; iv) a Negative Lien on the agricultural lands, pending conversion to the non-agriculture status; v) a Negative Lien on leasehold interest on the immovable properties situate at GIDC Estate Chhatral, Taluka Kalol, District Gandhinagar.

Short term Borrowings from banks carries interest in the range of 0 to 12 month MCLR plus 25 to 50 basis point.

c) The bank overdrafts are secured by a portion of the Company's fixed deposits which carry interest @ 6.05% p.a (March 31, 2022: 3.80% to 5.00%). The borrowings are payable on demand.

d) At March 31 2023, the Company has available fund based working capital limits from consortium banks and term loan aggregating to ₹ 14,900.00 Lakhs (March 31, 2022: ₹ 14,900.00 Lakhs) of undrawn committed borrowing facilities.

e) The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

f) The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

g) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

h) Term loans were applied for the purpose for which the loans were obtained.

12 Income Tax

The major component of income tax expense for the years ended March 31, 2023 and March 31, 2022 are :

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Statement of Profit and Loss		
Current tax		
Current income tax	17,356.87	10,822.67
Excess provision for current tax of earlier years	(92.41)	(158.74)
Deferred tax		
Deferred tax expense	716.10	165.93
Income tax expense reported in the Statement of Profit and Loss	17,980.56	10,829.86
OCI Section		
Other comprehensive income (OCI)		
Tax related to items recognised in OCI during the year		
Re-measurement (loss) on defined benefit plans	(46.59)	(14.19)
Net movement in cash flow hedge reserve	(61.56)	(103.18)
Tax credited to OCI	**(108.15)**	**(117.37)**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

a) Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2023 and March 31, 2022:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Accounting Profit before tax	69,383.73	43,069.11
Enacted income tax rate in India applicable to the Company	25.168%	25.168%
Tax using the Company's domestic tax rate	17,462.50	10,839.63
Tax effects of :		
Non-deductible expenses	201.91	191.54
Excess provision for current tax of earlier years	(92.41)	(158.74)
Others	408.57	(42.57)
At the effective income tax rate of March 31, 2023: 25.91% (March 31, 2022: 25.15%)	**17,980.57**	**10,829.86**

b) Movement in deferred tax liabilities (net) for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Opening Balance as at April 1, 2022	Recognised in profit and loss	Recognised in other comprehensive income	Closing Balance as at March 31, 2023
Tax effect of items constituting deferred tax liabilities :				
Accelerated depreciation for tax purposes	4,490.23	908.37	-	5,398.60
Accrued Income taxable on realisation	14.08	(10.80)	-	3.28
	4,504.31	**897.57**	**-**	**5,401.88**
Tax effect of items constituting deferred tax assets :				
Expenses allowed in year of payment	(233.98)	(52.44)	-	(286.42)
Government Grant under EPCG	-	(129.03)	-	(129.03)
Revaluation of cash flow hedges	(67.23)	-	61.56	(5.67)
	(301.21)	**(181.47)**	**61.56**	**(421.12)**
Net deferred tax liabilities	**4,203.10**	**716.10**	**61.56**	**4,980.76**

Movement in deferred tax liabilities (net) for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	Opening Balance as at April 1, 2021	Recognised in profit and loss	Recognised in other comprehensive income	Closing Balance as at March 31, 2022
Tax effect of items constituting deferred tax liabilities :				
Accelerated depreciation for tax purposes	4,039.85	450.38	-	4,490.23
Accrued Income taxable on realisation	334.69	(320.61)	-	14.08
	4,374.54	**129.77**	**-**	**4,504.31**
Tax effect of items constituting deferred tax assets :				
Expenses allowed in year of payment	(270.14)	36.16	-	(233.98)
Revaluation of cash flow hedges	(170.41)	-	103.18	(67.23)
	(440.55)	**36.16**	**103.18**	**(301.21)**
Net deferred tax liabilities	**3,933.99**	**165.93**	**103.18**	**4,203.10**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

13 Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	721.66	1,120.70
Total outstanding dues of creditors other than micro enterprises and small enterprises	32,087.49	30,376.09
	32,809.15	**31,496.79**
Above includes:		
Payable to related parties (refer note 30)	4,939.16	3,146.35

The Company has amounts due to suppliers under the Micro, Small and Medium Enterprises Development (MSMED) as at March 31 2023. The disclosure pursuant to the said Act is as under:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
i) Amounts remaining unpaid as at year end towards		
- Principal (includes payables in respect of capital goods)	862.98	1,120.70
- Interest	41.51	64.30
ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	41.51	64.30
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

Trade payables Ageing Schedule

As at March 31 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	478.07	243.36	0.23	-	-	721.66
Total outstanding dues of creditors other than micro enterprises and small enterprises	15,313.17	16,182.38	562.37	-	-	32,057.92
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	29.57*	-	29.57*

* The amount pertains to Commercial disputes.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

As at March 31 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	907.74	209.28	0.10	-	-	1,117.12
Total outstanding dues of creditors other than micro enterprises and small enterprises	16,182.90	14,124.32	5.35	5.75	-	30,318.32
Disputed dues of micro enterprises and small enterprises	-	-	2.12*	1.46*	-	3.58*
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	27.94*	29.83*	-	57.77*

* The amount pertains to Commercial disputes.

14 Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Financial liabilities at fair value through profit or loss				
Foreign exchange forward contracts (Derivatives not designated as hedges)	-	-	-	9.94
Fair Value of put option (refer note - 4)	1,193.95	-	-	-
Other financial liabilities at amortised cost				
Interest accrued but not due	-	109.43	-	172.85
Payables in respect of capital goods	-	1,181.53	211.65	1,072.56
Unpaid dividend #	-	150.19	-	160.00
Unspent CSR fund	-	612.33	-	354.36
Other liabilities	-	227.17	-	538.80
	1,193.95	**2,280.65**	**211.65**	**2,308.51**

not due for credit to "Investors Education and Protection Fund"

Fair value disclosures for financial liabilities (refer note 33.1)

15 Other Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Contract liability (Advance from customers)	-	22,725.42	-	15,723.11
Statutory dues payable	-	474.83	-	413.08
Deferred Govt Grant	512.69	19.23	-	-
Other liabilities	-	2,618.63	-	302.42
	512.69	**25,838.11**	**-**	**16,438.61**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

16 Current Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Compensated absences	275.80	211.81
Gratuity (refer note-25)	-	4.88
	275.80	**216.69**

17 Current Tax Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Income tax (net of advance tax)	3,276.38	808.60
	3,276.38	**808.60**

18 Revenue from contracts with customers

18.1 Disaggregated revenue information

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Set out below is the disaggregation of the Company's revenue from contracts with customers:		
Type of goods or service		
Sale of Steel Tubes and Pipes	4,33,519.34	3,10,399.60
Sale of Power generated from Windmills	521.61	568.84
Sale of services	1,705.02	1,222.64
Revenue from contracts with customers	**4,35,745.97**	**3,12,191.08**
Other operating revenue	1,257.41	1,686.64
Total revenue from operations	**4,37,003.38**	**3,13,877.72**
Sales of Steel Tubes and Pipes		
In India	3,49,822.84	2,66,488.32
Outside India	83,696.50	43,911.28
	4,33,519.34	**3,10,399.60**
Sale of Power generated from Windmills		
In India	521.61	568.84
Sale of Services		
In India	1,705.02	1,222.64
Total Revenue from contracts with customers	**4,35,745.97**	**3,12,191.08**
Timing of revenue recognition		
Goods and services transferred at a point in time	4,35,745.97	3,12,191.08
Total Revenue from contracts with customers	**4,35,745.97**	**3,12,191.08**

18.2 Contract Balances

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables	96,692.73	60,075.53
Contract liabilities (Advance from customers)	22,725.42	15,723.11

In March 2023, ₹ 119.90 Lakhs (March 2022: ₹ 7.11 Lakhs) was recognised as provision for expected credit losses on trade receivables. Contract liabilities (Advance from customers) include short-term advances received from customers against supply of Steel Tubes & Pipes. The outstanding balances of these accounts increased in 2022-23 due to performance obligations to be satisfied in upcoming years.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

Set out below is the amount of revenue recognised from :-

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Amounts included in Contract liabilities (Advance from customers) at the beginning of the year	12,635.91	4,262.53

18.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Revenue as per contracted price (net of taxes)	4,52,024.49	3,12,399.40
Adjustments :-		
Provision/(Reversal) for late deliveries, sales return etc.	(16,278.52)	(208.32)
Revenue from contract with customers	4,35,745.97	3,12,191.08

18.4 Performance obligation

Information about the Company's performance obligations are summarised below:

Steel Tubes and pipes

The performance obligation is satisfied upon delivery of the goods and control thereof is assumed by the customers and payment gets due as contractually agreed, generally ranging within 0 to 180 days from delivery, backed up by financials arrangements in certain cases.

Power generated from Windmills

The performance obligation from windmills is recognised on unit generation basis, in accordance with the terms of power purchase agreements.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at March 31 2023 are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Within one year	1,87,765.28	2,14,349.46
More than one year	27,382.09	1,613.55
	2,15,147.37	**2,15,963.01**

19 Other Income

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest income on		
Bank deposits	167.12	106.09
Others	177.78	339.32
Other non-operating income		
Fair value gain on financial instruments at fair value through profit and loss	622.80	1,798.21
Profit on Sale/Discard of property, plant and equipment (net)	-	31.91
Bad debts recovered	0.56	27.28
Excess Provision for doubtful debts written back	-	3.65
Excess provision/liabilities no longer payable written back	4.76	7.22
Foreign exchange fluctuation (net)	2,143.00	1,433.15
Deferred govt. grant	0.87	-
Miscellaneous income	3.38	7.93
	3,120.27	**3,754.76**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

20 Cost of raw materials and components consumed

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
- Opening inventory	65,298.83	30,411.20
- Add: Purchases	2,95,171.57	2,67,351.11
	3,60,470.40	**2,97,762.31**
- Less: Closing inventory	57,901.41	65,298.83
Cost of raw materials and components consumed	**3,02,568.99**	**2,32,463.48**

21 Changes in inventories of finished goods and work-in-progress

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Inventories at the end of the year		
- Work in process	40,817.17	30,538.41
- Finished goods	14,668.76	11,442.91
	55,485.93	**41,981.32**
Inventories at the beginning of the year		
- Work in process	30,538.41	12,704.58
- Finished goods	11,442.91	7,201.74
	41,981.32	**19,906.32**
(Increase)/Decrease In Inventory		
- Work in process	(10,278.76)	(17,833.83)
- Finished goods	(3,225.85)	(4,241.17)
	(13,504.61)	**(22,075.00)**

22 Employee Benefits Expenses

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Salaries, wages and bonus*	17,573.11	13,858.38
Contribution to provident, gratuity and other funds (refer note-25)	767.61	1,006.61
Staff welfare expenses	1,100.59	926.97
	19,441.31	**15,791.96**

*For remuneration and commission to key managerial personnel refer note no. 30.

23 Finance Costs

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest on debts and borrowings	1,530.45	1,606.54
Interest on income tax	218.65	39.46
Interest on lease liabilities	78.75	81.80
Bank charges	469.94	408.02
	2,297.79	**2,135.82**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

24 Other Expenses

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Consumption of stores & spares	10,614.51	8,296.35
Freight & transport charges	19,682.79	13,103.30
Power & fuel	7,690.89	5,769.76
Labour & processing charges	5,203.72	3,479.75
Repairs and maintenance:		
Plant and machineries	956.78	961.11
Buildings	186.23	133.51
Others	102.26	74.01
Testing and inspection charges	228.20	207.58
Legal & consultancy charges	759.11	690.26
Traveling & conveyance expenses	743.50	374.89
Insurance	1,016.78	818.35
Expense relating to short-term leases (refer note-26 a)	272.07	241.61
Fair Value of put option	140.35	-
Rates & taxes	310.08	143.70
Joint/Statutory auditors' remuneration (refer note-a)	18.62	23.53
Advertisement & other expenses	448.83	194.31
Sales commission	628.36	959.34
Loss on Sale/Discard of property, plant and equipment (net)	4.09	-
Provision for doubtful debts/Expected credit loss for trade receivables	118.07	-
Bad debts written off	1.18	10.73
Provision for doubtful debts utilised	(1.18)	(10.73)
Charity and donations	2.58	1.00
CSR expenses (refer note-b)	799.91	760.06
Commission to Non Executive Directors	50.00	32.50
Directors' sitting fees	21.60	20.40
Miscellaneous expenses	2,288.83	1,941.18
	52,288.16	**38,226.50**

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
a) Payments to Statutory Auditors		
As Auditor:		
- Audit Fee	13.50	13.50
- Limited Review	4.50	9.50
	18.00	**23.00**
In other capacity:		
- Reimbursement of expenses	0.62	0.53
	0.62	**0.53**
	18.62	**23.53**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
b) Other expenses include ₹ 799.91 Lakhs (P.Y. ₹ 760.06 Lakhs), spent towards various activities relating to Corporate Social Responsibility as prescribed under Section 135 of the Companies Act, 2013, details of which are as under:		
Details of Corporate Social Responsibility:		
1. Gross amount required to be spent during the year	799.91	760.06
2. Amount approved by the board to be spent during the year	799.91	760.06
3. Amount spent during the year:		
i) Construction/acquisition of any asset		
In Cash	683.31	219.37
Yet to be paid in cash	41.14	264.78
Total	**724.45**	**484.15**
ii) On purposes other than (i) above		
In Cash	75.46	275.91
Yet to be paid in cash	-	-
Total	**75.46**	**275.91**
Details of related party transactions, e.g., contribution to a trust controlled by the Company in relation to CSR expenditure as per Ind AS 24, Related Party Disclosures (contributed to Shree Mahavir Education Trust and JITO where KMP's are interested).	208.00	25.50
4. Amount related to spent/unspent obligation:		
i) Contribution to Trust	683.31	219.37
ii) Others	75.46	275.91
iii) Unspent amount in relation to :		
- Ongoing project	41.14	264.78
- Other than Ongoing project	-	-
	799.91	**760.06**

Details of ongoing project

(₹ in Lakhs)

In case of Section 135(6) (Ongoing Project)							
Opening Balance		Income earned from Op. Unspent A/c during the year	Amount required to be spent during the year	Amount spent during the year		Closing Balance	
With Company	In Separate CSR Unspent A\c			From Company's bank A/c	From Separate CSR Unspent A\c	With Company*	In Separate CSR Unspent A\c
264.78	354.36	37.35	799.91	758.77	44.16	41.14	612.33

*deposited subsequent to year end.

25 Employee Benefits Expense

A. Defined contribution plans:

Amount of ₹ 868.61 Lakhs (March 31, 2022: ₹ 798.70 Lakhs) is recognised as expenses and included in note no. 22 "Employee benefits expense"

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Provident fund	358.54	357.18
Contributory pension scheme	360.79	304.46
Superannuation fund	148.68	136.50
Gujarat labour welfare fund	0.60	0.56
	868.61	**798.70**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

B. Defined benefit plans:

The Company operates gratuity plan in the nature of defined benefit plan wherein every employee is entitled to the benefit as per scheme of the Company, for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service. The gratuity plan is governed by the payment of Gratuity Act,1972. The Company's gratuity plan is funded with Life Insurance Corporation of India and HDFC life.

March 31, 2023: Changes in defined benefit obligation and plan assets

(₹ in Lakhs)

	April 1, 2022	Cost charged to Statement of Profit and Loss				Benefit paid	Remeasurement gains/(losses) in other comprehensive income					Contributions by employer	March 31, 2023
		Service cost	Net interest expense	(Gains) on Curtailments	Sub-total included in Statement of Profit and Loss (note 22)		Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in financial assumptions	Actuarial changes arising from changes in demographic assumptions	Experience adjustments	Sub-total included in OCI		
Gratuity													
Defined benefit obligation	3,639.60	219.84	266.06	(321.20)	164.70	(109.86)	-	(66.31)	0.76	(139.39)	(204.94)	-	3,489.50
Fair value of plan assets	3,634.72	-	265.70	-	265.70	4.88	(19.83)	-	-	-	(19.83)	-	3,885.47
Benefit liability	4.88	219.84	0.36	(321.20)	(101.00)	-	(19.83)	(66.31)	0.76	(139.39)	(185.11)	-	(395.97)
Total benefit liability/(Plan asset)	**4.88**	**219.84**	**0.36**	**(321.20)**	**(101.00)**	**-**	**(19.83)**	**(66.31)**	**0.76**	**(139.39)**	**(185.11)**	**-**	**(395.97)**

March 31, 2022: Changes in defined benefit obligation and plan assets

(₹ in Lakhs)

	April 1, 2021	Cost charged to Statement of Profit and Loss				Benefit paid	Remeasurement gains/(losses) in other comprehensive income					Contributions by employer	March 31, 2022
		Service cost	Net interest expense	(Gains) on Curtailments	Sub-total included in Statement of Profit and Loss (note 22)		Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in financial assumptions	Actuarial changes arising from changes in demographic assumptions	Experience adjustments	Sub-total included in OCI		
Gratuity													
Defined benefit obligation	3,336.35	212.42	231.21	-	443.63	(81.61)	-	(110.92)	0.96	51.19	(58.77)	-	3,639.60
Fair value of plan assets	3,401.37	-	235.72	-	235.72	-	2.37	-	-	-	2.37	-	3,634.72
Benefit liability	(65.02)	212.42	(4.51)	-	207.91	-	(2.37)	(110.92)	0.96	51.19	(56.40)	-	4.88
Total benefit liability/(Plan asset)	**(65.02)**	**212.42**	**(4.51)**	**-**	**207.91**	**-**	**(2.37)**	**(110.92)**	**0.96**	**51.19**	**(56.40)**	**-**	**4.88**

The major categories of plan assets of the fair value of the total plan assets of Gratuity are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Insurance Funds	3,885.47	3,634.72
(%) of total plan assets	100%	100%

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Discount rate	7.44%	7.31%
Future salary increase	8.00%	8.00%
Expected rate of return on plan assets	7.44%	7.31%
Employee turnover rate	7.00%	2.00%
Mortality rate during employment	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to change in the market scenario.

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity (increase) / decrease in defined benefit obligation (Impact)

(₹ in Lakhs)

Particulars	Sensitivity level	As at March 31, 2023	As at March 31, 2022
Discount rate	1% increase	(181.38)	(261.55)
	1% decrease	277.75	307.48
Salary increase	1% increase	204.95	302.32
	1% decrease	(183.74)	(262.24)
Employee turnover	1% increase	(16.44)	(17.15)
	1% decrease	18.50	19.29

The followings are the expected future benefit payments for the defined benefit plan :

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Within the next 12 months (next annual reporting period)	374.20	792.42
Between 2 and 5 years	1,399.71	974.87
Beyond 5 years	5,148.71	6,154.63
Total expected payments	**6,922.62**	**7,921.92**

Weighted average duration of defined plan obligation (based on discounted cash flows)

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity	8	9

The followings are the expected contributions to planned assets for the next year:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity	-	224.72

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

26 COMMITMENTS AND CONTINGENCIES

a) Leases :-

Operating lease commitments — Company as lessee

The Company has entered into lease contracts for office premises, land and other properties on lease, with lease terms between one to ninety years. Generally, the Company is restricted from assigning and subleasing the leased assets. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Company also has certain leases of office premises, land and other properties with lease terms of 12 months or less with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year.

(₹ in Lakhs)

Description	Leasehold land	Office Premises	Total
As at April 1, 2021	36.40	941.15	977.55
Additions during the year	-	-	-
Depreciation and Amortisation Expenses	3.08	138.75	141.83
As at March 31, 2022	**33.32**	**802.40**	**835.72**
Additions during the year	384.89	-	384.89
Depreciation and Amortisation Expenses	5.43	138.75	144.18
As at March 31, 2023	**412.78**	**663.65**	**1,076.43**

Set out below are the carrying amounts of lease liabilities and the movements during the period:

(₹ in Lakhs)

Description	2022-23	2021-22
As at April 1	918.38	1,008.98
Additions	56.22	-
Finance Costs incurred during the year	78.75	81.80
Payments of lease liabilities	(191.67)	(172.40)
As at March 31	861.68	918.38
Current	111.23	112.91
Non-current	750.45	805.47

The effective interest rate for lease liabilities is 8.45 % to 9.30%, with maturity between 2021-2112.

The following are the amounts recognised in profit or loss:

(₹ in Lakhs)

Description	Year Ended March 31, 2023	Year Ended March 31, 2022
Depreciation and Amortisation Expenses	144.18	141.83
Interest expense on lease liabilities	78.75	81.80
Expense relating to short-term leases	272.07	241.61
Total amount recognised in statement of profit or loss	**495.00**	**465.24**

The Company had total cash outflows for leases of ₹ 191.67 Lakhs (March 31, 2022 ₹ 172.40 Lakhs).

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

b) Contingent Liabilities :-

(₹ in Lakhs)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
a)	ESI Liability (excluding interest leviable, if any)	485.61	463.32
b)	Disputed statutory claims/levies for which the Company/department has preferred appeal in respect of (excluding interest leviable, if any):		
	- Excise/Custom duty/Service Tax (note-i)	4,268.78	4,334.83
	- Income Tax	52.35	-
c)	Differential amount of custom duty in respect of machinery purchased under EPCG scheme (note-ii)	101.52	466.70
d)	Differential amount of custom duty in respect of Advance license (note-ii)	295.86	239.86

Note-(i) Excise/Custom duty/Service Tax demand comprise various demands from the Excise/Custom/Service Tax Authorities for payment of ₹ 4,268.78 Lakhs (March 31, 2022 ₹ 4,334.83 Lakhs). The Company has filed appeals against these demands. The Company is confident that the demands are likely to be deleted and accordingly no provision for liability has been recognized in the financial statements.

Note-(ii) The Company has imported capital goods under the EPCG scheme to utilize the benefit of zero or concessional custom duty rate. Also, the Company has imported raw materials under the advance licence scheme. These benefits are subject to future exports within stipulated time.

c) Capital Commitment

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹ 7,425.17 Lakhs (March 31, 2022 ₹ 4,174.26 Lakhs).

27 The Company has incurred premium expenses of ₹ 139.83 Lakhs (March 31, 2022 ₹ 139.83 Lakhs) on Key Man Insurance Policy and term plan policy of Chairman and Managing Director, Joint Managing Director and Whole-Time Director, which is included in insurance expenses.

28 During the year ended March 31, 2023 ₹ 1,084.63 Lakhs (March 31, 2022 ₹ 261.82 Lakhs) was recognised as an expense for inventories carried at net realisable value.

29 Segment Information

The Company has presented segment information in the consolidated financial statements which are presented in the same annual report. Accordingly, in terms of Paragraph 4 of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in these standalone financial statements.

30 Related Party disclosures

As required by Indian Accounting Standard - 24 "Related Parties Disclosures" the disclosure of transactions with related parties are given below :

A Relationships

(a) Subsidiaries

- Ratnamani INC, USA (Wholly Owned Foreign Subsidiary Company)
- Ravi Technoforge Pvt Ltd. (w.e.f. October 28, 2022)

(b) Key Management Personnel

- Mr. Prakash M. Sanghvi – Chairman and Managing Director
- Mr. Jayanti M. Sanghvi – Joint Managing Director
- Mr. Shanti M. Sanghvi – Whole-time Director
- Mr. Divyabhash C. Anjaria – Independent Director
- Mr. Pravinchandra M. Mehta – Independent Director
- Dr. Vinod M. Agrawal – Independent Director

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

- Smt. Nidhi G. Gadhecha – Independent Director
- Mr. Dhinal A. Shah – Independent Director (w.e.f. February 13, 2023)
- Mr. Sushil Solanki – Independent Director (w.e.f. February 13, 2023)
- Mr. Rajesh G. Desai – Independent Director (w.e.f. February 13, 2023)
- Mr. Vimal Katta – Chief Financial Officer
- Mr. Anil Maloo – Company Secretary

(c) Relatives of key management personnel

- Mr. Manoj P. Sanghvi (Son of Mr. Prakash M. Sanghvi)
- Mr. Prashant J. Sanghvi (Son of Mr. Jayanti M. Sanghvi)
- Mr. Nilesh P. Sanghvi (Son of Mr. Prakash M. Sanghvi)
- Mr. Jigar P. Sanghvi (Son of Mr. Prakash M. Sanghvi)
- Mr. Yash S. Sanghvi (Son of Mr. Shanti M. Sanghvi)

(d) Enterprises owned or significantly influenced by key management personnel or their relatives

- Ratnamani Marketing Private Limited
- Ratnatris Pharmaceuticals Pvt. Ltd.
- Comfit Valves Private Limited
- Ratnamani Techno Casts Private Limited
- Shree Mahavir Education Trust
- JITO Ahmedabad Education Trust
- Ratnaflex Engineering Private Limited
- Laxmiraj Distributors Private Ltd.
- Ratanakar Wire Private Ltd.
- Aerolam Decorative LLP
- Jubilant Piping Solutions Pvt. Ltd.
- Metal Udyog (India)
- Aurum Alloys & Engineering LLP.
- Chandulal M. Shah & Co. (w.e.f. February 13, 2023)

B The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Rent Expense		
- Ratnamani Marketing Private Limited	3.16	3.00
Marketing support charges paid		
- Ratnamani INC., USA	164.65	142.91
Rent Income		
- Ratnatris Pharmaceuticals Pvt. Ltd.	1.07	5.83
- Ratnaflex Engineering Pvt Ltd.	2.32	2.10
Other Income		
- Ratnatris Pharmaceuticals Pvt. Ltd.	0.56	0.18
Other Purchases		
- Ratnaflex Engineering Pvt Ltd.	7.24	-
- Aurum Alloys & Engineering LLP.	1.44	-
Consultancy Fees		
- Chandulal M. Shah & Co. (w.e.f. February 13, 2023)	1.00	-
Purchases of goods		
- Laxmiraj Distributors Private Ltd.	44.43	12.72
- Ratanakar Wire Private Ltd.	41.78	6.45
- Aerolam Decorative LLP	-	5.57
- Jubilant Piping Solutions Pvt. Ltd.	33.24	2.55
- Ratnaflex Engineering Pvt Ltd.	0.37	-
- Aurum Alloys & Engineering LLP.	1.18	27.83
- Maniratna Stainless Pvt. Ltd.	6.60	-

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Sales		
- Comfit Valves Private Limited	7.34	1.92
- Ratnamani Techno Casts Private Limited	349.36	391.80
- Ratnaflex Engineering Private Limited	36.05	47.51
- Ratanakar Wire Private Ltd.	15.46	8.51
- Jubilant Piping Solutions Pvt. Ltd.	120.80	37.24
- Aurum Alloys & Engineering LLP.	-	17.03
CSR Activities		
- Shree Mahavir Education Trust	100.00	25.50
- JITO Ahmedabad Educational Trust	108.00	-
Remuneration to Key Management Personnel and their relatives (excluding commission and sitting fees) (refer note (a) below)	1,239.13	1,090.03
Commission		
- Mr. Prakash M. Sanghvi	2,160.00	1,500.00
- Mr. Jayanti M. Sanghvi	1,440.00	900.00
- Mr. Shanti M. Sanghvi	1,200.00	600.00
Commission (Non Executive Directors)		
- Mr. Divyabhash C. Anjaria	15.00	10.00
- Mr. Pravinchandra M. Mehta	15.00	10.00
- Dr. Vinod M. Agrawal	10.00	7.50
- Smt. Nidhi G. Gadhecha	10.00	5.00
Sitting Fees		
- Mr. Divyabhash C. Anjaria	6.80	6.40
- Dr. Vinod M. Agrawal	5.60	5.60
- Mr. Pravinchandra M. Mehta	5.20	4.40
- Smt. Nidhi G. Gadhecha	4.00	4.00

(₹ in Lakhs)

Outstanding as at year end	As at March 31, 2023	As at March 31, 2022
Receivable		
- Comfit Valves Private Limited	4.47	0.28
- Ratnamani Techno Casts Private Limited	66.07	85.41
- Ratnaflex Engineering Private Limited	0.68	27.51
- Jubilant Piping Solutions Pvt. Ltd.	29.04	41.54
Payable		
- Ratnamani INC., USA	50.53	84.78
- Ratanakar Wire Private Ltd.	2.05	0.83
- Aerolam Decorative LLP	-	0.12
- Jubilant Piping Solutions Pvt. Ltd.	0.69	-
- Mr. Prakash M. Sanghvi	2,168.83	1,506.71
- Mr. Jayanti M. Sanghvi	1,447.53	905.67
- Mr. Shanti M. Sanghvi	1,206.33	604.90
- Mr. Divyabhash C. Anjaria	13.50	9.00
- Mr. Pravinchandra M. Mehta	13.50	9.00
- Dr. Vinod M. Agrawal	9.00	6.75
- Smt. Nidhi G. Gadhecha	9.00	4.50
- Mr. Manoj P. Sanghvi	3.34	2.61
- Mr. Prashant J. Sanghvi	3.02	2.58
- Mr. Nilesh P. Sanghvi	2.61	2.00
- Mr. Jigar P. Sanghvi	1.87	1.42
- Mr. Yash S. Sanghvi	1.45	1.10
- Mr. Ravi P. Sanghvi	2.63	-
- Mr. Vimal Katta	2.04	3.37
- Mr. Anil Maloo	1.24	1.01

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

Note (a) : The remuneration to the key managerial personnel does not include the provisions made for gratuity, as it is determined on an actuarial basis for the Company as a whole.

Terms and conditions of transactions with related parties

Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31 2023 and March 31 2022, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken at each financial year through examining the financial position of the related party and the market in which the related party operates.

31 Earnings Per Share (EPS):

Particulars		Year Ended March 31, 2023	Year Ended March 31, 2022
Profit for the year	(₹ in Lakhs)	51,403.17	32,239.25
Weighted average no. of shares for EPS computation for basic and diluted EPS	(Nos. in Lakhs)	700.92	700.92
Earnings per share (basic and diluted)	(₹)	73.34	46.00
Nominal value of shares	(₹)	2.00	2.00

Pursuant to the recommendation by the Board in its meeting held on May 18, 2022, and approval granted by the Shareholders of the Company on June 22, 2022 by Postal Ballot through remote e-voting, the Company has issued 2,33,64,000 fully paid-up bonus equity shares having face value of ₹ 2/-each in the ratio of 1:2 i.e. one bonus equity share for two fully paid up equity shares. Consequent to the bonus issue, the total paid-up share capital has increased to ₹ 1,401.84 Lakh from ₹ 934.56 Lakh. Accordingly, as per Ind AS 33 - Earning per share, the calculation of basic and diluted earnings per share for previous period presented has been adjusted and restated.

32 Hedging activities and derivatives

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk. Following are the Derivative instruments at year end not designated as hedging instrument:

Sr. No.	Particulars	31-03-2023 Amount (₹ In Lakhs)	31-03-2023 Foreign Currency (In Lakhs)	31-03-2022 Amount (₹ In Lakhs)	31-03-2022 Foreign Currency (In Lakhs)	Purpose
1	Forward Contracts (USD Sale)	3,494.22	USD 42.50	2,675.21	USD 35.00	Hedging of foreign currency sale
2	Forward Contracts (EURO Sale)	224.02	EURO 2.50	-	-	Hedging of foreign currency sale

Derivatives designated as hedging instruments

Cash flow hedges

Foreign currency risk:

Foreign exchange forward contracts are designated as hedging instruments in cash flow hedging against principal and interest repayment of external commercial borrowings. The foreign exchange forward contract balances vary with the level of expected foreign currency fluctuations and changes in foreign exchange forward rates.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

The Company is holding the following foreign exchange Contracts designated as cash flow hedges:

Sr. No.	Particulars	Maturity Notional Amount (USD in Lakhs) 2023-24	2024-25	Purpose
1	Currency and interest rate swap	52.13	13.02	Hedging of principal and interest repayment of external commercial borrowings.

The impact of the hedging instruments on the balance sheet is as follows:

Sr. No.	Particulars	31-03-2023 Notional Amount (in Lakhs)	31-03-2023 Carrying Amount (in Lakhs)	31-03-2022 Notional Amount (in Lakhs)	31-03-2022 Carrying Amount (in Lakhs)	Line item in the balance sheet
1	Currency and interest rate swaps	USD 65.16	652.03	USD 117.28	195.37	Other financial (Liabilities)/Assets

The cumulative effective portion of gains or losses arising from changes in fair value of hedging instruments designated as cash flow hedges are recognised in cash flow hedge reserve. Such changes recognised are reclassified to the statement of profit and loss when the hedged item affects the profit or loss or are included as an adjustment to the cost of the related non-financial hedged item. The Company has designated certain foreign currency forward contracts, interest rate swaps and interest rate caps and collars as cash flow hedges in respect of foreign exchange and interest rate risks.

The details of other comprehensive income recognised during the year is as below:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Fair value changes recognised during the year	456.66	594.43
Fair value changes reclassified to profit and loss/cost of hedged items	(212.08)	(184.48)
Tax impact on above	(61.56)	(103.18)
	183.02	**306.77**

During the year, ineffective portion of cash flow hedges recognised in the statement of profit and loss amounted to Nil (2021-22: Nil).

33 Financial Instruments, Fair Value Measurements, Financial Risk and Capital Management

33.1 Category-wise Classification of Financial Instruments:

(₹ in Lakhs)

Particulars	Refer Note	As at 31-03-2023 Fair Value through OCI	Fair Value through profit or loss	Amortised cost	Carrying Value
Financial assets					
Investments in unquoted equity shares of subsidiary company	4	-	-	10,847.86	10,847.86
Investments in quoted mutual funds	4	-	13,512.37	-	13,512.37
Trade receivables	6	-	-	96,692.73	96,692.73
Cash and cash equivalents	7	-	-	3,345.40	3,345.40
Loans	4	-	-	23.56	23.56
Other financial assets	4	652.03	22.40	3,515.26	4,189.69
Total		**652.03**	**13,534.77**	**1,14,424.81**	**1,28,611.61**
Financial liabilities					
Borrowings	11	-	-	15,044.44	15,044.44
Trade payables	13	-	-	32,809.15	32,809.15
Lease liabilities	26(a)	-	-	861.68	861.68
Other financial liabilities	14	-	1,193.95	2,280.65	3,474.60
Total		**-**	**1,193.95**	**50,995.92**	**52,189.87**

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Refer Note	As at 31-03-2022			
		Fair Value through OCI	Fair Value through profit or loss	Amortised cost	Carrying Value
Financial assets					
Investments in unquoted equity shares of subsidiary company	4	-	-	6.08	6.08
Investments in quoted mutual funds	4	-	10,854.48	-	10,854.48
Trade receivables	6	-	-	60,075.53	60,075.53
Cash and cash equivalents	7	-	-	4,248.14	4,248.14
Loans	4	-	-	24.71	24.71
Other financial assets	4	195.37	-	2,910.22	3,105.59
Total		**195.37**	**10,854.48**	**67,264.68**	**78,314.53**
Financial liabilities					
Borrowings	11	-	-	14,828.25	14,828.25
Trade payables	13	-	-	31,496.79	31,496.79
Derivatives	14	-	9.94	-	9.94
Lease liabilities	26 (a)	-	-	918.38	918.38
Other financial liabilities	14	-	-	2,510.22	2,510.22
Total		**-**	**9.94**	**49,753.64**	**49,763.58**

33.2 Category-wise Classification of Financial Instruments:

The financial instruments are categorised in to three levels, based on the inputs used to arrive at fair value measurement as described bellow :

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

- Level 3 — Inputs based on unobservable market data.

Valuation Methodology

Financial instruments are initially recognised and subsequently re-measured at fair value as described below :

The fair value of investment in quoted Mutual Funds is measured at quoted price/ NAV.

The derivatives are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity.

Fair value of put option is valued based on the valuation report

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

(a) Quantitative disclosures of fair value measurement hierarchy for financial assets and financial liabilities

The following table provides the fair value measurement hierarchy of the Company's financial assets and liabilities:

(₹ in Lakhs)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Quoted price in active markets (Level 1)	Significant observable Inputs (Level 2)	Significant unobservable Inputs (Level 3)	Quoted price in active markets (Level 1)	Significant observable Inputs (Level 2)	Significant unobservable Inputs (Level 3)
Financial Assets						
Investments in quoted mutual funds (measured at FVTPL)	13,512.37	-	-	10,854.48	-	-
Total	**13,512.37**	**-**	**-**	**10,854.48**	**-**	**-**
Financial Liabilities						
Foreign exchange forward contracts USD (measured at FVTPL)	-	3,494.22	-	-	2,675.21	-
Foreign exchange forward contracts EURO (measured at FVTPL)	-	224.02	-	-	-	-
Foreign exchange USD (measured at FVTOCI) - foreign currency and interest rate swap	-	5,356.94	-	-	8,890.75	-
Fair value of put option (based on valuation report)*	-		1,193.95	-	-	-
Total	**-**	**9,075.18**	**1,193.95**	**-**	**11,565.96**	**-**

There have been no transfers between Level 1 and Level 2 during the period.

* The options have been valued by applying the Black & Scholes Model considering risk free rate of 7.22% and 7.19% having time to maturity of 1.25 years and 4.25 years respectively and annualised volatility of 42.23%.

(b) Financial Instrument measured at Amortised Cost

The management assessed that cash and cash equivalents, other bank balances, trade receivables, other financial assets, trade payables, bank overdrafts, investments and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

34 Financial instruments risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise borrowings and trade & other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's principal financial assets include investments, loans given, trade and other receivables and cash & term deposits that derive directly from its operations.

The Company's activities expose it to market risk, credit risk and liquidity risk. In order to minimise any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge certain foreign currency exposures and interest rate swaps to hedge certain variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading / speculative instruments.

The Company's risk management is carried out by the corporate finance under policies approved by the Board of directors. The corporate finance identifies, evaluates and hedges financial risks in close co-operation with the Company's Business Heads. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments and investment of excess liquidity.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

The corporate finance function reports quarterly to the Company's Audit committee, that monitors risks and policies framed to mitigate risk exposures.

(a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, deposits, Investments, trade and other receivables, trade and other payables and derivative financial instruments.

The potential economic impact, due to these assumptions and current situation, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of Profit and Loss may differ materially from these estimates due to actual developments in the global financial markets.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to changes in market interest rates due to financing, investing and cash management activities. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates and period of borrowings. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowing. In certain cases the Company enters into interest rate swap contracts or interest rate future contracts to manage its exposure to changes in the underlying benchmark interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Company's profit and equity for the year ended March 31, 2023 would (decrease)/increase by ₹ 27.33 Lakhs (March 31, 2022: ₹ 33.58 Lakhs). This is mainly attributable to variable interest rates on long term borrowings.

ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the recognised underlying assets/liabilities and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The carrying amounts of the Company's foreign currency denominated monetary items are as follows:

(₹ in Lakhs)

Currency	Liabilities		Assets	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
USD	7,833.19	8,192.11	3,215.18	10,621.36
EURO	1,874.50	2,215.79	4,270.42	1,984.20

The above table represents total exposure of the Company towards foreign exchange denominated assets and liabilities. The details of exposures hedged using forward exchange contracts are given as a part of note 32.

The Company is mainly exposed to changes in USD and EURO. The below table demonstrates the sensitivity to a 1% increase or decrease in the USD and EURO against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 1% represents management's assessment of reasonably possible change in foreign exchange rate.

(₹ in Lakhs)

Currency	Impact on Profit before tax		Impact on Equity	
	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022
a) USD Sensitivity				
RUPEES / USD – Increase by 1%	46.18	24.64	34.56	18.44
RUPEES / USD – Decrease by 1%	(46.18)	(24.64)	(34.56)	(18.44)
b) EURO Sensitivity				
RUPEES / EURO – Increase by 1%	21.98	2.27	16.45	1.70
RUPEES / EURO – Decrease by 1%	(21.98)	(2.27)	(16.45)	(1.70)

iii) Other price risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments and bonds. The Company is exposed to price risk arising mainly from investments in mutual funds recognised at FVTPL. As at March 31 2023 the carrying value of such instruments recognised at FVTPL amounts to ₹ 13,512.37 Lakhs (March 31 2022 ₹ 10,854.48 Lakhs). The details of such investments in mutual funds is given in note 4.

The management expects that the exposure to risk of changes in market rates of these mutual funds is minimal.

(b) Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments. Credit risk arising from investment in mutual funds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies.

Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive evaluation and individual credit limits are defined in accordance with this assessment.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

Concentrations of Credit Risk form part of Credit Risk

During the year ended March 31, 2023, sales to a customer approximated ₹ 65,076.55 Lakhs (or 14.89 % of net revenue) and during the year ended March 31 2022, sales to such customer approximated ₹ 51,451.98 Lakhs (or 16.39 % of net revenue). Accounts receivable from such customer approximated ₹ 24,607.63 Lakhs (or 25.45 % of total receivables) at March 31, 2023 and ₹ 5,164.63 Lakhs (or 8.60 % of total receivables) at March 31, 2022. A loss of this customer could significantly affect the operating results or cash flows of the Company.

The Company generally extends a credit period of 0 to 180 days.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

The reconciliation of ECL is as follows :

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	11.28	25.66
Add: Allowance for the year based on ECL	118.07	(3.65)
Less: Utilisation for the year based on ECL	(1.18)	(10.73)
Total provision based on ECL	**128.17**	**11.28**

(c) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including, debt and overdraft / credit facilities from both domestic and international banks at an optimised cost. It also enjoys strong access to domestic capital markets across equity.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual payments:

(₹ in Lakhs)

Particulars	Carrying amount	Less than 1 year	1 to 5 years	More than 5 year	Total
Year ended March 31, 2023					
Interest bearing borrowings*	15,044.44	11,198.44	4,965.62	-	16,164.06
Trade payables	32,809.15	32,216.98	592.17	-	32,809.15
Lease liabilities	861.68	111.23	694.25	56.20	861.68
Other financial liabilities	3,474.60	2,280.65	1,193.95	-	3,474.60
Year ended March 31, 2022					
Interest bearing borrowings*	9,626.82	1,435.61	11,436.24	-	12,871.85
Trade payables	31,496.79	31,424.24	72.55	-	31,496.79
Derivatives	9.94	9.94	-	-	9.94
Lease liabilities	918.38	112.91	724.98	80.49	918.38
Other financial liabilities	2,520.16	2,520.16	-	-	2,520.16

* The table has been drawn up based on the undiscounted contractual maturities of the financial liabilities including interest that will be paid on those liabilities upto the maturity of the instruments.

35 Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds into various investment options.

The Company estimates the amount of capital required on the basis of annual business and long term operating plans which includes capital and other strategic investments. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

As at March 31, 2023, the Company meets its capital requirement through equity and borrowings from banks. The Company monitors its capital and debt on the basis of debt to equity ratio.

The debt equity ratio of the reporting period is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	15,044.44	14,828.25
Total Equity	269,876.15	224,693.42
Debt Equity Ratio	0.06	0.07

The Company's capital management amongst other things, aims to ensure that it meets financials covenants attached to borrowings.

36 Disclosure of significant interest in subsidiaries as per paragraph 17 of Ind AS 27

Name of Entity	Principal activities	Country of Incorporation	Ownership % As at March 31, 2023	Ownership % As at March 31, 2022
Ratnamani INC	Trading of goods	United States of America	100%	100%
Ravi Technoforge Pvt. Ltd.	Manufacturing of Bearing Rings	India	53%	-

Note : Method of accounting investment in subsidiary is at cost.

37 Schedule of government grant : (refer note 15)

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance of Grant	-	-
Grant received during the year	532.79	-
Amortised to the statement of profit & loss	(0.87)	-
Closing balance of Grant	**531.92**	**-**
Current	19.23	-
Non-current	512.69	-
Total	**531.92**	**-**

38 The code of Social Security, 2020 ('Code') relating to employee benefits during the employment and post-employment received Presidential assent in September 2020 and its effective date is yet to be notified. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the financial impact once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective.

39 The search operations were carried out by the Income Tax Department at the Offices & Plants of the Company during the period from November 23, 2021, to November 27, 2021. The company does not foresee any material impact on the current or future business operations on outcome thereof.

40 Events after the reporting period

The Company evaluates events and transactions that occur subsequent to the Balance Sheet date but prior to the approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of May 10, 2023, other than those disclosed and adjusted elsewhere in these financial statements, there were no further subsequent events to be reported or recognised.

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

41 Ratio Analysis and its elements

(₹ in Lakhs)

Sr. No.	Ratio	Numerator	Denominator	March 31 2023	March 31 2022	% change	Reason for variance
1	Current Ratio (times)	Current Assets	Current Liabilities	3.21	3.47	-7.43%	-
2	Debt- Equity Ratio (times)	Total Debt	Shareholder's Equity	0.06	0.07	-15.53%	-
3	Debt Service Coverage Ratio (times)	Net Profit after Taxes+ Depreciation+ Interest	Interest+Lease payments+Prinipal repayments	34.17	6.07	462.57%	Improvement in EBIDTA and payment of instalments relating to long term borrowings.
4	Return on Equity Ratio (%)	Net Profit after Taxes	Shareholder's Equity	20.79%	15.23%	36.49%	Improvement on account of increase in net profit during the year.
5	Inventory Turnover Ratio (times)	Revenue from operations	Average Inventory	3.79	3.81	-0.46%	-
6	Trade Receivable Turnover Ratio (times)	Revenue from operations	Average Trade Receivable	1.39	1.56	-10.65%	-
7	Trade Payable Turnover Ratio (times)	Net Credit Purchases	Average Trade Payables	2.30	2.48	-7.46%	-
8	Net Capital Turnover Ratio (times)	Revenue from operations	Working capital = Current assets – Current liabilities	2.63	2.25	17.08%	-
9	Net Profit Ratio (%)	Net Profit after Taxes	Revenue from operations	11.76%	10.27%	14.52%	-
10	Return on Capital Employed (%)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + DTL	24.57%	18.39%	33.62%	Improvement on account of increase in EBIT during the year.
11	Return on Investment (%)	Income Earned on investments	Weighted Average Investment	5.05%	3.96%	27.53%	Improvement in return on investment is in line with fair market value of investments.

42 Other statutory information

i) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

ii) No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.

iii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

iv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries."

Notes to Standalone Financial Statements (Contd.)

For the year ended March 31, 2023

v) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

vi) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

vii) The Company does not have any transactions with companies which are struck off.

viii) The Company has not entered with any Scheme(s) of arrangement in terms of sections 230 to 237 of the Companies Act, 2013.

43 Figures of previous year's have been regrouped, wherever considered necessary to make them comparable to current year's figures.

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

Independent Auditor's Report

To the Members of **Ratnamani Metals & Tubes Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Ratnamani Metals and Tubes Limited (the "Holding Company"), and its subsidiaries (the Holding Company and the subsidiaries together referred to as the "Group") which comprise the consolidated Balance Sheet as at March 31, 2023, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act"), in the manner so required, and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Independent Auditor's Report (Contd.)

S. No.	Key Audit Matter	Auditor's Response
1.	**Recoverability of Trade Receivables** Year-end outstanding trade receivables represent balance outstanding from domestic and export customers. Trade receivables by nature carry certain risks in general which include overdue balances, customers in weaker economic and geopolitical environment, customer's ability to pay, provision in relation to expected credit loss, assessment of recovery process and compliance with risk management controls. Procedures to mitigate such risks include element of management judgement and are important to assess recoverability of trade receivables. Trade receivables has been considered a key audit matter in the audit due to size of the outstanding balances of trade receivables amounting to ₹ 1,00,922.17 Lakh (Refer Note 06 of Financial Statements)	Our Audit procedures included: • Understood and tested on a sample basis the design and operating effectiveness of management control over the customer acceptance process, collection and the assessment of the recoverability of receivable. • Tested on a sample basis the ageing of trade receivables at year end. • In respect of material trade receivables, inspected relevant contracts and correspondence with the customers. • In respect of material trade receivables balances which are past due, additional procedures were performed to evaluate their historical payment trends, terms & conditions of customer contracts and assessed expected credit loss assessment provided and impact considered by the management. • Assessing the reasonability of judgments exercised and estimates made by management in recognition of these receivables and validating them with corroborating evidence. • Compared the collateral in the nature of bank guarantee/ letter of credits provided by customers. • Obtained confirmations from customers on sample basis to support existence assertion of trade receivables. • Evaluated the level of provisions made by management for trade receivables.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to the Board's Report, Management Discussion and Analysis, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditors' responsibilities relating to other Information'. We have nothing to report in this regard.

Management's responsibility for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, including total comprehensive income, changes in equity and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act and the rules thereunder, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting

Independent Auditor's Report (Contd.)

policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management and Board of Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management or Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the respective companies included in the Group are also responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work: and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Independent Auditor's Report (Contd.)

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The Consolidated Financial Statements include the audited financial results and other financial information, in respect of one subsidiary, whose financial statements include total assets of ₹ 24,784.97 Lakh as at March 31, 2023, total revenues of ₹ 10,585.15 Lakh for the period October 28, 2022 to March 31, 2023 and total net profit after tax of ₹ 382.60 Lakh for the period October 28, 2022 to March 31, 2023, and total comprehensive income of ₹ 382.60 Lakh, and net cash inflows of ₹ 1.91 Lakh as at March 31, 2023, as considered in the Consolidated Financial Statements which have been audited by its respective independent auditor. The independent auditor's report on the financial statements of this entity has been furnished to us by the Management and our opinion on the Consolidated Financial Statements in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the reports of such auditor and the procedures performed by us as stated in paragraph above.

Our opinion above on the Consolidated Financial Statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

Report on other legal and regulatory requirements

1. As required by section 143(3) of the Act, based on our audit, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Holding Company so far as it appears from our examination of those books.

   (c) The consolidated Balance Sheet as at March 31, 2023, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the consolidated financial statements comply with the Ind AS specified under section 133 of the Act and the Rules thereunder, as amended.

   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023, taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company with reference to the consolidated financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A' to this report.

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of sub-section (16) of Section 197 of the Act, as amended, we report that to the best of our information and according to the explanations given to us, remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

   (h) With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      (i) The Holding Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements. Please refer Note No. 26(b).

      (ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

      (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

Independent Auditor's Report (Contd.)

(iv) (a) The management of the Holding Company has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management of the Holding Company has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the Group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as provided in (a) and (b) above, contain any material misstatement.

(v) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 10 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members of the Holding Company at the ensuing Annual General Meeting. The dividend declared is in accordance with section123 of the Act to the extent it applies to declaration of dividend.

(vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and its subsidiaries, which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and by the auditors of one of its subsidiary included in the consolidated financial statements of the Holding Company, we report that there are no qualifications or adverse remarks in these CARO reports.

For **Kantilal Patel & Co.**,
Chartered Accountants
Firm's Registration No.: 104744W

Jinal A. Patel
Partner
Membership No.: 153599
UDIN : 23153599BGVAXT3516

Place: Ahmedabad
Date: May 10, 2023

Annexure A to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Ratnamani Metals and Tubes Limited

(Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' section of our report of even date to the members of Ratnamani Metals and Tubes Limited)

Report on the internal financial controls with reference to the consolidated financial statements under section 143(3)(i) of the Act

We have audited the internal financial controls over financial reporting of the Holding Company as of March 31, 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Holding Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the SAs prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those SAs and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to the consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to the consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to the consolidated financial statements.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to the consolidated financial statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Kantilal Patel & Co.**,
Chartered Accountants
Firm's Registration No.: 104744W

Jinal A. Patel
Partner
Membership No.: 153599
UDIN : 23153599BGVAXT3516

Place: Ahmedabad
Date: May 10, 2023

Consolidated Balance Sheet

As at March 31, 2023

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,10,236.61	87,352.66
Capital work-in-progress	3	10,107.55	10,679.23
Goodwill	37	1,863.97	-
Intangible assets	3	86.25	110.64
Financial assets	4		
Loans		4.77	5.48
Other financial assets		1,292.67	340.68
Other non-current assets	8	1,139.55	1,287.24
Total non-current assets		**1,24,731.37**	**99,775.93**
Current assets			
Inventories	5	1,25,917.36	1,11,197.17
Financial assets			
Investments	4	13,512.37	10,854.48
Trade receivables	6	1,00,922.17	60,075.53
Cash and cash equivalents	7 (a)	3,412.34	4,378.00
Other balances with banks	7 (b)	0.25	-
Loans	4	26.37	19.23
Other financial assets	4	3,395.80	2,764.91
Other current assets	8	6,110.26	7,182.76
Total current assets		**2,53,296.92**	**1,96,472.08**
TOTAL ASSETS		**3,78,028.29**	**2,96,248.01**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	9	1,401.84	934.56
Other equity	10	2,58,988.59	2,23,897.03
Equity attributable to owners of the Company		**2,60,390.43**	**2,24,831.59**
Non Controlling Interest		7,206.95	-
Total equity		**2,67,597.38**	**2,24,831.59**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	11	5,723.61	9,626.82
Lease liabilities	26 (a)	1,170.33	805.47
Other financial liabilities	14	9,738.87	211.65
Deferred tax liabilities (net)	12	6,998.13	4,203.10
Other non current liabilities	15	723.90	-
Total - non-current liabilities		**24,354.84**	**14,847.04**
Current liabilities			
Financial liabilities			
Borrowings	11	16,694.38	5,201.43
Lease liabilities	26 (a)	111.23	112.91
Trade payables	13		
Total outstanding dues of micro enterprises and small enterprises		1,037.60	1,120.70
Total outstanding dues of creditors other than micro enterprises and small enterprises		36,381.56	30,327.89
Other financial liabilities	14	2,304.09	2,308.51
Other current liabilities	15	25,877.93	16,472.65
Provisions	16	275.80	216.69
Current tax liabilities (net)	17	3,393.48	808.60
Total - current liabilities		**86,076.07**	**56,569.38**
Total liabilities		**1,10,430.91**	**71,416.42**
TOTAL EQUITY AND LIABILITIES		**3,78,028.29**	**2,96,248.01**
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the consolidated financial statements			

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

Consolidated Statement of Profit and Loss

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Notes	Year Ended March 31, 2023	Year Ended March 31, 2022
INCOME			
Revenue from operations	18	4,47,440.30	3,13,877.72
Other income	19	3,268.50	3,770.22
Total income		**4,50,708.80**	**3,17,647.94**
EXPENSES			
Cost of raw materials and components consumed	20	3,08,607.89	2,32,463.48
Changes in inventories of finished goods and work-in-progress	21	(14,041.98)	(22,075.00)
Employee benefits expenses	22	20,923.14	15,914.05
Finance costs	23	3,119.19	2,135.82
Depreciation and amortisation expenses	3	8,334.05	8,020.72
Other expenses	24	54,412.59	38,094.56
Total expenses		**3,81,354.88**	**2,74,553.63**
Profit before tax		**69,353.92**	**43,094.31**
TAX EXPENSE			
Current tax	12	17,561.85	10,822.67
Excess provision for current tax of earlier years		(96.97)	(158.74)
Deferred tax	12	661.20	165.93
Total tax expense		**18,126.08**	**10,829.86**
Net profit for the year		**51,227.84**	**32,264.45**
Other comprehensive income			
a) Items that will not be reclassified to profit and loss in subsequent periods			
Re-measurement gain on defined benefit plans		185.10	56.39
Income tax effect		(46.59)	(14.19)
		138.51	**42.20**
b) Items that will be reclassified to profit and loss in subsequent periods			
Net movement in cash flow hedge reserve		244.58	409.94
Income tax effect		(61.56)	(103.18)
		183.02	**306.76**
Exchange differences on translation of foreign operations		12.55	4.08
		195.57	**310.84**
Total other comprehensive income for the year, net of tax		**334.08**	**353.04**
Total comprehensive income for the year, net of tax		**51,561.92**	**32,617.49**
Net profit for the period attributable to:			
Owners of the group		51,048.02	32,264.45
Non Controlling Interest		179.82	-
Total other comprehensive income for the period attributable to:			
Owners of the group		334.08	353.04
Non Controlling Interest		-	-
Total comprehensive income for the period attributable to:			
Owners of the group		51,382.10	32,617.49
Non Controlling Interest		179.82	-
Earnings per equity share [nominal value per share ₹ 2/- (March 31, 2022: ₹ 2/-)]	31		
Basic & Diluted		73.09	46.04
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the consolidated financial statements			

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

Consolidated Statement of Change in Equity

For the year ended March 31, 2023

A. Equity Share Capital

Equity shares of ₹ 2 each issued, subscribed and fully paid	No. in Lakhs	₹ in Lakhs
As at April 1, 2021	467.28	934.56
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance as at April 1, 2021	467.28	934.56
Issue of Equity Share Capital	-	-
As at March 31, 2022	**467.28**	**934.56**
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance as at April 1, 2022	467.28	934.56
Bonus Issue of Equity shares	233.64	467.28
As at March 31, 2023	**700.92**	**1,401.84**

B. Other Equity (refer note-10)

(₹ in Lakhs)

Particulars	Reserves & Surplus					Other Comprehensive Income		Total Other Equity attributable to the owners of the Company	Non controlling interests	Total
	Securities Premium	Capital Reserve	Amalgamation Reserve	General Reserve	Retained Earnings	Cash Flow Hedge Reserve	Foreign Currency Translation Reserve			
As at April 1, 2021	2,279.06	490.04	392.11	72,625.16	1,22,522.42	(506.69)	19.36	1,97,821.46	-	1,97,821.46
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2021	2,279.06	490.04	392.11	72,625.16	1,22,522.42	(506.69)	19.36	1,97,821.46	-	1,97,821.46
Profit for the year	-	-	-	-	32,264.45	-	-	32,264.45	-	32,264.45
Other Comprehensive Income :										
Re-measurement loss on defined benefit plans (net of tax)	-	-	-	-	42.20	-	-	42.20	-	42.20
Foreign currency translation reserve	-	-	-	-	-	-	4.08	4.08	-	4.08
Net movement in cash flow hedge reserve (net of tax)	-	-	-	-	-	306.76	-	306.76	-	306.76
Dividend paid (refer note-10)	-	-	-	-	(6,541.92)	-	-	(6,541.92)	-	(6,541.92)
As at March 31 2022	**2,279.06**	**490.04**	**392.11**	**72,625.16**	**1,48,287.15**	**(199.93)**	**23.44**	**2,23,897.03**	**-**	**2,23,897.03**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2022	2,279.06	490.04	392.11	72,625.16	1,48,287.15	(199.93)	23.44	2,23,897.03	-	2,23,897.03
Redemption liability of non-controlling interest as at March 31, 2023	-	-	-	-	(9,281.29)	-	-	(9,281.29)	-	(9,281.29)
Addition on account of acquisition of Subsidiary (refer note 37)	-	-	-	-	-	-	-	-	7,027.13	7,027.13
Profit for the year	-	-	-	-	51,048.02	-	-	51,048.02	179.82	51,227.84
Other Comprehensive Income :										
Re-measurement gain on defined benefit plans (net of tax)	-	-	-	-	138.51	-	-	138.51	-	138.51
Foreign currency translation reserve	-	-	-	-	-	-	12.55	12.55	-	12.55
Net movement in cash flow hedge reserve (net of tax)	-	-	-	-	-	183.02	-	183.02	-	183.02
Utilisation on Issue of Bonus Equity Shares	(467.28)	-	-	-	-	-	-	(467.28)	-	(467.28)
Dividend paid (refer note-10)	-	-	-	-	(6,541.97)	-	-	(6,541.97)	-	(6,541.97)
As at March 31 2023	**1,811.78**	**490.04**	**392.11**	**72,625.16**	**1,83,650.42**	**(16.91)**	**35.99**	**2,58,988.59**	**7,206.95**	**2,66,195.54**

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

Consolidated Statement of Cash Flow

For the year ended March 31, 2023

(₹ in Lakhs)

	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
A:	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	69,353.92	43,094.31
	Adjustments to reconcile profit before tax to net cash flows:		
	Loss/(Gain) on Sale/Discard of property, plant and equipment & Capital Work-in-Progress (net)	29.77	(31.91)
	Depreciation and amortisation expense	8,334.05	8,020.72
	Interest income and fair value changes in financial instruments	(967.70)	(2,243.62)
	Fair Value right to sale liability	457.59	-
	Unrealised Foreign Exchange (Gain)	(246.43)	(196.32)
	Provision for doubtful debts	118.07	(3.65)
	Excess provision/liabilities no longer payable written back	(4.76)	(22.68)
	Interest expense	2,190.93	1,727.80
	Operating Profit before working capital changes	**79,265.44**	**50,344.65**
	Working capital adjustments:		
	(Increase) in trade receivables	(36,620.81)	(19,559.13)
	(Increase) in inventories	(9,566.51)	(57,508.46)
	Decrease in loans	71.86	5.27
	(Increase) in other financial assets	(650.50)	(1,339.58)
	Decrease/(Increase) in other non-financial assets	1,721.90	(5,475.41)
	Increase in trade payables	1,856.50	7,176.80
	Increase in other liabilities	8,805.33	10,516.96
	Increase/(Decrease) in other financial liabilities	439.45	(314.38)
	Increase in other non-current liabilities	439.57	-
	Increase in provisions	244.21	52.45
	Cash generated/(used in) from operations	**46,006.44**	**(16,100.83)**
	Direct taxes paid (net)	(14,959.17)	(12,199.32)
	Net Cash generated/(used in) from operating activities	**31,047.27**	**(28,300.15)**
B:	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipment and intangible assets (including CWIP and capital advances)	(14,188.59)	(14,446.57)
	Proceeds from sale of property, plant and equipment	423.48	80.27
	(Purchase) of non-current investments	(4,986.42)	-
	(Purchase)/Sales of current investments (net)	(2,657.89)	52,796.83
	Deposits With Banks (net)	(385.25)	1,140.00
	Interest Income	1,027.23	2,206.22
	Net Cash (used in)/generated from investing activities	**(20,767.44)**	**41,776.75**
C:	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Repayment of long term borrowings	(7,182.32)	(4,995.90)
	Proceed/(Repayment) of short term borrowings (net)	4,340.06	(79.61)
	Dividend paid	(6,541.92)	(6,541.92)
	Payment of principal portion of lease liabilities	(188.28)	(90.60)
	Interest paid (Including Interest Payment on lease liabilities)	(2,035.70)	(1,745.81)
	Net Cash (used in) from financing activities	**(11,608.16)**	**(13,453.84)**

Consolidated Statement of Cash Flow

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Net (Decrease)/increase in Cash and Cash Equivalents	**(1,328.33)**	**22.76**
Effect of Foreign currency translation reserve	12.55	4.08
Effect of Exchange difference on Cash and Cash equivalents held in foreign currency	(18.20)	(13.12)
Cash and Cash Equivalents at the beginning of the year	4,378.00	4,364.28
Add: Cash and Cash Equivalents upon acquisition of subsudiary	368.32	-
Cash and Cash Equivalents at the end of the year (refer note 7(a))	**3,412.34**	**4,378.00**

Notes :

a) The Consolidated Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS 7 on Cash Flow Statements notified under Section 133 of the Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).

b) Disclosure of change in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes are given below:

(₹ in Lakhs)

Particulars	As at April 1, 2021	Cash flows	Foreign exchange movement	Changes in Fair Value	Other Changes#	As at March 31, 2022
Long term borrowings	14,558.33	(5,116.00)	184.49	-	-	9,626.82
Short term borrowings	5,161.04	40.39	-	-	-	5,201.43
Interest	230.32	(1,745.81)	-	-	1,688.34	172.85
Lease liabilities	1,008.98	(90.60)	-	-	-	918.38
Total	**20,958.67**	**(6,912.02)**	**184.49**	**-**	**1,688.34**	**15,919.48**

Particulars	As at April 1, 2022	Additions on account of acquisition of subsidiary	Cash flows	Foreign exchange movement	Changes in Fair Value	Other Changes#	As at March 31, 2023
Long term borrowings	9,626.82	3,401.14	(7,516.43)	212.08	-	-	5,723.61
Short term borrowings	5,201.43	4,551.16	6,941.79	-	-	-	16,694.38
Interest	172.85	-	(2,035.70)	-	-	1,982.09	119.24
Lease liabilities	918.38	495.25	(188.28)	-	56.21	-	1,281.56
Total	**15,919.48**	**8,447.55**	**(2,798.62)**	**212.08**	**56.21**	**1,982.09**	**23,818.79**

Other changes in interest accrued represents accrual of Interest during the year.

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

Notes to Consolidated Financial Statements

For the year ended March 31, 2023

1. CORPORATE INFORMATION:

The consolidated financial statements comprise financial statements of Ratnamani Metals & Tubes Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended March 31, 2023. The Company is a public Company domiciled in India and incorporated under the provisions of the Companies Act, applicable in India. Its shares are listed on two stock exchanges in India. The registered office of the Company is located at 17, Rajmugat Society, Naranpura Char Rasta, Naranpura, Ahmedabad, Gujarat. The Company is engaged in the manufacturing of stainless steel pipes and tubes and carbon steel pipes at Kutch, Indrad and Chhatral in the state of Gujarat. The Company caters to both domestic and international markets.

The consolidated financial statements were authorized for issue in accordance with a resolution passed in Board Meeting held on May 10, 2023.

2. BASIS OF PREPARATION:

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) including the Companies (Indian Accounting Standards) Amendment Rules, 2019 and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements of the Group.

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments) and derivative financial instruments.

The consolidated financial statements are presented in ₹ and all values are rounded to the nearest Lakhs (₹ 00,000), except where otherwise indicated.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

a. PRINCIPLES OF CONSOLIDATION :

The consolidated financial statements comprise the financial statements of the Company and entities controlled by the Company and its subsidiaries as at March 31, 2023.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements;
- The Group's voting rights and potential voting rights;
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income are attributed to the equity holder of the parent of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The subsidiaries considered in the consolidated financial statements are:

Name of the Company	Country of Incorporation	% of Ownership interest as at March 31, 2023	% of Ownership interest as at March 31, 2022
Ratnamani INC	United States of America	100%	100%
Ravi Technoforge Pvt. Ltd.	India	53%	-

b. **BUSINESS COMBINATION AND GOODWILL:**

Acquisition of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in each business combination is measured at the aggregate of the acquisition date fair values of assets given, liabilities incurred by the Group to the former owners of the acquire and equity interests issued by the Group in exchange for control of the acquire. Acquisition related costs are recognised in the consolidated statement of profit and loss.

Goodwill arising on acquisition is recognised as an asset and measured at cost, being the excess of the consideration transferred in the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities assumed and contingent liabilities recognised. Where the fair value of the identifiable assets and liabilities exceed the cost of acquisition, after re-assessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve on consolidation.

Once control has been achieved, any subsequent acquisitions where the Group does not originally hold hundred percent interest in a subsidiary are treated as an acquisition of shares from non-controlling shareholders. The identifiable net assets are not subject to further fair value adjustments and the difference between the cost of acquisition of the non-controlling interest and the netbook value of the additional interest acquired is adjusted in equity. Business combinations arising from transfer of interests in entities that are under common control are accounted for using the pooling of interest method. The difference between any consideration transferred and the aggregate historical carrying values of assets and liabilities of the acquired entity are recognised in shareholders' equity.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

Goodwill:

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of the combination. Cash generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit's value may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying value of the unit, the impairment loss is allocated first to reduce the carrying value of any goodwill allocated to the unit and then to the other assets of the unit in proportion to the carrying value of each asset in the unit.

An impairment loss recognised for goodwill is not reversed in a subsequent period. On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of profit or loss on disposal.

c. **CURRENT VERSUS NON-CURRENT CLASSIFICATION:**

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

d. **FOREIGN CURRENCIES:**

The Group's consolidated financial statements are presented in ₹, which is also the Group's functional currency. The Group determines the functional currency and items included in the consolidated financial statements are measured using that functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded in the Group's functional currency at the exchange rates prevailing on the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are restated in the functional currency at the exchange rates prevailing on the reporting date of financial statements.

Exchange differences arising on settlement of such transactions and on translation of monetary items are recognised in the Consolidated Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates on the dates of the initial transactions.

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

e. FAIR VALUE MEASUREMENT:

The Group measures financial instruments, such as, derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's Management determines the policies and procedures for both recurring fair value measurement, such as derivative financial instruments and unquoted financial assets measured at fair value, and for non-recurring fair value measurement.

External valuers are involved for valuation of significant assets, such and unquoted financial assets. Involvement of external valuers is decided upon annually by the Management after discussion with and approval by the Group's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management, in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant accounting judgements, estimates and assumptions (refer note 33 and 34)
- Quantitative disclosures of fair value measurement hierarchy (refer note 33.2)
- Financial instruments (including those carried at amortised cost) (refer note 33.1)

f. PROPERTY, PLANT AND EQUIPMENT (PPE):

PPE and Capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price and borrowing costs if capitalization criteria are met, the cost of replacing part of the property, plant and equipment and directly attributable cost of bringing the asset to its working condition for the intended use. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of fixed assets are required to be replaced at intervals, the Group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major overhauling is performed, its cost is recognized in the carrying amount of the PPE as a replacement if the recognition criteria are satisfied. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of parts replaced, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

CWIP comprises of cost of PPE that are yet not installed and not ready for their intended use at the Balance Sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if applicable.

The Group calculates depreciation on items of property, plant and equipment on a straight-line basis using the rates arrived at based on the useful lives defined under Schedule II of the Companies Act, 2013, except in respect of following fixed assets:

(i) Long Term Lease hold land is amortised over a period of 99 years, being the lease term.

(ii) Furnace and X-ray machines are depreciated at an annual rate of 20% to bring the depreciation rates in line with the useful life of assets as estimated by the Technical Team of the Group.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

g. INTANGIBLE ASSETS:

Intangible Assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost, less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets in the form of softwares are amortised on a straight-line basis over six years. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

h. BORROWING COSTS:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

i. IMPAIRMENT OF NON-FINANCIAL ASSETS:

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

j. LEASES:

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Group as a lessee:

I. Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Assets	Estimated Useful Life
Right-of-use of office premises and leasehold land and P&M	Over the balance period of lease agreement

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in relating to Impairment of non-financial assets.

II. Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

III. Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment, offices and windmills (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value amounting to ₹2 Lakhs. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

IV. Leases previously classified as finance leases

The Group did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for lease previously classified as finance leases, i.e. the right to use of assets and lease liabilities equal to the lease assets and liabilities recognised under Ind AS 17. The requirements of Ind AS 116 was applied to those leases from April 1, 2019.

k. FINANCIAL INSTRUMENTS:

A Financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section 2.1(l) Revenue from contracts with customers.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Financial assets instruments at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL) (Derivatives and Equity Instruments)

Financial assets at amortised cost (debt instruments)

A 'financial assets' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade, loans and other receivables.

Financial Assets at FVTOCI

Financial assets that meet the following conditions are measured initially as well as at the end of each reporting date at fair value, recognised in other comprehensive income (OCI).

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

b) The contractual terms of the asset that give rise on specified dates to cash flows that represent solely payment of principal and interest.

Financial Assets at FVTPL

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes derivative instruments and investments in equity instruments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on such investments are recognised in the statement of profit and loss when the right of payment has been established.

Financial Assets included within the FVTPL category are measured at fair value with all changes recognized in the consolidated statement of Profit and Loss.

Equity investments

Investments in subsidiaries are measured at cost as per Ind AS 27 - Separate Financial Statements. All equity investments in scope of Ind AS 109 are measured at fair value. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

Further disclosures relating to impairment of financial assets are also provided in the following notes:

- Disclosures for significant assumptions – see note 2.2
- Financial Assets at FVTPL – see note 2.1 (j)
- Trade receivables and contract assets – see note 6 and 2.1(l)

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

Under the simplified approach the Group does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Lifetime ECL are the expected credit losses resulting from all possible default over the expected life of a financial instrument.

The Group considers a financial asset in default when contractual payments are overdue. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss.

The Balance Sheet presentation for various financial instruments is described below:

Financial assets measured at amortised cost:

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Financial liabilities & Equity Instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through Statement of Profit and Loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including cash credit facilities from banks and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through Statement of Profit and Loss.

Financial liabilities at fair value through Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through statement of Profit and Loss are designated as such at the initial date of recognition and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk

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are recognized in OCI. These gains/ loss are not subsequently transferred to Profit and Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

This category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

l. INVENTORIES:

Inventories are valued at the lower of cost and net realisable value after providing for obsolescence and other losses, wherever considered necessary. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Scrap is valued at net realisable value. Cost is determined on a Weighted Average method.

Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity, incurred in bringing them in their respective present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and the estimated costs necessary to make the sale.

m. REVENUE:

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

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The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The specific recognition criteria described below must also be met before revenue is recognised.

i) **Sale of Goods**

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The normal credit term is 0 to 180 days upon delivery, usually backed by financial arrangements in some cases.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).Revenue from the sale of goods is measured at the amount of transaction price (net of variable consideration) allocated to the consideration received or receivable, net of GST, trade discounts & other taxes, adjustments for late delivery charges and material returned/rejected.

Variable Consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right of liquidated damages. The liquidated damages give rise to variable consideration.

The Group applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

ii) The Group accounts for pro forma credits, refunds of duty of customs or refunds of sales tax in the year of admission of such claims by the concerned authorities. Benefits in respect of Export Licenses are recognised on application. Export benefits are accounted for as other operating income in the year of export based on eligibility and when there is no uncertainty on receiving the same.

iii) Dividend is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

iv) Interest Income is recognized on time proportion basis taking into account the amounts outstanding and the rates applicable. Interest income is included under the head "other income" in the Statement of Profit and Loss.

v) Revenue from windmills is recognised on unit generation basis, in accordance with the terms of power purchase agreements.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note (j) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities (Advance from customers)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

is made or the payment is due (whichever is earlier). Contract liabilities (advance from customers) are recognised as revenue when the Group performs under the contract.

n. RETIREMENT AND OTHER EMPLOYEE BENEFITS:

Retirement benefits in the form of provident fund and superannuation fund are defined contribution plans. The Group has no obligation, other than the contributions payable to provident fund and superannuation fund. The Group recognises contribution payable to these funds as an expense, when an employee renders the related service.

In respect of gratuity liability, the Group operates defined benefit plan wherein contributions are made to a separately administered fund. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each reporting date being carried out using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss:

- Service costs comprising current service costs; and
- Net interest expense or income

The liability in respect of unused leave entitlement of the employees as at the reporting date is determined on the basis of an independent actuarial valuation carried out and the liability is recognized in the Statement of Profit and Loss. The Group presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Actuarial gain and loss is recognise in full in the period in which they occur in the Statement of Profit and Loss.

o. TAXES:

Tax expense comprises of current income tax and deferred tax.

Current income tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax:

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

➢ When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable Profit and Loss.

➢ In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against the deductible temporary differences, except:

➢ When the deferred tax asset arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

➢ In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the

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For the year ended March 31, 2023

extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

p. PROVISIONS:

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

q. DERIVATIVE FINANCIAL INSTRUMENTS:

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks, interest rate, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

➢ Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.

➢ Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

➢ Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an on-going basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss. The Group uses forward currency contracts and interest rate swaps as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments. The ineffective portion relating to foreign currency contracts is recognised in finance costs.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects

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profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

r. EARNINGS PER SHARE:

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

s. CASH AND CASH EQUIVALENT:

Cash and cash equivalents in the Balance Sheet comprise cash at banks and in hand and term deposits with an original maturity of three months or less, which are subject to an insignificant risk of charges in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

t. CASH DIVIDEND:

The Group recognises a liability to make cash or non-cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the Companies Act, 2013, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

u. GOVERNMENT GRANTS:

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset. When the group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

2.2 SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS:

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgement, which have the most significant effect on the amounts recognised in the financial statements:

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Revenue from contracts with customers

The Group applied the following judgement that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining method to estimate variable consideration and assessing the constraint.

Certain contracts with customers include Liquidated Damages that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which customer will be entitled. The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for revenue from contract with customer. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract with the customer. Before adjusting any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for India.

Further details about gratuity obligations are given in note 25.

Useful Life of Property Plant & Equipment and Intangible assets

Property, Plant and Equipment and Intangible Assets are depreciated/amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The useful life and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation/amortisation for future periods is revised if there are significant changes from previous estimates.

Fair value measurement for financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 33 and 34 for further disclosures.

2.3 RECENT ACCOUNTING PRONOUCEMENTS ISSUED BUT NOT YET EFFECTIVE:

In March 2023, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2023 which amended certain Ind AS as explained below:

(i) Ind AS 1 – Presentation of Financial Statements

The amendment prescribes disclosure of material accounting policies instead of significant accounting policies. The impact of the amendment on the Financial Statements is expected to be insignificant basis the preliminary evaluation.

(ii) Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendment added definition of accounting estimate and clarifies what is accounting estimate and treatment of change in the accounting estimate and accounting policy. There is no impact of the amendment on the Financial Statements basis the preliminary evaluation.

(iii) Ind AS 12 – Income taxes

The definition of deferred tax asset and deferred tax liability is amended to apply initial recognition exception on assets and liabilities that does not give rise to equal taxable and deductible temporary differences. There is no impact of the amendment on the Financial Statements basis the preliminary evaluation.

The above amendments are effective from annual periods beginning on or after April 1, 2023.

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For the year ended March 31, 2023

3 Property, Plant and Equipment, Intangible Assets and Capital work-in-progress

(a) Property, Plant and Equipment

(₹ in Lakhs)

Particulars	Right of Use: Leasehold land	Right of Use: P & M	Right of Use: Office Premises	Freehold land	Buildings	Plant & machinery	Furniture & fixture	Vehicles	Office equipment	Total
Cost										
As at April 1, 2021	42.57	-	1,167.42	4,884.44	19,351.08	91,255.33	913.97	2,174.83	890.98	1,20,680.62
Additions	-	-	-	1,371.30	1,841.82	5,812.01	4.34	283.36	105.46	9,418.29
Disposals	-	-	-	-	-	532.44	50.31	116.90	45.07	744.72
As at March 31, 2022	42.57	-	1,167.42	6,255.74	21,192.90	96,534.90	868.00	2,341.29	951.37	1,29,354.19
Additions	384.89	-	-	433.96	2,315.11	11,425.94	98.13	258.17	182.14	15,098.34
Additions on account of acquisition of subsidiary (Refer note 37)	-	657.04	-	2,631.76	2,082.09	11,317.97	45.84	73.15	25.35	16,833.20
Disposals / Adjustment	-	41.52	-	-	174.47	1,016.54	30.93	212.79	56.46	1,532.71
As at March 31, 2023	**427.46**	**615.52**	**1,167.42**	**9,321.46**	**25,415.63**	**1,18,262.27**	**981.04**	**2,459.82**	**1,102.40**	**1,59,753.02**
Depreciation and Impairment										
As at April 1, 2021	6.17	-	226.27	-	2,485.96	29,822.17	382.37	832.63	487.26	34,242.83
Depreciation/Amortization for the year	3.08	-	138.75	-	768.06	6,587.27	75.77	292.42	136.63	8,001.98
Disposals	-	-	-	-	-	71.72	47.85	82.47	41.24	243.28
As at March 31, 2022	9.25	-	365.02	-	3,254.02	36,337.72	410.29	1,042.58	582.65	42,001.53
Depreciation/Amortization for the year	5.43	8.54	138.75	-	861.39	6,787.28	80.07	288.89	141.81	8,312.16
Disposals	-	-	-	-	33.69	586.79	26.21	112.29	38.30	797.28
As at March 31, 2023	**14.68**	**8.54**	**503.77**	**-**	**4,081.72**	**42,538.21**	**464.15**	**1,219.18**	**686.16**	**49,516.41**
Net Block										
As at March 31, 2023	**412.78**	**606.98**	**663.65**	**9,321.46**	**21,333.91**	**75,724.06**	**516.89**	**1,240.64**	**416.24**	**1,10,236.61**
As at March 31, 2022	33.32	-	802.40	6,255.74	17,938.88	60,197.18	457.71	1,298.71	368.72	87,352.66

i) Buildings includes ₹ 47.80 Lakhs (March 31, 2022 ₹ 47.80 Lakhs) representing cost of unquoted fully paid shares held in co-operative housing societies.

ii) All immovable property is held in the name of the Group.

(b) Intangible Assets

(₹ in Lakhs)

Particulars	Software
Cost	
As at April 1, 2021	250.51
Additions	56.11
Disposals	1.03
As at March 31, 2022	305.59
Additions	0.38
Disposals	14.87
As at March 31, 2023	**291.10**
Amortisation and Impairment	
As at April 1, 2021	177.18
Amortisation for the year	18.74
Disposals	0.97
As at March 31, 2022	194.95
Amortisation for the year	21.89
Disposals	11.99
As at March 31, 2023	**204.85**
Net Block	
As at March 31, 2023	**86.25**
As at March 31, 2022	110.64

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

(c) Capital work-in-progress

(₹ in Lakhs)

Particulars	Amount
As at March 31, 2023	**10,107.55**
As at March 31, 2022	10,679.23

Capital work in progress (CWIP) Ageing Schedule

As at March 31, 2023

Particulars	Amount in CWIP for a period of: Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
Projects in progress	6,802.32	1,405.26*	1,631.01*	173.31*	10,011.90
Projects temporarily suspended	-	-	-	95.65**	95.65
Total	**6,802.32**	**1,405.26**	**1,631.01**	**268.96**	**10,107.55**

As at March 31, 2022

Particulars	Amount in CWIP for a period of: Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
Projects in progress	7,100.04	3296.27*	13.96*	173.31*	10,583.58
Projects temporarily suspended	-	-	-	95.65**	95.65
Total	**7,100.04**	**3,296.27**	**13.96**	**268.96**	**10,679.23**

CWIP completion schedule, whose completion is overdue or has exceeded its cost compared to its original plan: None (March 31, 2022 : None).

* The Group has acquired certain Plant & Machineries to be used in the CAPEX in future, when finalised.

** This represents value after providing for impairment in earlier years.

4 Financial Assets

(₹ in Lakhs)

Particulars	As at March 31, 2023: Non-Current	As at March 31, 2023: Current	As at March 31, 2022: Non-Current	As at March 31, 2022: Current
Investments in Mutual Funds (Quoted) (at fair value through profit and loss)				
184,654.593 (March 31, 2022: 325,658.086) Units of SBI Liquid Fund Direct Growth	-	6,505.94	-	10,854.48
280,157.401 (March 31, 2022: Nil) units of Axis Liquid Fund - Direct Growth	-	7,006.43	-	-
	-	**13,512.37**	**-**	**10,854.48**
Aggregate value of Unquoted Investments	-	-	-	-
Aggregate book value of Quoted Mutual Funds	-	13,512.37	-	10,854.48
	-	**13,512.37**	**-**	**10,854.48**
Aggregate market value of Quoted Mutual Funds (refer note-33)	-	13,512.37	-	10,854.48
Loans (Unsecured, Considered Good)				
Loans to employees	4.77	26.37	5.48	19.23
	4.77	**26.37**	**5.48**	**19.23**
Other Financial Assets				
Interest accrued	-	10.61	-	70.14
Security deposits	366.30	323.37	145.31	300.10
Margin money with banks	274.34	2,500.00	-	2,115.00

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Financial assets at fair value through OCI :				
Cash flow hedges				
Currency and interest rate swaps	652.03	-	195.37	-
Financial asset at fair value through profit or loss :				
(Derivatives not designated as hedges)				
Foreign exchange forward contracts	-	28.26	-	-
Wind-Mill surplus receivable	-	121.84	-	134.31
Others	-	411.72	-	145.36
	1,292.67	**3,395.80**	**340.68**	**2,764.91**

Loans are non-derivative financial assets which generate a fixed interest income for the Group. The carrying value may be affected by changes in the credit risk of the counterparties.

Fair value disclosures for financial assets and liabilities (refer note-33.1)

Fair value hierarchy disclosures for investment (refer note-33.2)

For Financial instruments risk management objectives and policies (refer note-34)

Deposits aggregating to ₹2,774.34 Lakhs (March 31, 2022: ₹ 2,115.00 Lakhs) are pledged / lien against bank overdraft facility.

There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:

a) repayable on demand; or
b) without specifying any terms or period of repayment

5 Inventories (at lower of cost or net realisable value)

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Raw materials		
Raw materials and components	58,545.97	62,090.85
Raw materials in transit	965.20	3,207.98
Work-in-progress	43,149.25	30,538.41
Finished goods		
Finished goods	12,880.17	7,407.85
Finished goods in transit	3,415.92	4,035.06
Stores and spares	6,960.85	3,917.02
	1,25,917.36	**1,11,197.17**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

6 Trade Receivables

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Secured, considered good	22,982.96	12,776.25
Unsecured, considered good	78,059.11	47,299.28
Trade Receivables which have significant increase in credit Risk	-	-
Trade Receivables - credit impaired	8.27	11.28
Total	**1,01,050.34**	**60,086.81**
Less : Expected credit loss allowances	128.17	11.28
Total Trade Receivables	**1,00,922.17**	**60,075.53**
Above includes:		
Receivables from related parties, unsecured, considered good (refer note-30)	100.26	154.74

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person.

Refer note 34 (b) for credit risk evaluation.

Following is the movement of allowance for expected credit losses of trade receivables:

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
As at April 1	11.28	25.66
Provision for expected credit losses	119.90	7.11
Provision for expected credit losses utilised (refer note-24)	(1.18)	(10.73)
Provision for expected credit losses reversed	(1.83)	(10.76)
As at March 31	128.17	11.28

The group computes the Expected Credit Loss Allowance ("ECLA") by applying the percentages determined on historical basis over past 4 years and determined the percentage of such allowance over the turnover and moderated for current and envisaged future businesses including time based provisions. Expected Credit Loss Allowance is determined on the closing balances of all applicable financial assets as at each reporting date, at the average rates ranging from 0.01% to 15.49%.

Trade receivables Ageing Schedule

As at March 31, 2023

(₹ in Lakhs)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables– considered good	46,152.53	52,688.23	2,098.30	94.74	8.27	-	1,01,042.07
Undisputed Trade Receivables– which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables– credit impaired	-	-	-	-	8.27	-	8.27
Total (a)	**46,152.53**	**52,688.23**	**2,098.30**	**94.74**	**16.54**	**-**	**1,01,050.34**
Less:-							
Expected credit loss allowances (b)							(128.17)
Total (a)-(b)							**1,00,922.17**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

As at March 31, 2022

(₹ in Lakhs)

Particulars	Current but not due	Outstanding for following periods from due date of payment: Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	40,048.80	15,213.12	4,457.35	356.26	-	-	60,075.53
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	11.28	-	-	11.28
Total (a)	**40,048.80**	**15,213.12**	**4,457.35**	**367.54**	**-**	**-**	**60,086.81**
Less:-							
Expected credit loss allowances (b)							(11.28)
Total (a)-(b)							**60,075.53**

7 Cash and Bank balances

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and Bank Balances		
(a) Cash and Cash Equivalents		
Balances with Banks:		
In Current accounts	2,619.47	3,846.67
Unpaid dividend accounts	150.19	160.00
Unspent CSR fund	612.33	354.36
Cash on hand	30.35	16.97
	3,412.34	**4,378.00**
(b) Other balances with banks		
Deposits with original maturity of more than three months but less than twelve months	0.25	-
	3,412.59	**4,378.00**

Short-term deposits are made for varying periods of between one day to three months, depending on the immediate cash requirements of the Group and earn interest at the respective short-term deposit rates.

8 Other Assets

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Capital advances	705.44	-	640.01	-
Investment in silver	2.55	-	0.84	-
Prepaid expense	-	603.70	2.08	364.03
Advance receivable in cash or kind				
Advance for material	35.00	2,353.78	35.00	675.03
Excise / GST claim receivables	-	625.68	-	676.94
Duty entitlement pass book / Import licenses	-	28.18	-	15.24
Balances with Government Authorities	-	2,281.00	-	5,290.30
Export benefits receivable	-	121.09	-	154.40
Others	-	96.83	-	6.82
	35.00	**5,506.56**	**35.00**	**6,818.73**
	742.99	**6,110.26**	**677.93**	**7,182.76**
Non-Current tax assets (net)	396.56	-	609.31	-
	1,139.55	**6,110.26**	**1,287.24**	**7,182.76**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

9 Share Capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. in Lakhs	₹ in Lakhs	No. in Lakhs	₹ in Lakhs
Authorised Share Capital	750.00	1,500.00	750.00	1,500.00
Increase during the year	150.00	300.00	-	-
	900.00	**1,800.00**	**750.00**	**1,500.00**

Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 2/- per share. Each holder of Equity Shares is entitled to one vote per share. The Company declares and pays dividend in Indian ₹. The dividend proposed by the Board of Directors is subject to approval of the Shareholders at the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by Share holders.

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. in Lakhs	₹ in Lakhs	No. in Lakhs	₹ in Lakhs
Issued Share Capital				
Equity shares of ₹ 2 each issued, subscribed and fully paid	467.28	934.56	467.28	934.56
Bonus Issue of Equity shares	233.64	467.28	-	-
	700.92	**1,401.84**	**467.28**	**934.56**

Pursuant to the recommendation by the Board in its meeting held on May 18, 2022, and approval granted by the Shareholders of the Group on June 22, 2022 by Postal Ballot through remote e-voting, the Group has issued 2,33,64,000 fully paid-up bonus equity shares having face value of ₹ 2/-each in the ratio of 1:2 i.e. one bonus equity share for two fully paid up equity shares. Consequent to the bonus issue, the total paid-up share capital has increased to ₹ 1,401.84 Lakh from ₹ 934.56 Lakh.

Details of Shareholders holding more than 5% Equity Shares in the Company

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% held	No. of Shares	% held
Prakash M. Sanghvi	1,08,27,577	15.45%	72,18,385	15.45%
Jayanti M. Sanghvi	58,66,537	8.37%	39,11,025	8.37%
Nalanda India Fund Limited	42,75,232	6.10%	28,50,155	6.10%
Kotak Emerging Equity Scheme	37,17,432	5.30%	23,35,257	5.00%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents legal ownerships of shares.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

Details of shares held by promoters

As at March 31, 2023

Particulars	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of ₹ 2 each fully paid	Prakash M. Sanghvi	72,18,385	36,09,192	1,08,27,577	15.45	50.00
	Jayanti M. Sanghvi	39,11,025	19,55,512	58,66,537	8.37	50.00
	Shantilal Mishrimal Sanghvi	18,16,995	9,08,497	27,25,492	3.89	50.00
	Reshmidevi P. Sanghvi	15,63,750	7,81,875	23,45,625	3.35	50.00
	Vimla Pavan Sanghvi	14,24,080	7,12,039	21,36,119	3.05	50.00
	Chunilal M. Sanghvi	12,71,010	6,35,505	19,06,515	2.72	50.00
	Manoj P. Sanghvi	9,69,495	4,43,404	14,12,899	2.02	45.74
	Nilesh Prakash Sanghvi	9,34,800	4,39,878	13,74,678	1.96	47.06
	Shashi Shantilal Sanghvi	8,38,250	4,19,125	12,57,375	1.79	50.00
	Prashant J. Sanghvi	7,76,740	3,88,370	11,65,110	1.66	50.00
	Jigar Prakash Sanghvi	7,56,320	3,78,160	11,34,480	1.62	50.00
	Pavan Sanghvi	6,58,165	3,29,082	9,87,247	1.41	50.00
	Ravi Pavan Sanghvi	5,80,415	2,90,207	8,70,622	1.24	50.00
	Shantaben Babulal Sanghvi	5,28,915	2,64,457	7,93,372	1.13	50.00
	Sanghvi Prakashmal Mishrimal (HUF)	5,07,330	2,53,665	7,60,995	1.09	50.00
	Babulal Mishrimal Sanghvi (HUF)	5,05,495	2,52,747	7,58,242	1.08	50.00
	Sanghvi Shantilal Mishrimal (HUF)	4,62,165	2,31,082	6,93,247	0.99	50.00
	Jayantilal M Sanghvi (HUF)	4,56,665	2,28,332	6,84,997	0.98	50.00
	Shobhnadevi Jayantilal Sanghvi	4,56,415	2,28,207	6,84,622	0.98	50.00
	Sanghvi Chunilal Mishrimal (HUF)	4,09,000	2,04,500	6,13,500	0.88	50.00
	Chandra Vijay Sanghvi	3,53,125	1,76,562	5,29,687	0.76	50.00
	Yash Shantilal Sanghvi	3,12,000	1,56,000	4,68,000	0.67	50.00
	Usha M. Sanghvi	2,59,830	1,29,915	3,89,745	0.56	50.00
	Jitendra Babulal Sanghvi	2,47,160	1,23,580	3,70,740	0.53	50.00
	Dimple Manoj Sanghvi	2,12,500	1,06,250	3,18,750	0.45	50.00
	Sarika Prashant Sanghvi	1,75,000	87,500	2,62,500	0.37	50.00
	Babulal M. Sanghvi	1,39,330	69,665	2,08,995	0.30	50.00
	Pavankumar Mishrimal Sanghvi (HUF)	1,31,250	65,625	1,96,875	0.28	50.00
	Vijay C. Sanghvi	50,810	25,405	76,215	0.11	50.00
	Pinky Jitendra Sanghvi	50,000	25,000	75,000	0.11	50.00
	Arunaben C. Sanghvi	45,205	22,602	67,807	0.10	50.00
	Mahendra C. Sanghvi	40,000	20,000	60,000	0.09	50.00
	Sheetal Nilesh Sanghvi	25,000	12,500	37,500	0.05	50.00
	Rishabh M. Sanghvi	25,000	12,500	37,500	0.05	50.00
Total		**2,81,11,625**	**1,39,86,940**	**4,20,98,565**	**60.06**	

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

As at March 31, 2022

Particulars	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of ₹ 2 each fully paid	Prakash M. Sanghvi	72,18,385	-	72,18,385	15.45	-
	Jayanti M. Sanghvi	39,11,025	-	39,11,025	8.37	-
	Shantilal Mishrimal Sanghvi	18,16,995	-	18,16,995	3.89	-
	Reshmidevi P. Sanghvi	15,63,750	-	15,63,750	3.35	-
	Vimla Pavan Sanghvi	14,24,080	-	14,24,080	3.05	-
	Chunilal M. Sanghvi	12,71,010	-	12,71,010	2.72	-
	Manoj P. Sanghvi	9,69,495	-	9,69,495	2.07	-
	Nilesh Prakash Sanghvi	9,34,800	-	9,34,800	2.00	-
	Prashant J. Sanghvi	7,76,740	-	7,76,740	1.66	-
	Jigar Prakash Sanghvi	7,56,320	-	7,56,320	1.62	-
	Shantaben Babulal Sanghvi	5,28,915	-	5,28,915	1.13	-
	Babulal Mishrimal Sanghvi (HUF)	5,05,495	-	5,05,495	1.08	-
	Sanghvi Shantilal Mishrimal (HUF)	4,62,165	-	4,62,165	0.99	-
	Shobhnadevi Jayantilal Sanghvi	4,56,415	-	4,56,415	0.98	-
	Jayantilal M Sanghvi (HUF)	4,56,665	-	4,56,665	0.98	-
	Sanghvi Chunilal Mishrimal (HUF)	4,09,000	-	4,09,000	0.88	-
	Chandra Vijay Sanghvi	3,53,125	-	3,53,125	0.76	-
	Ravi Pavan Sanghvi	5,80,415	-	5,80,415	1.24	-
	Usha M. Sanghvi	2,59,830	-	2,59,830	0.56	-
	Shashi Shantilal Sanghvi	8,38,250	-	8,38,250	1.79	-
	Jitendra Babulal Sanghvi	2,47,160	-	2,47,160	0.53	-
	Dimple Manoj Sanghvi	2,12,500	-	2,12,500	0.45	-
	Yash Shantilal Sanghvi	3,12,000	-	3,12,000	0.67	-
	Sarika Prashant Sanghvi	1,75,000	-	1,75,000	0.37	-
	Pavan Sanghvi	6,58,165	-	6,58,165	1.41	-
	Babulal M. Sanghvi	1,39,330	-	1,39,330	0.30	-
	Pavankumar Mishrimal Sanghvi (HUF)	1,31,250	-	1,31,250	0.28	-
	Sanghvi Prakashmal Mishrimal (HUF)	5,07,330	-	5,07,330	1.09	-
	Vijay C. Sanghvi	50,810	-	50,810	0.11	-
	Pinky Jitendra Sanghvi	50,000	-	50,000	0.11	-
	Arunaben C. Sanghvi	45,205	-	45,205	0.10	-
	Mahendra C. Sanghvi	40,000	-	40,000	0.09	-
	Sheetal Nilesh Sanghvi	25,000	-	25,000	0.05	-
	Rishabh M. Sanghvi	25,000	-	25,000	0.05	-
Total		**2,81,11,625**	**-**	**2,81,11,625**	**60.16**	**-**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

10 Other Equity

(₹ in Lakhs)

	Particulars	As at March 31, 2023	As at March 31, 2022
a)	**Securities Premium**		
	Opening balance	2,279.06	2,279.06
	Utilisation on Issue of Bonus Equity Shares	(467.28)	-
		1,811.78	**2,279.06**
	Securities premium is used to record the premium on issue of shares. This reserve shall be utilised in accordance with the provisions of the Companies Act, 2013. During the year, group company has issued 2,33,64,000 fully paid-up bonus equity shares having face value of ₹ 2/-each by utilising securities premium amounting to ₹ 467.28 Lakhs.		
	OTHER RESERVES		
b)	**Foreign Exchange Translation reserve**		
	Opening balance	23.44	19.36
	Increase/(decrease) during the year	12.55	4.08
		35.99	**23.44**
	Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.		
c)	**Capital Reserve**		
	Opening balance	490.04	490.04
	Increase/(decrease) during the year	-	-
		490.04	**490.04**
	Capital reserve is mainly used to record the reserves created on receipt of state/central subsidies and amount forfeited towards the forfeiture of equity warrants issued. This reserve shall be utilised in accordance with the provisions of the Companies Act, 2013.		
d)	**Amalgamation Reserve**		
	Opening balance	392.11	392.11
	Increase/(decrease) during the year	-	-
		392.11	**392.11**
	Amalgamation reserve is used to record the reserves created on amalgamation of Ratnamani Engineering Ltd. and Ratnamani Fine Tubes Pvt. Ltd. This reserve shall be utilised in accordance with the provisions of the Companies Act, 2013.		
e)	**General Reserve**		
	Opening balance	72,625.16	72,625.16
	Increase/(decrease) during the year	-	-
		72,625.16	**72,625.16**
	Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of the Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of the Companies Act, 2013.		
f)	**Other Comprehensive Income**		
	Cash flow hedge reserve		
	Opening balance	(199.93)	(506.69)
	Net movement during the year	183.02	306.76
		(16.91)	**(199.93)**
	The Company uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Company uses foreign currency forward contracts, currency swaps, and interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to the statement of profit or loss when the hedged item affects profit or loss.		

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

(₹ in Lakhs)

	Particulars	As at March 31, 2023	As at March 31, 2022
g)	**Retained Earnings**		
	Opening balance	1,48,287.15	1,22,522.42
	Profit for the year	51,048.02	32,264.45
	Other Comprehensive Income		
	Re-measurement gain on defined benefit plans (net of tax)	138.51	42.20
	Redemption Liability of non controlling interest	(9,281.29)	-
	Dividend paid	(6,541.97)	(6,541.92)
		1,83,650.42	**1,48,287.15**
	Total Other Equity (a+b+c+d+e+f+g)	**2,58,988.59**	**2,23,897.03**

(₹ in Lakhs)

Distribution made and proposed	As at March 31, 2023	As at March 31, 2022
Cash dividend on equity shares declared and paid		
Final Dividend for the year ended March 31, 2022: ₹ 14.00 per share (for the year ended March 31, 2021: ₹ 14.00 per share)	6,541.97	6,541.92
	6,541.97	**6,541.92**
Proposed dividend on equity shares		
Final Dividend for the year ended March 31, 2023: ₹ 12.00 per share (for the year ended March 31, 2022: ₹ 14.00 per share)	8,411.04	6,541.92
	8,411.04	**6,541.92**
	14,953.01	**13,083.84**

Proposed dividend on equity shares are subject to approval at the ensuing Annual General Meeting and are not recognised as a liability as at March 31.

The Board had recommended a Dividend of ₹ 14.00 per Equity Share (i.e. @ 700%) on 4,67,28,000 Equity Shares of ₹ 2.00 each (pre-bonus) to the members, which translates into dividend of ₹ 9.33 per equity share, having face value of ₹ 2/- each (post-bonus), for the financial year ended on March 31, 2022. Additional amount of ₹ 0.05 Lakh has been paid on account of rounding off differences.

The Board of Directors at its meeting held on May 10, 2023, proposed dividend of ₹ 12.00 (600%) per equity share of the face value of ₹ 2 each for the financial year 2022-23, subject to the approval of shareholders in ensuing Annual General Meeting.

The Group declares and pays dividend in Indian rupees in accordance with its dividend distribution policy. The Finance Act 2020 has repealed the Dividend Distribution Tax (DDT). Companies are now required to pay/distribute dividend after deducting applicable taxes. The remittance of dividend outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

11 Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Long term Borrowing (refer note-a)				
External (Foreign) Commercial Borrowings (Secured) (refer note-a)	1,071.39	4,285.55	4,939.32	3,951.43
Term Loan (Secured)	4,652.22	2,825.73	4,687.50	1,250.00
	5,723.61	**7,111.28**	**9,626.82**	**5,201.43**
Short term Borrowings				
Short Term Loan From Banks (Unsecured)	-	9,063.14	-	-
Short Term Loan From Others	-	519.96	-	-
	-	**9,583.10**	**-**	**-**
Total Borrowings	**5,723.61**	**16,694.38**	**9,626.82**	**5,201.43**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

a) Long Term Borrowings are secured by - i) a first pari passu charge on entire manufacturing movable fixed assets; ii) a first pari passu mortgage and charge on immovable properties situated at Indrad, Kadi and Anjar, Kutch, Pipaliya & Shapar all in the State of Gujarat; iii) a second pari passu charge on entire current assets in the form of inventories, book-debts and all other movable assets.

External (Foreign) Commercial Borrowing of ₹ 5,356.94 Lakhs (March 31, 2022 ₹ 8,890.75) carry interest @ 3M Libor plus 100 basis point. The loan is repayable in 16 quarterly instalments between July 29, 2020 till April 29, 2024.

Term Loan of ₹ 4,687.50 Lakhs (March 31, 2022 ₹ 5,937.50) carry interest @ 3M MCLR plus 15 basis point. The loan is repayable in 24 equal quarterly instalments between March 31, 2021 till December 31, 2026.

Term Loan of ₹ 2,790.45 Lakhs (March 31, 2022 ₹ Nil) carry interest @ MCLR plus 100 to 500 basis point. The loan is repayable in 36 equal quarterly instalments between March 31, 2023 till March 31, 2027.

b) Short term Borrowings are secured by - i) a first pari passu charge on entire current assets in the form of inventories, book-debts, all other movable assets; ii) a second pari passu charge on entire manufacturing movables fixed assets; iii) a second pari passu mortgage and charge on immovable properties situated at Indrad, Kadi and Anjar, Kutch, Pipaliya & Shapar all in the State of Gujarat; iv) a Negative Lien on the agricultural lands, pending conversion to the non-agriculture status; v) a Negative Lien on leasehold interest on the immovable properties situate at GIDC Estate Chhatral, Taluka Kalol, District Gandhinagar.

Short term Borrowings from banks carries interest in the range of 0 to 12 month MCLR plus 25 to 90 basis point.

c) The bank overdrafts are secured by a portion of the Company's fixed deposits which carry interest at 6.05% p.a (March 31, 2022: 3.80% to 5.00%). The borrowings are payable on demand.

d) At March 31 2023, the Group has available fund based working capital limits from consortium banks and term loan aggregating to ₹ 19,429.39 Lakhs (March 31, 2022: ₹ 14,900.00 Lakhs) of undrawn committed borrowing facilities.

e) The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

f) The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

g) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

h) Term loans were applied for the purpose for which the loans were obtained.

12 Income Tax

The major component of income tax expense for the years ended March 31, 2023 and March 31, 2022 are :

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Consolidated Statement of Profit and Loss		
Current tax		
Current income tax	17,561.85	10,822.67
Excess provision for current tax of earlier years	(96.97)	(158.74)
Deferred tax		
Deferred tax expense	661.20	165.93
Income tax expense reported in the Consolidated Statement of Profit and Loss	18,126.08	10,829.86
OCI Section		
Other comprehensive income (OCI)		
Deferred tax related to items recognised in OCI during the year		
Re-measurement (loss) on defined benefit plans	(46.59)	(14.19)
Net movement in cash flow hedge reserve	(61.56)	(103.18)
Tax credited to OCI	**(108.15)**	**(117.37)**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

a) Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2023 and March 31, 2022:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Accounting Profit before tax	69,353.92	43,094.31
Enacted income tax rate in India applicable to the Company	25.168%	25.168%
Tax using the Company's domestic tax rate	17,454.99	10,845.98
Tax effects of :		
Non-deductible expenses	211.71	191.54
Excess provision for current tax of earlier years	(96.97)	(158.74)
Others	556.34	(48.92)
At the effective income tax rate of March 31, 2023: 26.14% (March 31, 2022: 25.13%)	**18,126.07**	**10,829.86**

b) Movement in deferred tax liabilities (net) for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Opening Balance as at April 1, 2022	Additions on account of acquisition of subsidiary (Refer note 37)	Recognised in consolidated profit and loss	Recognised in other comprehensive income	Closing Balance as at March 31, 2023
Tax effect of items constituting deferred tax liabilities:					
Accelerated depreciation for tax purposes	4,490.23	2,246.80	846.33	-	7,583.36
Due to Financial Instruments	-	16.48	(15.66)		0.82
Accrued Income taxable on realisation	14.08	-	(10.80)	-	3.28
	4,504.31	**2,263.28**	**819.87**	**-**	**7,587.46**
Tax effect of items constituting deferred tax assets :					
Expenses allowed in year of payment	(233.98)	(181.02)	(35.49)	-	(450.49)
Government grant under EPCG	-	-	(129.03)		(129.03)
Due to Fair Value	-	(9.99)	5.85	-	(4.14)
Revaluation of cash flow hedges	(67.23)	-	-	61.56	(5.67)
	(301.21)	**(191.01)**	**(158.67)**	**61.56**	**(589.33)**
Net deferred tax liabilities	**4,203.10**	**2,072.27**	**661.20**	**61.56**	**6,998.13**

Movement in deferred tax liabilities (net) for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	Opening Balance as at April 1, 2021	Recognised in consolidated profit and loss	Recognised in other comprehensive income	Closing Balance as at March 31, 2022
Tax effect of items constituting deferred tax liabilities :				
Accelerated depreciation for tax purposes	4,039.85	450.38	-	4,490.23
Accrued Income taxable on realisation	334.69	(320.61)	-	14.08
	4,374.54	**129.77**	**-**	**4,504.31**
Tax effect of items constituting deferred tax assets :				
Expenses allowed in year of payment	(270.14)	36.16	-	(233.98)
Revaluation of cash flow hedges	(170.41)	-	103.18	(67.23)
	(440.55)	**36.16**	**103.18**	**(301.21)**
Net deferred tax liabilities	**3,933.99**	**165.93**	**103.18**	**4,203.10**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

13 Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises (refer note-a)	1,037.60	1,120.70
Total outstanding dues of creditors other than micro enterprises and small enterprises	36,381.56	30,327.89
	37,419.16	**31,448.59**
Above includes:		
Payable to related parties (refer note 30)	4,904.64	3,061.57

The Company has amounts due to suppliers under the Micro, Small and Medium Enterprises Development (MSMED) as at March 31 2023. The disclosure pursuant to the said Act is as under:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
i) Amounts remaining unpaid as at year end towards		
- Principal (includes payables in respect of capital goods)	1,178.92	1,120.70
- Interest	41.51	64.30
ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	41.51	64.30
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

Trade payables Ageing Schedule

As at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	478.07	559.30	0.23	-	-	1,037.60
Total outstanding dues of creditors other than micro enterprises and small enterprises	15,313.17	20,476.45	562.37	-	-	36,351.99
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	29.57*	-	29.57*

* The amount pertains to Commercial disputes.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

As at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	907.74	209.28	0.10	-	-	1,117.12
Total outstanding dues of creditors other than micro enterprises and small enterprises	16,134.70	14,124.32	5.35	5.75	-	30,270.12
Disputed dues of micro enterprises and small enterprises	-	-	2.12*	1.46*	-	3.58*
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	27.94*	29.83*	-	57.77*

* The amount pertains to Commercial disputes.

14 Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Financial liabilities at fair value through profit or loss				
Foreign exchange forward contracts (Derivatives not designated as hedges)	-	13.63	-	9.94
Redemption Liability of non-controlling interest at fair value -Tranch-II	4,806.07	-	-	-
Redemption Liability of non-controlling interest at fair value -Tranch-III	4,932.80	-	-	-
Other financial liabilities at amortised cost				
Interest Accrued but not due	-	119.24	-	172.85
Payables in respect of capital goods	-	1,181.53	211.65	1,072.56
Unpaid dividend#	-	150.19	-	160.00
Unspent CSR fund	-	612.33	-	354.36
Other liabilities	-	227.17	-	538.80
	9,738.87	**2,304.09**	**211.65**	**2,308.51**

not due for credit to "Investors Education and Protection Fund
Fair value disclosures for financial liabilities (refer note 33.1)

15 Other Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Contract liability (Advance from customers)	-	22,727.43	-	15,723.11
Statutory dues payable	-	497.92	-	413.08
Deferred Govt Grant	512.69	19.23	-	-
Other liabilities	211.21	2,633.35	-	336.46
	723.90	**25,877.93**	**-**	**16,472.65**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

16 Current Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Compensated absences	275.80	211.81
Gratuity (refer note-25)	-	4.88
	275.80	**216.69**

17 Current Tax Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Income tax (net of advance tax)	3,393.48	808.60
	3,393.48	**808.60**

18 Revenue from contracts with customers

18.1 Disaggregated revenue information

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Set out below is the disaggregation of the Company's revenue from contracts with customers:		
Type of goods or service		
Sale of steel tubes and pipes	4,33,519.34	3,10,399.60
Sale of Bearing Rings	10,369.66	-
Sale of power generated from windmills	521.61	568.84
Sale of services	1,705.02	1,222.64
Revenue from contracts with customers	**4,46,115.63**	**3,12,191.08**
Other operating revenue	1,324.67	1,686.64
Total revenue from operations	**4,47,440.30**	**3,13,877.72**
Sales of Steel Tubes and Pipes		
In India	3,56,423.22	2,66,488.32
Outside India	87,465.78	43,911.28
	4,33,519.34	**3,10,399.60**
Sale of Power generated from Windmills		
In India	521.61	568.84
Sale of Services		
In India	1,705.02	1,222.64
Total Revenue from contracts with customers	**4,46,115.63**	**3,12,191.08**
Timing of revenue recognition		
Goods and services transferred at a point in time	4,46,115.63	3,12,191.08
Total Revenue from contracts with customers	**4,46,115.63**	**3,12,191.08**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

18.2 Contract Balances

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables	1,00,922.17	60,075.53
Contract liabilities (Advance from customers)	22,727.43	15,723.11

In March 2023, ₹ 119.90 Lakhs (March 2022: ₹ 7.11 Lakhs) was recognised as provision for expected credit losses on trade receivables.

Contract liabilities (Advance from customers) include short-term advances received from customers against supply of Steel Tubes & Pipes. The outstanding balances of these accounts increased in 2022-23 due to performance obligations to be satisfied in upcoming years.

Set out below is the amount of revenue recognised from :-

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Amounts included in Contract liabilities (Advance from customers) at the beginning of the year	12,635.91	4,262.53

18.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Revenue as per contracted price (net of taxes)	4,62,394.15	3,12,399.40
Adjustments :-		
Provision/(Reversal) for late deliveries, sales return etc.	(16,278.52)	(208.32)
Revenue from contract with customers	4,46,115.63	3,12,191.08

18.4 Performance obligation

Information about the Company's performance obligations are summarised below:

Steel Tubes and pipes

The performance obligation is satisfied upon delivery of the goods and control thereof is assumed by the customers and payment gets due as contractually agreed, generally ranging within 0 to 180 days from delivery, backed up by financials arrangements in certain cases.

Power generated from Windmills

The performance obligation from windmills is recognised on unit generation basis, in accordance with the terms of power purchase agreements.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at March 31 2023 are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Within one year	1,87,765.28	2,14,349.46
More than one year	27,382.09	1,613.55
	2,15,147.37	**2,15,963.01**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

19 Other Income

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest income on		
Bank deposits	167.12	106.09
Others	199.71	339.32
Other non-operating income		
Fair value gain on financial instruments at fair value through profit and loss	622.80	1,798.21
Profit on Sale/Discard of property, plant and equipment (net)	-	31.91
Bad debts recovered	0.56	27.28
Excess Provision for doubtful debts written back	-	3.65
Excess provision/liabilities no longer payable written back	4.76	7.22
Foreign exchange fluctuation (net)	2,269.30	1,433.15
Deferred govt. grant	0.87	-
Miscellaneous income	3.38	23.39
	3,268.50	**3,770.22**

20 Cost of raw materials and components consumed

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
- Opening inventory	65,298.83	30,411.20
- Additions on account of acquisition of subsidiary (Refer note 37)	664.79	-
- Add: Purchases	3,02,155.44	2,67,351.11
	3,68,119.06	**2,97,762.31**
- Less: Closing inventory	59,511.17	65,298.83
Cost of raw materials and components consumed	**3,08,607.89**	**2,32,463.48**

21 Changes in inventories of finished goods and work-in-progress

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Inventories at the end of the year		
- Work in process	43,149.25	30,538.41
- Finished goods	16,296.09	11,442.91
	59,445.34	**41,981.32**
Inventories at the beginning of the year		
- Work in process	30,538.41	12,704.58
- Finished goods	11,442.91	7,201.74
	41,981.32	**19,906.32**
Additions on account of acquisition of subsidiary (Refer note 37)		
- Work in process	2,076.65	-
- Finished goods	1,345.39	-
	3,422.04	**-**
(Increase)/Decrease In Inventory		
- Work in process	(10,534.19)	(17,833.83)
- Finished goods	(3,507.79)	(4,241.17)
	(14,041.98)	**(22,075.00)**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

22 Employee Benefits Expenses

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Salaries, wages and bonus*	18,953.75	13,980.47
Contribution to provident, gratuity and other funds (refer note-25)	786.28	1,006.61
Staff welfare expenses	1,183.11	926.97
	20,923.14	**15,914.05**

* For remuneration and commission to key managerial personnel refer note no. 30.

23 Finance Costs

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest on debts and borrowings	1,766.18	1,606.54
Fair Value right to sale liability	457.59	-
Interest on income tax	221.77	39.46
Interest on lease liabilities	58.76	81.80
Interest others	86.24	-
Bank charges	528.65	408.02
	3,119.19	**2,135.82**

24 Other Expenses

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Consumption of stores & spares	11,130.66	8,296.35
Freight & transport charges	19,979.50	13,103.30
Power & fuel	8,260.14	5,769.76
Labour & processing charges	6,044.69	3,479.75
Repairs and maintenance:		
Plant and machineries	1,053.28	961.11
Buildings	186.49	133.51
Others	102.26	74.01
Testing and inspection charges	228.81	207.58
Legal & consultancy charges	775.05	690.26
Traveling & conveyance expenses	752.68	374.89
Insurance	1,043.82	818.35
Rent	8.88	-
Expense relating to short-term leases (refer note-26 (a))	293.24	241.61
Rates & taxes	312.68	148.37
Joint/Statutory auditors' remuneration	21.62	23.53
Advertisement & other expenses	287.48	53.02
Sales commission	628.87	959.34
Loss on Sale/Discard of property, plant and equipment (net)	29.77	-
Provision for doubtful debts/Expected credit loss for trade receivables	118.07	-
Bad debts written off	1.18	10.73
Provision for doubtful debts utilised	(1.18)	(10.73)
Charity and donations	7.71	1.00
CSR expenses (refer note-a)	799.91	760.06
Commission to Non Executive Directors	50.00	32.50
Directors' sitting fees	21.60	20.40
Miscellaneous expenses	2,275.38	1,945.86
	54,412.59	**38,094.56**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

(₹ in Lakhs)

	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
a)	Other expenses include ₹ 799.91 Lakhs (P.Y. ₹ 760.06 Lakhs), spent towards various activities relating to Corporate Social Responsibility as prescribed under Section 135 of the Companies Act, 2013, details of which are as under:		
	Details of Corporate Social Responsibility:		
	1. Gross amount required to be spent during the year	799.91	760.06
	2. Amount approved by the board to be spent during the year	799.91	760.06
	3. Amount spent during the year:		
	i) Construction/acquisition of any asset		
	In Cash	683.31	219.37
	Yet to be paid in cash	41.14	264.78
	Total	**724.45**	**484.15**
	ii) On purposes other than (i) above		
	In Cash	75.46	275.91
	Yet to be paid in cash	-	-
	Total	**75.46**	**275.91**
	Details of related party transactions, e.g., contribution to a trust controlled by the Group in relation to CSR expenditure as per Ind AS 24, Related Party Disclosures (contributed to Shree Mahavir Education Trust and JITO where KMP's are interested).	208.00	25.50
	4. Amount related to spent/unspent obligation:		
	i) Contribution to Trust	683.31	219.37
	ii) Others	75.46	275.91
	iii) Unspent amount in relation to :		
	- Ongoing project	41.14	264.78
	- Other than Ongoing project	-	-
		799.91	**760.06**

Details of ongoing project

(₹ in Lakhs)

In case of Section 135(6) (Ongoing Project)							
Opening Balance		Income earned from Op. Unspent A/c during the year	Amount required to be spent during the year	Amount spent during the year		Closing Balance	
With Company	In Separate CSR Unspent A\c			From Company's bank A/c	From Separate CSR Unspent A\c	With Company*	In Separate CSR Unspent A\c
264.78	354.36	37.35	799.91	758.77	44.16	41.14	612.33

*deposited subsequent to year end.

25 Employee Benefits Expense

A. Defined contribution plans:

Amount of ₹ 877.21 Lakhs (March 31, 2022: ₹ 798.70 Lakhs) is recognised as expenses and included in note no. 22 "Employee benefits expense"

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Provident fund	367.14	357.18
Contributory pension scheme	360.79	304.46
Superannuation fund	148.68	136.50
Gujarat labour welfare fund	0.60	0.56
	877.21	**798.70**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

B. Defined benefit plans:

The Company operates gratuity plan in the nature of defined benefit plan wherein every employee is entitled to the benefit as per scheme of the Company, for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service. The gratuity plan is governed by the payment of Gratuity Act, 1972. The Company's gratuity plan is funded with Life Insurance Corporation of India and HDFC life.

March 31, 2023: Changes in defined benefit obligation and plan assets (₹ in Lakhs)

	April 1, 2022	Additions on account of acquisition of subsidiary (Refer note 37)	Cost charged to Consolidated Statement of Profit and Loss				Benefit paid	Remeasurement gains/(losses) in other comprehensive income					Contri-butions by em-ployer	March 31, 2023
			Service cost	Net interest expense	(Gains) on Curtail-ments	Sub-total included in Con-solidated Statement of Profit and Loss (note 22)		Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in financial as-sumptions	Actuarial changes arising from changes in demo-graphic as-sumptions	Experi-ence adjust-ments	Sub-total included in OCI		
Gratuity														
Defined benefit obligation	3,639.60	201.01	230.04	266.06	(321.20)	174.90	(109.86)	-	(66.31)	0.76	(139.39)	(204.94)	-	3,700.71
Fair value of plan assets	3,634.72	-	-	265.70	-	265.70	4.88	(19.83)	-	-	-	(19.83)	-	3,885.47
Benefit liability	4.88	201.01	230.04	0.36	(321.20)	(90.80)	-	(19.83)	(66.31)	0.76	(139.39)	(185.11)	-	(184.76)
Total benefit liability/(Plan asset)	**4.88**	**201.01**	**230.04**	**0.36**	**(321.20)**	**(90.80)**	**-**	**(19.83)**	**(66.31)**	**0.76**	**(139.39)**	**(185.11)**	**-**	**(184.76)**

March 31, 2022: Changes in defined benefit obligation and plan assets (₹ in Lakhs)

	April 1, 2021	Cost charged to Consolidated Statement of Profit and Loss				Benefit paid	Remeasurement gains/(losses) in other comprehensive income					Contri-butions by em-ployer	March 31, 2022
		Service cost	Net interest expense	(Gains) on Curtail-ments	Sub-total included in Consolidated Statement of Profit and Loss (note 22)		Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in financial as-sumptions	Actuarial changes arising from changes in demo-graphic as-sumptions	Experi-ence adjust-ments	Sub-total included in OCI		
Gratuity													
Defined benefit obligation	3,336.35	212.42	231.21	-	443.63	(81.61)	-	(110.92)	0.96	51.19	(58.77)	-	3,639.60
Fair value of plan assets	3,401.37	-	235.72	-	235.72	-	2.37	-	-	-	2.37	-	3,634.72
Benefit liability	(65.02)	212.42	(4.51)	-	207.91	-	(2.37)	(110.92)	0.96	51.19	(56.40)	-	4.88
Total benefit liability/(Plan asset)	**(65.02)**	**212.42**	**(4.51)**	**-**	**207.91**	**-**	**(2.37)**	**(110.92)**	**0.96**	**51.19**	**(56.40)**	**-**	**4.88**

The major categories of plan assets of the fair value of the total plan assets of Gratuity are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Insurance Funds	3,885.47	3,634.72
(%) of total plan assets	100%	100%

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Discount rate	7.44%-7.55%	7.31%
Future salary increase	6.00%-8.00%	8.00%
Expected rate of return on plan assets	7.44%	7.31%
Employee turnover rate	7%-10%	2.00%
Mortality rate during employment	Indian Assured Lives Mortality (2012-14) Urban/ Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to change in the market scenario.

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity (increase) / decrease in defined benefit obligation (Impact)

(₹ in Lakhs)

Particulars	Sensitivity level	As at March 31, 2023	As at March 31, 2022
Discount rate	1% increase	(198.51)	(261.55)
	1% decrease	297.90	307.48
Salary increase	1% increase	223.30	302.32
	1% decrease	(199.99)	(262.24)
Employee turnover	1% increase	(15.34)	(17.15)
	1% decrease	17.18	19.29

The followings are the expected future benefit payments for the defined benefit plan :

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Within the next 12 months (next annual reporting period)	386.40	792.42
Between 2 and 5 years	1,454.17	974.87
Beyond 5 years	5,207.17	6,154.63
Total expected payments	**7,047.74**	**7,921.92**

Weighted average duration of defined plan obligation (based on discounted cash flows)

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity	8	9

The followings are the expected contributions to planned assets for the next year:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity	-	224.72

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

26 COMMITMENTS AND CONTINGENCIES

a) Leases :-

Operating lease commitments — Group as lessee

The Group has entered into lease contracts for office premises, land, and other properties on lease, with lease terms between one to ninety years. Generally, the Group is restricted from assigning and subleasing the leased assets. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Group also has certain leases of office premises, land and other properties with lease terms of 12 months or less with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year.

(₹ in Lakhs)

Description	Leasehold Machinery	Leasehold land	Office premises	Total
As at April 1, 2021	-	36.40	941.15	977.55
Additions during the year	-	-	-	-
Depreciation and Amortisation Expenses	-	3.08	138.75	141.83
As at March 31, 2022	**-**	**33.32**	**802.40**	**835.72**
Additions on account of acquisition of subsidiary (Refer note 37)	615.52	-	-	615.52
Additions during the year	-	384.89	-	384.89
Depreciation and Amortisation Expenses	8.54	5.43	138.75	152.72
As at March 31, 2023	**606.98**	**412.78**	**663.65**	**1,683.41**

Set out below are the carrying amounts of lease liabilities and the movements during the period:

(₹ in Lakhs)

Description	2022-23	2021-22
As at April 1	918.38	1,008.98
Additions on account of acquisition of subsidiary (Refer note 37)	495.25	-
Additions	56.22	-
Finance Costs incurred during the year	58.76	81.80
Payments of lease liabilities	(247.05)	(172.40)
As at March 31	**1,281.56**	**918.38**
Current	111.23	112.91
Non-current	1,170.33	805.47

The effective interest rate for lease liabilities is 8.45 % to 13.50%, with maturity between 2021-2112.

The following are the amounts recognised in profit or loss:

(₹ in Lakhs)

Description	Year Ended March 31, 2023	Year Ended March 31, 2022
Depreciation and Amortisation Expenses	152.72	141.83
Interest expense on lease liabilities	58.76	81.80
Expense relating to short-term leases	293.24	241.61
Total amount recognised in statement of profit or loss	**504.72**	**465.24**

The Group had total cash outflows for leases of ₹ 247.05 Lakhs (March 31, 2022 ₹ 172.40 Lakhs).

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

b) Contingent Liabilities :-

(₹ in Lakhs)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
a)	ESI liability (excluding interest leviable, if any)	485.61	463.32
b)	Disputed statutory claims/levies for which the Company/department has preferred appeal in respect of (excluding interest leviable, if any):		
	- Excise/Custom duty/Service Tax (note-i)	4,268.78	4,334.83
	- Income Tax	52.35	-
c)	Differential amount of custom duty in respect of machinery purchased under EPCG scheme (note-ii)	101.52	466.70
d)	Differential amount of custom duty in respect of Advance license (note-ii)	295.86	239.86

Note-(i) Excise/Custom duty/Service Tax demand comprise various demands from the Excise/Custom/Service Tax Authorities for payment of ₹ 4,268.78 Lakhs (March 31, 2022 ₹ 4,334.83 Lakhs). The Company has filed appeals against these demands. The Company is confident that the demands are likely to be deleted and accordingly no provision for liability has been recognized in the financial statements.

Note-(ii) The Company has imported capital goods under the EPCG scheme to utilize the benefit of zero or concessional custom duty rate. Also, the Company has imported raw materials under the advance licence scheme. These benefits are subject to future exports within stipulated time.

c) Capital Commitment

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹ 8,549.79 Lakhs (March 31, 2022 ₹ 4,174.26 Lakhs).

27 The Group has incurred premium expenses of ₹ 139.83 Lakhs (March 31, 2022, ₹ 139.83 Lakhs) on Key Man Insurance Policy and term plan policy of Chairman and Managing Director, Joint Managing Director and Whole-Time Director, which is included in insurance expenses.

28 During the year ended March 31, 2023 ₹ 1,084.63 Lakhs (March 31, 2022 ₹ 261.82 Lakhs) was recognised as an expense for inventories carried at net realisable value.

29 Segment Information

Considering the inter relationship of various activities of the business, the chief operational decision maker monitors the operating results of its business segment on overall basis. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

Segment Assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

Inter Segment transfer:

Inter Segment revenues are recognised at sales price. The same is based on market price and business risks. Profit or loss on inter segment transfer are eliminated at the Group level.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

Summary of segment information is given below:

Primary Reportable Segment (Business Segment)

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Segment Revenue		
a. Steel Tubes and Pipes	4,37,003.38	3,13,877.72
b. Bearing Rings	10,436.92	-
Total	**4,47,440.30**	**3,13,877.72**
Less:- Inter segment Revenue	-	-
Total Income from Operations	**4,47,440.30**	**3,13,877.72**
Segment Results		
a. Steel Tubes and Pipes	70,869.45	42,986.51
b. Bearing Rings	614.03	-
Total	**71,483.48**	**42,986.51**
Add:- Interest & Dividend Income & Fair value gain on financial instruments at fair value through profit and loss	989.63	2,243.62
Less:- Interest & Finance charges	3,119.19	2,135.82
Profit before tax	69,353.92	43,094.31
Segment Assets		
a. Steel Tubes and Pipes	3,55,955.23	2,96,248.01
b. Bearing Rings	22,073.06	-
Total Assets	**3,78,028.29**	**2,96,248.01**
Segment Liabilities		
a. Steel Tubes and Pipes	95,512.12	71,416.42
b. Bearing Rings	14,918.79	-
Total Liabilities	**1,10,430.91**	**71,416.42**

Secondary Reportable Segment (Geographical by Customers)

(₹ in Lakhs)

Particulars	In India	Outside India	Total
Segment Revenue			
Year ended March 31, 2023	3,59,974.52	87,465.78	4,47,440.30
Year ended March 31, 2022	(2,69,966.44)	(43,911.28)	(3,13,877.72)
Segment Assets			
As at March 31, 2023	3,68,570.68	9,457.61	3,78,028.29
As at March 31, 2022	(2,84,634.43)	(11,613.58)	(2,96,248.01)

30 Related Party disclosures

As required by Indian Accounting Standard - 24 "Related Parties Disclosures", the disclosure of transactions with related parties are given below:

A Relationships

(a) Key Management Personnel

- Mr. Prakash M. Sanghvi – Chairman and Managing Director
- Mr. Jayanti M. Sanghvi – Joint Managing Director
- Mr. Shanti M. Sanghvi – Whole-time Director
- Mr. Divyabhash C. Anjaria – Independent Director
- Mr. Pravinchandra M. Mehta – Independent Director
- Dr. Vinod M. Agrawal – Independent Director
- Smt. Nidhi G. Gadhecha – Independent Director
- Mr. Dhinal A. Shah – Independent Director (w.e.f. February 13, 2023)
- Mr. Sushil Solanki – Independent Director (w.e.f. February 13, 2023)

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

- Mr. Rajesh G. Desai – Independent Director (w.e.f. February 13, 2023)
- Mr. Vimal Katta – Chief Financial Officer
- Mr. Anil Maloo – Company Secretary
- Mr. Amrutlal K Bharadia - Director at Ravi Technoforge Pvt Ltd.
- Mr. Rajesh K Bharadia - Director at Ravi Technoforge Pvt Ltd.
- Smt. Ranjanben A. Bharadia - Director at Ravi Technoforge Pvt Ltd. (upto November 11, 2022)
- Smt. Kunjanben R. Bharadia - Director at Ravi Technoforge Pvt Ltd. (upto November 11, 2022)
- Mr. Manoj P. Sanghvi - Director at Ravi Technoforge Pvt Ltd. (w.e.f. November 11, 2022)
- Mr. Prashant J. Sanghvi - Director at Ravi Technoforge Pvt Ltd. (w.e.f. November 11, 2022)
- Mr. Divyabhash C. Anjaria – Independent Director at Ravi Technoforge Pvt Ltd. (w.e.f. January 05, 2023)
- Mr. Bhavesh M. Borania - Independent Director at Ravi Technoforge Pvt Ltd. (w.e.f. January 05, 2023)
- Mr. Vimal Katta – Director at Ravi Technoforge Pvt Ltd. (w.e.f. November 11, 2022)
- Mr. Dushyant Chaturvedi – Director at Ravi Technoforge Pvt Ltd. (upto December 06, 2022)
- Mr. Dushyant Chaturvedi – Chief Financial Officer at Ravi Technoforge Pvt Ltd. (w.e.f. December 06, 2022)
- Mr. Meetesh Girishbhai Shiroya – Company Secretary at Ravi Technoforge Pvt Ltd.

(b) Relatives of key management personnel

- Mr. Manoj P. Sanghvi (Son of Mr. Prakash M. Sanghvi)
- Mr. Prashant J. Sanghvi (Son of Mr. Jayanti M. Sanghvi)
- Mr. Nilesh P. Sanghvi (Son of Mr. Prakash M. Sanghvi)
- Mr. Jigar P. Sanghvi (Son of Mr. Prakash M. Sanghvi)
- Mr. Yash S. Sanghvi (Son of Mr. Shanti M. Sanghvi)

(c) Enterprises owned or significantly influenced by key management personnel or their relatives

- Ratnamani Marketing Private Limited
- Ratnatris Pharmaceuticals Pvt. Ltd.
- Comfit Valves Private Limited
- Ratnamani Techno Casts Private Limited
- Shree Mahavir Education Trust
- JITO Ahmedabad Educational Trust
- Ratnaflex Engineering Private Limited
- Laxmiraj Distributors Private Ltd.
- Ratanakar Wire Private Ltd.
- Aerolam Decorative LLP
- Jubilant Piping Solutions Pvt. Ltd.
- Metal Udyog (India)
- Aurum Alloys & Engineering LLP.
- Chandulal M. Shah & Co. (w.e.f. February 13, 2023)

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

B The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Rent Expense		
- Ratnamani Marketing Private Limited	3.16	3.00
Rent Income		
- Ratnatris Pharmaceuticals Pvt. Ltd.	1.07	5.83
- Ratnaflex Engineering Pvt Ltd.	2.32	2.10
Other Income		
- Ratnatris Pharmaceuticals Pvt. Ltd.	0.56	0.18
Other Purchases		
- Ratnaflex Engineering Pvt Ltd.	7.24	-
- Aurum Alloys & Engineering LLP.	1.44	-
Consultancy Fees		
- Chandulal M. Shah & Co. (w.e.f. February 13, 2023)	1.00	-
Purchases of goods		
- Laxmiraj Distributors Private Ltd.	44.43	12.72
- Ratanakar Wire Private Ltd.	41.78	6.45
- Aerolam Decorative LLP	-	5.57
- Jubilant Piping Solutions Pvt. Ltd.	33.24	2.55
- Aurum Alloys & Engineering LLP.	1.18	27.83
- Maniratna Stainless Pvt. Ltd.	6.60	-
Sales		
- Comfit Valves Private Limited	7.34	1.92
- Ratnamani Techno Casts Private Limited	349.36	391.80
- Ratnaflex Engineering Private Limited	36.05	47.51
- Ratanakar Wire Private Ltd.	15.46	8.51
- Jubilant Piping Solutions Pvt. Ltd.	120.80	37.24
- Aurum Alloys & Engineering LLP. (w.e.f. July 10, 2021)	-	17.03
CSR Activities		
- Shree Mahavir Education Trust	100.00	25.50
- JITO Ahmedabad Educational Trust	108.00	-
Remuneration to Key Management Personnel and their relatives (excluding commission and sitting fees) (refer note (a) below)	1,424.08	1,090.03
Commission		
- Mr. Prakash M. Sanghvi	2,160.00	1,500.00
- Mr. Jayanti M. Sanghvi	1,440.00	900.00
- Mr. Shanti M. Sanghvi	1,200.00	600.00
Commission (Non Executive Directors)		
- Mr. Divyabhash C. Anjaria	15.00	10.00
- Mr. Pravinchandra M. Mehta	15.00	10.00
- Dr. Vinod M. Agrawal	10.00	7.50
- Smt. Nidhi G. Gadhecha	10.00	5.00
Sitting Fees		
- Mr. Divyabhash C. Anjaria	7.15	6.40
- Dr. Vinod M. Agrawal	5.60	5.60
- Mr. Pravinchandra M. Mehta	5.20	4.40
- Smt. Nidhi G. Gadhecha	4.00	4.00
- Mr. Bhavesh M. Borania	0.35	-

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

(₹ in Lakhs)

Outstanding as at year end	As at March 31, 2023	As at March 31, 2022
Receivable		
- Comfit Valves Private Limited	4.47	0.28
- Ratnamani Techno Casts Private Limited	66.07	85.41
- Ratnaflex Engineering Private Limited	0.68	27.51
- Jubilant Piping Solutions Pvt. Ltd.	29.04	41.54
Payable		
- Ratanakar Wire Private Ltd.	2.05	0.83
- Aerolam Decorative LLP	-	0.12
- Jubilant Piping Solutions Pvt. Ltd.	0.69	-
- Mr. Prakash M. Sanghvi	2,168.83	1,506.71
- Mr. Jayanti M. Sanghvi	1,447.53	905.67
- Mr. Shanti M. Sanghvi	1,206.33	604.90
- Mr. Divyabhash C. Anjaria	13.50	9.00
- Mr. Pravinchandra M. Mehta	13.50	9.00
- Dr. Vinod M. Agrawal	9.00	6.75
- Smt. Nidhi G. Gadhecha	9.00	4.50
- Mr. Manoj P. Sanghvi	3.34	2.61
- Mr. Prashant J. Sanghvi	3.02	2.58
- Mr. Nilesh P. Sanghvi	2.61	2.00
- Mr. Jigar P. Sanghvi	1.87	1.42
- Mr. Yash S. Sanghvi	1.45	1.10
- Mr. Ravi P. Sanghvi	2.63	-
- Mr. Vimal Katta	2.04	3.37
- Mr. Anil Maloo	1.24	1.01
- Mr. Amrutlal K Bharadia	7.36	-
- Mr. Rajesh K Bharadia	7.16	-
- Mr. Dushyant Chaturvedi	1.29	-
- Mr. Meetesh Girishbhai Shiroya	0.20	-

Note (a) : The remuneration to the key managerial personnel does not include the provisions made for gratuity, as it is determined on an actuarial basis for the company as a whole.

Terms and conditions of transactions with related parties

Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31 2023 and March 31 2022, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken at each financial year through examining the financial position of the related party and the market in which the related party operates.

31 Earnings Per Share (EPS):

Particulars		Year Ended March 31, 2023	Year Ended March 31, 2022
Profit for the year	(₹ in Lakhs)	51,227.84	32,264.45
Weighted average no. of shares for EPS computation for basic and diluted EPS	(Nos. in Lakhs)	700.92	700.92
Earnings per share (basic and diluted)	(₹)	73.09	46.04
Nominal value of shares	(₹)	2.00	2.00

Pursuant to the recommendation by the Board in its meeting held on May 18, 2022, and approval granted by the Shareholders of the Group on June 22, 2022 by Postal Ballot through remote e-voting, the Company has issued 2,33,64,000 fully paid-up bonus equity shares having face value of ₹ 2/-each in the ratio of 1:2 i.e. one bonus equity share for two fully paid up equity shares. Consequent to the bonus issue, the total paid-up share capital has increased to ₹ 1,401.84 Lakh from ₹ 934.56 Lakh. Accordingly, as per Ind AS 33 - Earning per share, the calculation of basic and diluted earnings per share for previous period presented has been adjusted and restated.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

32 Hedging activities and derivatives

The Group is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk. Following are the Derivative instruments at year end not designated as hedging instrument:

Sr. No.	Particulars	31-03-2023 Amount (₹ In Lakhs)	31-03-2023 Foreign Currency (In Lakhs)	31-03-2022 Amount (₹ In Lakhs)	31-03-2022 Foreign Currency (In Lakhs)	Purpose
1	Forward Contracts (USD Sale)	3,494.22	USD 42.50	2,675.21	USD 35.00	Hedging of foreign currency sale
2	Forward Contracts (EURO Sale)	944.59	EURO 10.65	-	-	Hedging of foreign currency sale

Derivatives designated as hedging instruments

Cash flow hedges

Foreign currency risk:

Foreign exchange forward contracts are designated as hedging instruments in cash flow hedging against principal and interest repayment of external commercial borrowings. The foreign exchange forward contract balances vary with the level of expected foreign currency fluctuations and changes in foreign exchange forward rates.

The Group is holding the following foreign exchange Contracts designated as cash flow hedges:

Sr. No.	Particulars	Maturity Notional Amount (USD in Lakhs)		Purpose
		2023-24	2024-25	
1	Currency and interest rate swap	52.13	13.02	Hedging of principal and interest repayment of external commercial borrowings.

The impact of the hedging instruments on the balance sheet is as follows:

Sr. No.	Particulars	31-03-2023 Notional Amount (in Lakhs)	31-03-2023 Carrying Amount (in Lakhs)	31-03-2022 Notional Amount (in Lakhs)	31-03-2022 Carrying Amount (in Lakhs)	Line item in the balance sheet
1	Currency and interest rate swap	USD 65.16	652.03	USD 117.28	195.37	Other financial (Liabilities)/Assets

The cumulative effective portion of gains or losses arising from changes in fair value of hedging instruments designated as cash flow hedges are recognised in cash flow hedge reserve. Such changes recognised are reclassified to the statement of profit and loss when the hedged item affects the profit or loss or are included as an adjustment to the cost of the related non-financial hedged item.

The Group has designated certain foreign currency forward contracts, interest rate swaps and interest rate caps and collars as cash flow hedges in respect of foreign exchange and interest rate risks.

The details of other comprehensive income recognised during the year is as below:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Fair value changes recognised during the year	456.66	594.43
Fair value changes reclassified to profit and loss/cost of hedged items	(212.08)	(184.48)
Tax impact on above	(61.56)	(103.18)
	183.02	**306.77**

During the year, ineffective portion of cash flow hedges recognised in the statement of profit and loss amounted to Nil (2021-22: Nil).

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

33 Financial Instruments, Fair Value Measurements, Financial Risk and Capital Management

33.1 Category-wise Classification of Financial Instruments:

(₹ in Lakhs)

Particulars	Refer Note	As at March 31, 2023			
		Fair Value through Consolidated OCI	Fair Value through Consolidated profit or loss	Amortised cost	Carrying Value
Financial assets					
Investments in quoted mutual funds	4	-	13,512.37	-	13,512.37
Trade receivables	6	-	-	1,00,922.17	1,00,922.17
Cash and cash equivalents	7(a)	-	-	3,412.34	3,412.34
Other balances with banks	7(b)	-	-	0.25	0.25
Loans	4	-	-	31.14	31.14
Other financial assets	4	652.03	28.26	4,008.18	4,688.47
Total		**652.03**	**13,540.63**	**1,08,374.08**	**1,22,566.74**
Financial liabilities					
Borrowings	11	-	-	22,417.99	22,417.99
Trade payables	13	-	-	37,419.16	37,419.16
Derivatives	14	-	13.63	-	13.63
Lease liabilities	26(a)	-	-	1,281.56	1,281.56
Other financial liabilities	14	-	9,738.87	2,290.46	12,029.33
Total		**-**	**9,752.50**	**63,409.17**	**73,161.67**

(₹ in Lakhs)

Particulars	Refer Note	As at March 31, 2022			
		Fair Value through Consolidated OCI	Fair Value through Consolidated profit or loss	Amortised cost	Carrying Value
Financial assets					
Investments in quoted mutual funds	4	-	10,854.48	-	10,854.48
Trade receivables	6	-	-	60,075.53	60,075.53
Cash and cash equivalents	7 (a)	-	-	4,378.00	4,378.00
Loans	4	-	-	24.71	24.71
Other financial assets	4	195.37	-	2,910.22	3,105.59
Total		**195.37**	**10,854.48**	**67,388.46**	**78,438.31**
Financial liabilities					
Borrowings	11	-	-	14,828.25	14,828.25
Trade payables	13	-	-	31,448.59	31,448.59
Derivatives	14	-	9.94	-	9.94
Lease liabilities	26 (a)	-	-	918.38	918.38
Other financial liabilities	14	-	-	2,510.22	2,510.22
Total		**-**	**9.94**	**49,705.44**	**49,715.38**

33.2 Category-wise Classification of Financial Instruments:

The financial instruments are categorised in to three levels, based on the inputs used to arrive at fair value measurement as described bellow :

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Inputs based on unobservable market data.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

Valuation Methodology

Financial instruments are initially recognised and subsequently re-measured at fair value as described below :

The fair value of investment in quoted Mutual Funds is measured at quoted price/ NAV.

The derivatives are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity.

(a) Quantitative disclosures of fair value measurement hierarchy for financial assets and financial liabilities

The following table provides the fair value measurement hierarchy of the Group's financial assets and liabilities:

(₹ in Lakhs)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Quoted price in active markets (Level 1)	Significant observable Inputs (Level 2)	Significant unobservable Inputs (Level 3)	Quoted price in active markets (Level 1)	Significant observable Inputs (Level 2)	Significant unobservable Inputs (Level 3)
Financial Assets						
Investments in quoted mutual funds (measured at FVTPL)	13,512.37	-	-	10,854.48	-	-
Total	**13,512.37**	**-**	**-**	**10,854.48**	**-**	**-**
Financial Liabilities						
Foreign exchange forward contracts USD (measured at FVTPL)	-	3,494.22	-	-	2,675.21	-
Foreign exchange forward contracts EURO (measured at FVTPL)	-	944.59	-	-	-	-
Foreign exchange USD (measured at FVTOCI) - foreign currency and interest rate swap	-	5,356.94	-	-	8,890.75	-
Redemption Liability of non-controlling interest at fair value	-	-	9,738.87	-	-	-
Total	**-**	**9,795.75**	**9,738.87**	**-**	**11,565.96**	**-**

There have been no transfers between Level 1 and Level 2 during the period.

(b) Financial Instrument measured at Amortised Cost

The management assessed that cash and cash equivalents, other bank balances, trade receivables, other financial assets, trade payables, bank overdrafts, investments and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

34 Financial instruments risk management objectives and policies

The Group’s principal financial liabilities, other than derivatives, comprise borrowings and trade & other payables. The main purpose of these financial liabilities is to finance the Group’s operations and to support its operations. The Group’s principal financial assets include Investments, loans given, trade and other receivables and cash & term deposits that derive directly from its operations.

The Group's activities expose it to market risk, credit risk and liquidity risk. In order to minimise any adverse effects on the financial performance of the group, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

certain foreign currency exposures and interest rate swaps to hedge certain variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading / speculative instruments.

The Group's risk management is carried out by the corporate finance under policies approved by the Board of directors. The corporate finance identifies, evaluates and hedges financial risks in close co-operation with the Group's Business Heads. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity."

The corporate finance function reports quarterly to the Company's Audit committee, that monitors risks and policies framed to mitigate risk exposures.

(a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, deposits, Investments, trade and other receivables, trade and other payables and derivative financial instruments.

The potential economic impact, due to these assumptions and current situation, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Consolidated Statement of Profit and Loss may differ materially from these estimates due to actual developments in the global financial markets.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to changes in market interest rates due to financing, investing and cash management activities. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with floating interest rates and period of borrowings. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowing. In certain cases group enters into interest rate swap contracts or interest rate future contracts to manage its exposure to changes in the underlying benchmark interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit and equity for the year ended March 31, 2023 would (decrease)/increase by ₹ 37.22 Lakhs (March 31, 2022: ₹ 33.58 Lakhs). This is mainly attributable to variable interest rates on long term borrowings.

ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Group enters into forward exchange contracts to hedge against its foreign currency exposures relating to the recognised underlying assets/liabilities and firm commitments. The Group does not enter into any derivative instruments for trading or speculative purposes.

The carrying amounts of the Group's foreign currency denominated monetary items are as follows:

(₹ in Lakhs)

Currency	Liabilities		Assets	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
USD	8,679.14	8,107.33	3,983.71	10,621.36
EURO	3,390.68	2,215.79	6,085.68	1,984.20

The above table represents total exposure of the Group towards foreign exchange denominated assets and liabilities. The details of exposures hedged using forward exchange contracts are given as a part of note 32.

The Group is mainly exposed to changes in USD and EURO. The below table demonstrates the sensitivity to a 1% increase or decrease in the USD and EURO against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Group as at the reporting date. 1% represents management's assessment of reasonably possible change in foreign exchange rate.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

Currency	Impact on Profit before tax		Impact on Equity	
	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022
a) USD Sensitivity				
RUPEES / USD – Increase by 1%	46.95	25.49	35.13	19.07
RUPEES / USD – Decrease by 1%	(46.95)	(25.49)	(35.13)	(19.07)
b) EURO Sensitivity				
RUPEES / EURO – Increase by 1%	24.73	2.27	18.51	1.70
RUPEES / EURO – Decrease by 1%	(24.73)	(2.27)	(18.51)	(1.70)

iii) Other price risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments and bonds. The Group is exposed to price risk arising mainly from investments in mutual funds recognised at FVTPL. As at March 31 2023 the carrying value of such instruments recognised at FVTPL amounts to ₹ 13,512.37 Lakhs (March 31 2022 ₹ 10,854.48 Lakhs). The details of such investments in mutual funds is given in note 4.

The management expects that the exposure to risk of changes in market rates of these mutual funds is minimal.

(b) Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments. Credit risk arising from investment in mutual funds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies.

Credit risk arising from trade receivables is managed in accordance with the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive evaluation and individual credit limits are defined in accordance with this assessment.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

Concentrations of Credit Risk form part of Credit Risk

During the year ended March 31, 2023, sales to a customer approximated ₹ 65,076.55 Lakhs (or 14.54 % of net revenue) and during the year ended March 31 2022, sales to such customer approximated ₹ 51,451.98 Lakhs (or 16.39 % of net revenue). Accounts receivable from such customer approximated ₹ 24,607.63 Lakhs (or 24.38 % of total receivables) at March 31, 2023 and ₹ 5,164.63 Lakhs (or 8.60 % of total receivables) at March 31, 2022. A loss of this customer could significantly affect the operating results or cash flows of the Group.

The Group generally extends a credit period of 0 to 180 days.

The reconciliation of ECL is as follows :

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	11.28	25.66
Add: Allowance for the year based on ECL	118.07	(3.65)
Less: Utilisation for the year based on ECL	(1.18)	(10.73)
Total provision based on ECL	**128.17**	**11.28**

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

(c) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including, debt and overdraft / credit facilities from both domestic and international banks at an optimised cost. It also enjoys strong access to domestic capital markets across equity.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual payments:

(₹ in Lakhs)

Particulars	Carrying amount	Less than 1 year	1 to 5 years	More than 5 year	Total
Year ended March 31, 2023					
Interest bearing borrowings*	22,417.99	17,554.97	6,367.17	-	23,922.14
Trade payables	37,419.16	36,826.99	592.17	-	37,419.16
Derivatives	13.63	13.63	-	-	13.63
Finance lease obligation	1,281.56	111.23	1,114.13	56.20	1,281.56
Other financial liabilities	12,042.96	2,304.09	9,738.87	-	12,042.96
Year ended March 31, 2022					
Interest bearing borrowings*	9,626.82	1,435.61	11,436.24	-	12,871.85
Trade payables	31,448.59	31,376.04	72.55	-	31,448.59
Derivatives	9.94	9.94	-	-	9.94
Finance lease obligation	918.38	112.91	724.98	80.49	918.38
Other financial liabilities	2,520.16	2,520.16	-	-	2,520.16

* The table has been drawn up based on the undiscounted contractual maturities of the financial liabilities including interest that will be paid on those liabilities upto the maturity of the instruments.

35 Capital Management

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds into various investment options.

The Group estimates the amount of capital required on the basis of annual business and long term operating plans which includes capital and other strategic investments. In order to maintain or achieve an optimal capital structure, the Group allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

As at March 31, 2023, the Group meets its capital requirement through equity and borrowings from banks. The Group monitors its capital and debt on the basis of debt to equity ratio.

The debt equity ratio of the reporting period is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	22,417.99	14,828.25
Total Equity	2,60,390.43	2,24,831.59
Debt Equity Ratio	0.09	0.07

The Group's capital management amongst other things, aims to ensure that it meets financials covenants attached to borrowings.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

36 Statutory Group Information

(₹ in Lakhs)

Name of the entity in the Group	Net Assets (i.e. total assets minus total liabilities)		Share in profit / (loss)		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	₹ Lakhs	As % of consolidated profit / (loss)	₹ Lakhs	As % consolidated other Comprehensive income	₹ Lakhs	As % consolidated other Comprehensive income	₹ Lakhs
Parent Group								
Ratnamani Metals & Tubes Limited								
Balance as at March 31 2023	103.64%	2,69,876.15	100.70%	51,403.17	100.00%	334.08	100.69%	51,737.25
Balance as at March 31 2022	99.94%	2,24,693.42	99.92%	32,239.25	100.00%	353.04	101.71%	32,592.29
Subsidiary Group								
Foreign								
Ratnamani INC USA								
Balance as at March 31 2023	0.07%	171.57	0.03%	14.77	-	-	0.03%	14.77
Balance as at March 31 2022	0.06%	138.17	0.08%	25.20	-	-	0.08%	25.20
Domestic								
Ravi Technoforge Pvt. Ltd.								
Balance as at March 31 2023	4.27%	11,123.12	0.40%	202.78	-	-	0.39%	202.78
Balance as at March 31 2022	-	-	-	-	-	-	-	-
Intercompany eliminations and consolidation adjustments	-7.98%	(20,780.41)	-1.12%	(572.70)	-	-	-1.11%	(572.70)
Sub Total								
Balance as at March 31 2023	100.00%	2,60,390.43	100.00%	51,048.02	100.00%	334.08	100.00%	51,382.10
Balance as at March 31 2022	100.00%	2,24,831.59	100.00%	32,264.45	100.00%	353.04	101.79%	32,044.79
Minority interest as at March 31 2023		7,206.95		179.82		-		179.82
Minority interest as at March 31 2022		-		-		-		-
Total								
Balance as at March 31 2023		2,67,597.38		51,227.84		334.08		51,561.92
Balance as at March 31 2022		2,24,831.59		32,264.45		353.04		32,044.79

37 Business combinations

On October 5, 2022, Ratnamani Metals & Tubes Limited entered into a share purchase agreement to acquire 100% stake in Ravi Technoforge Private Limited (hereinafter called "RTL"). On October 28, 2022, the Holding Company completed the acquisition of 53% stake (first tranche as per share purchase agreement) on a fully diluted basis in RTL. The total purchase consideration is to be paid in three tranches over the period based on the performance metrics and other terms & conditions as per the Definitive Agreements for the subscription of Equity Shares and acquisition. In the first tranche, during the period, the Holding Company paid an amount of ₹ 9,788.17 Lakhs to the existing shareholders of the RTL and RTL towards the purchase of shares and for preferential allotment. The acquisition has been given effect to in the consolidated financial statements in accordance with the provisions of Ind AS 103 "Business Combinations".

Pursuant to the agreement, the non-controlling shareholders of RTL are obligated to enter into a forward contract to sell 27.02% of their stake to the Company between April 1 2024 and May 31 2024. The option price formula for determining the sale price remains the same as specified in the agreement. Furthermore, the non-controlling shareholders have the discretion to sell the remaining 19.98% equity shares at any time until May 31 2027. The option price formula for this put option remains consistent with the terms outlined in the agreement.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

Fair value of identifiable assets and liabilities acquired as on the date of acquisition is as below :

(₹ in Lakhs)

Particulars	Fair value as on acqusition date
Non-current assets	
Property, plant and equipment	16,833.20
Capital work-in-progress	220.47
Other non financial assets	566.56
Other non-current assets	309.92
Current assets	
Inventories	5,153.68
Trade receivables	4,109.76
Cash and cash equivalents	5,170.07
Loans	78.29
Other financial assets	48.00
Other current assets	124.07
Total Assets (A)	**32,614.02**
Non-current liabilities	
Borrowings	3,401.14
Lease liabilities	495.25
Other financial liabilities	2,201.41
Deferred tax liabilities (net)	1,967.87
Other non current liabilities	201.01
Current liabilities	
Borrowings	4,551.16
Trade payables	4,149.32
Other financial liabilities	95.58
Other current liabilities	599.95
Total liabilities (B)	**17,662.69**
Fair value of Identifiable net assets (C=A-B)	**14,951.33**
Non-controlling interest (D)	**7,027.13**
The non-controlling interest on the acquisition date has been measured at a proportionate share of net assets i.e. 47% amounts to ₹ 7,027.13 lakhs. The goodwill has been recognised as follows :	
Fair value of Identifiable net assets acquired (E=C-D)	**7,924.20**
Consideration paid for acquring 53% equity shares	9,788.17
Total Consideration paid (F)	9,788.17
Goodwill (F-E)	**1,863.97**

From the date of acquisition, RTL has contributed ₹ 10,436.92 Lakhs to revenue from operations and a profit of ₹ 614.03 Lakhs to profit before tax.

38 Schedule of government grant : (refer note 15)

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance of Grant	-	-
Grant received during the year	532.79	-
Amortised to the statement of profit & loss	(0.87)	-
Closing balance of Grant	**531.92**	-
Current	19.23	-
Non-current	512.69	-
Total	**531.92**	-

39 The code of Social Security, 2020 ('Code') relating to employee benefits during the employment and post-employment received Presidential assent in September 2020 and its effective date is yet to be notified. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Group will assess the financial impact once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective.

Notes to Consolidated Financial Statements (Contd.)

For the year ended March 31, 2023

40 The search operations were carried out by the Income Tax Department at the Offices & Plants of the Group during the period from November 23, 2021 to November 27, 2021. The Company does not foresee any material impact on the current or future business operations on outcome thereof.

41 Events after the reporting period

The Group evaluates events and transactions that occur subsequent to the Balance Sheet date but prior to the approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of May 10, 2023, other than those disclosed and adjusted elsewhere in these financial statements, there were no further subsequent events to be reported or recognised.

42 Other statutory information

i) The Group has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

ii) No proceedings have been initiated or are pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.

iii) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

iv) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

v) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

vi) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

vii) The Group does not have any transactions with companies which are struck off.

viii) The Group has not entered with any Scheme(s) of arrangement in terms of sections 230 to 237 of the Companies Act, 2013.

43 Figures of previous year's have been regrouped, wherever considered necessary to make them comparable to current year's figures.

As per our report of even date
For **KANTILAL PATEL & CO.**
Chartered Accountants
ICAI Firm Registration No : 104744W

JINAL A. PATEL
Partner
Membership No : 153599

Place : Ahmedabad
Date : May 10, 2023

For and on behalf of
RATNAMANI METALS & TUBES LIMITED

P. M. SANGHVI
Chairman & Managing Director
DIN : 00006354

J. M. SANGHVI
Joint Managing Director
DIN : 00006178

VIMAL KATTA
Chief Financial Officer

ANIL MALOO
Company Secretary

Place : Ahmedabad
Date : May 10, 2023

NOTICE

(Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014)

Notice is hereby given that the 39th Annual General Meeting of the members of **RATNAMANI METALS AND TUBES LIMITED** ("the Company") will be held on Thursday, August 3, 2023 at 10:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt:

   i. the audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon by passing the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** the audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2023, the Auditors' Report and the Board's Report thereon be and are hereby received, considered and adopted."

   ii. the audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023 and the Report of the Auditors thereon by passing the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2023 and the Auditors' Report thereon be and are hereby received, considered and adopted."

2. To declare Dividend on Equity Shares for the financial year ended on March 31, 2023 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 a dividend of ₹ 12.00 per Equity Share on 7,00,92,000 Equity Shares of ₹ 2.00 each fully paid-up of the Company as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the financial year ended on March 31, 2023."

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 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 Shri Jayanti M. Sanghvi (DIN: 00006178), Director of the Company, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

4. To re-appoint M/s. Kantilal Patel & Co., Chartered Accountants as the Independent Auditors for its second term of five years 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Kantilal Patel & Co., Chartered Accountants, Ahmedabad, having Firm Registration No. 104744W, be and are hereby re-appointed as the Independent Auditors of the Company for the second term of five consecutive years, to hold office from the conclusion of the 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting to be held in the year 2028, at a 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.

   RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Audit Committee be and is hereby authorised to finalise the other terms and conditions for the entire term of the Independent Auditors including remuneration of the Independent Auditors for the remaining tenure.

   RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board in this regard), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to determination of roles and responsibilities, scope of work of the Independent Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the members of the Company. "

Special Business:

5. To ratify the Remuneration payable to the Cost Auditors of the Company for the financial year ending on March 31, 2024 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(3) and other applicable provisions of the Companies

   Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 1,20,000/- (Rupees: One Lakh Twenty Thousand only) plus applicable taxes, travel and out-of-pocket expenses incurred in connection with the cost audit, as recommended by the Audit Committee and approved by the Board of Directors, payable to M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No.000028 who are appointed as the Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending on March 31, 2024."

6. To re-appoint and fix the remuneration payable to Shri Prakash M. Sanghvi (DIN: 00006354) as Managing Director and Key Managerial Personnel of the Company for a period of 5 (Five) years 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 based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Rule 3 and 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the companies Act, 2013, if any, and the Articles of Association of the Company, subject to the approvals, consents, permissions, sanctions etc. of the Central Government if so required necessary and all concerned statutory, regulatory or other authorities, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consent, permission, sanctions, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Shri Prakash M. Sanghvi (DIN: 00006354) as Managing Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from November 1, 2023 through October 31, 2028, notwithstanding his attaining age of 70 years during the tenure of his re-appointment.

   RESOLVED FURTHER THAT the Managing Director and Key Managerial Personnel shall be subject to the superintendence, control and direction of the Board of Directors and he will be entrusted with substantial powers of the management and he will also perform such other duties as may be entrusted to him, from time to time and the terms of remuneration shall be governed by the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and also will be as under:

   A. SALARY:

Shri Prakash M. Sanghvi, Managing Director & Key Managerial Personnel	Salary at ₹ 19,00,000/- per month (Rupees: Nineteen Lakhs per month) in the scale of ₹ 19,00,000 - ₹ 1,00,000 - ₹ 23,00,000 and perquisites as per Schedule V of the Companies Act, 2013, with effect from November 1, 2023

   B. COMMISSION:

   In addition to the salary, perquisites and allowances, commission is payable as calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 and Schedule V of the Companies Act, 2013, subject to maximum commission in a financial year not exceeding ₹ 50 Crores in aggregate to all the Executive Directors.

   C. PERQUISITES AND ALLOWANCES:

   In addition to the salary, he shall be entitled to perquisites and allowances such as fully furnished house or House Rent Allowance in lieu thereof, expenses incurred on gas, electricity, water, furnishings and repairs, reimbursement of actual expenditure on medical treatment for self and family in India or overseas including travelling expenses for the purpose, reimbursement of expenditure incurred on travel and stay abroad including that of accompanying person, leave travel concession for self and family, club fees, personal accident insurance and Mediclaim policy and/or other perquisites and allowances in accordance with Rules of the Company, as may be determined by the Board of Directors, subject to the overall ceiling of remuneration stipulated in Section 197 and Schedule V of the Companies Act, 2013.

   The salary and perquisites as mentioned above at items A, B and C will be exclusive of:

   a) **Provident Fund**: Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

   b) **Gratuity**: Gratuity not exceeding half month's salary for each completed years of service.

   c) **Encashment of Leave**: Encashment of Leave at the end of the tenure.

   Car and Telephone: For Company's work provision of Car with Driver and Telephone and other communication facilities at the residence, will not be included in the computation of perquisites.

RESOLVED FURTHER THAT pursuant to the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded, for the payment of remuneration to Shri Prakash M. Sanghvi, Managing Director and Key Managerial Personnel of the Company and who is also the Executive Director and Promoter of the Company, notwithstanding:

(a) the annual remuneration payable to him exceeding ₹ 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or

(b) the aggregate annual remuneration of all the Executive Directors exceeds 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 for his remaining period of present tenure i.e. till 31st October, 2023.

However, the remuneration including salary, perquisites and commission in any financial year shall not exceed 5% of the Net Profit to the Appointee or 10% of the Net Profit to all Executive Directors, subject to the maximum commission in a financial year not exceeding ₹ 50 Crores in aggregate to all the Executive Directors.

Minimum Remuneration: Where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director and Key Managerial Personnel as salary, allowance, commission and perquisites shall be governed by and be subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 or any amendment made hereinafter in this regard or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

The Managing Director and Key Managerial Personnel shall be entitled to be reimbursed and paid out all costs, charges and expenses, if any, paid, spent or incurred by him for and on behalf of and on account of the Company in the discharge and execution of his duties as Managing Director and Key Managerial Personnel of the Company or otherwise, in connection with the business and affairs of the Company.

Shri Prakash M. Sanghvi shall not be liable to retire by rotation.

Shri Prakash M. Sanghvi will not be entitled to receive any sitting fees for attending the meeting of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company, be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites etc. within such prescribed limit or ceiling subject to necessary approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized severally to sign and submit necessary letters, form(s), return(s), documents and papers etc. either in the electronic and/or physical form as required under the Act with the Ministry of Corporate Affairs, Stock Exchanges and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubt that may arise in this regard and further to execute all necessary documents, applications, return documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to give effect to this resolution."

7. To re-appoint and fix the remuneration payable to Shri Jayanti M. Sanghvi (DIN: 00006178) as Joint Managing Director and Key Managerial Personnel of the Company for a period of 5 (Five) years 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 based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Rule 3 and 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the companies Act, 2013, if any, and Articles of Association of the Company, subject to the approvals, consents, permissions, sanctions etc. of the Central Government if so required necessary and all concerned statutory, regulatory or other authorities, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consent, permission, sanctions, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Shri Jayanti M. Sanghvi (DIN: 00006178) as Joint Managing Director and Key managerial Personnel of the Company for a period of 5 (Five) years with effect from November 1, 2023 through October 31, 2028, notwithstanding his attaining age of 70 years during the tenure of his re-appointment.

RESOLVED FURTHER THAT the terms of remuneration shall be governed by the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and will be as under:

A. SALARY:

Shri Jayanti M. Sanghvi, Joint Managing Director and Key managerial Personnel	Salary at ₹ 17,00,000/- per month (Rupees: Seventeen Lakhs per month) in the scale of ₹ 17,00,000 - ₹ 1,00,000 - ₹ 21,00,000 and perquisites as per Schedule V of the Companies Act, 2013, with effect from November 1, 2023

B. COMMISSION:

In addition to the salary, perquisites and allowances, commission is payable as calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 and Schedule V of the Companies Act, 2013, subject to maximum commission in a financial year not exceeding ₹ 50 Crores in aggregate to all the Executive Directors.

C. PERQUISITES AND ALLOWANCES:

In addition to the salary, he shall be entitled to perquisites and allowances such as fully furnished house or House Rent Allowance in lieu thereof, expenses incurred on gas, electricity, water, furnishing and repairs, reimbursement of actual expenditure on medical treatment for self and family in India or overseas including travelling expenses for the purpose, reimbursement of expenditure incurred on travel and stay abroad including that of accompanying person, leave travel concession for self and family, Club fees, personal accident insurance and mediclaim policy and/or other perquisites and allowances in accordance with Rules of the Company, as may be determined by the Board of Directors, subject to the overall ceiling of remuneration stipulated in Section 197 and Schedule V of the Companies Act, 2013.

The salary and perquisites as mentioned above at items A, B and C will be exclusive of:

a) Provident Fund: Contribution of Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

b) Gratuity: Gratuity not exceeding half month's salary for each completed years of service.

c) Encashment of Leave: Encashment of Leave at the end of the tenure.

Car and Telephone: For Company's work provision of Car with Driver and Telephone and other communication facilities at the residence will not be included in the computation of perquisites.

RESOLVED FURTHER THAT pursuant to the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded, for the payment of remuneration to Shri Jayanti M. Sanghvi, Joint Managing Director and Key Managerial Personnel of the Company and who is also the Executive Director and Promoter of the Company, notwithstanding:

(a) the annual remuneration payable to him exceeding ₹ 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or

(b) the aggregate annual remuneration of all the Executive Directors exceeds 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 for his remaining period of present tenure i.e. till 31st October, 2023.

However, the remuneration including salary, perquisites and commission in any financial year shall not exceed 5% of the Net Profit to the Appointee or 10% of the Net Profit to all Executive Directors, subject to the maximum commission in a financial year not exceeding ₹ 50 Crores in aggregate to all the Executive Directors.

Minimum Remuneration: Where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Joint Managing Director and Key Managerial Personnel as salary, allowance, commission and perquisites shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule V of the Companies Act, 2013 or any amendment made hereinafter in this regard or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

The Joint Managing Director and Key Managerial Personnel shall be entitled to be reimbursed and paid out all costs, charges and expenses, if any, paid, spent or incurred by him for and on behalf of and on account of the Company in the discharge and execution of his duties as Joint Managing Director and Key Managerial Personnel of the Company or otherwise, in connection with the business and affairs of the Company.

Shri Jayanti M. Sanghvi shall be liable to retire by rotation.

Shri Jayanti M. Sanghvi will not be entitled to receive any sitting fees for attending the meeting of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company, be and are hereby authorized to vary or increase remuneration including salary, commission, perquisites etc. within such prescribed limit or ceiling subject to necessary approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized severally to sign and submit necessary letters, form(s), return(s), documents and papers etc. in the electronic and/or physical form as required under the Act with the Ministry of Corporate Affairs, Stock Exchanges and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubt that may arise in this regard and further to execute all necessary documents, applications, returns documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to give effect to this resolution.

8. To re-appoint and fix the remuneration payable to Shri Shanti M. Sanghvi (DIN: 00007955) as Whole Time Director of the Company for a period of 5 (Five) years 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 based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Rule 3 and 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, if any, and Articles of Association of the Company, subject to the approvals, consents, permissions, sanctions etc. of the Central Government if so required necessary and all concerned statutory, regulatory or other authorities, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consent, permission, sanctions, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Shri Shanti M. Sanghvi (DIN: 00007955) as Whole Time Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from November 1, 2023 through October 31, 2028.

RESOLVED FURTHER THAT the terms of remuneration shall be governed by the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and will be as under:

A. SALARY:

Shri Shanti M. Sanghvi, Whole Time Director and Key Managerial Personnel	Salary ₹ 16,00,000/- per month (Rupees: Sixteen Lakhs per month) in the scale of ₹ 16,00,000 - ₹ 1,00,000 - ₹ 20,00,000 and perquisites as per Schedule V of the Companies Act, 2013 with effect from November 1, 2023.

B. COMMISSION:

In addition to the salary, perquisites and allowances, commission is payable as calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 and Schedule V of the Companies Act, 2013, subject to maximum commission in a financial year not exceeding ₹ 50 Crores in aggregate to all the Executive Directors.

C. PERQUISITES AND ALLOWANCES:

In addition to the salary he shall be entitled to perquisites and allowances such as fully furnished house or House Rent Allowance in lieu thereof, expenses incurred on gas, electricity, water, furnishing and repairs, reimbursement of actual expenditure on medical treatment for self and family in India or overseas including travelling expenses for the purpose, reimbursement of expenditure incurred on travel and stay abroad including that of accompanying person, leave travel concession for self and family, Club fees, personal accident insurance and mediclaim policy and/or other perquisites and allowances in accordance with Rules of the Company, as may be determined by the Board of Directors, subject to the overall ceiling of remuneration stipulated in Section 197 and Schedule V of the Companies Act, 2013.

The salary and perquisites as mentioned above at items A, B and C will be exclusive of:

a) **Provident Fund:** Contribution of Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

b) **Gratuity:** Gratuity not exceeding half month's salary for each completed years of service.

c) **Encashment of Leave**: Encashment of Leave at the end of the tenure.

Car and Telephone: For Company's work provision of Car with Driver and Telephone and other communication facilities at the residence will not be included in the computation of perquisites.

RESOLVED FURTHER THAT pursuant to the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members of the Company, be and is hereby accorded, for the payment of remuneration to Shri Shanti M. Sanghvi, Whole Time Director and Key Managerial Personnel of the Company and who is also the Executive Director and Promoter of the Company, notwithstanding:

(a) the annual remuneration payable to him exceeding 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or

(b) the aggregate annual remuneration of all the Executive Directors exceeds 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 .

However, the remuneration including salary, perquisites and commission in any financial year shall not exceed 5% of the Net Profit to the Appointee or 10% of the Net Profit to all Executive Directors, subject to the maximum commission in a financial year not exceeding ₹ 50 Crores in aggregate to all the Executive Directors.

Minimum Remuneration: Where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Whole Time Director and Key Managerial Personnel as salary, allowance, commission and perquisites shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 or any amendment made hereinafter in this regard or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

The Whole Time Director and Key Managerial Personnel shall be entitled to be reimbursed and paid out all costs, charges and expenses, if any, paid, spent or incurred by him for and on behalf of and on account of the Company in the discharge and execution of his duties as Whole Time Director and Key Managerial Personnel of the Company or otherwise, in connection with the business and affairs of the Company.

Shri Shanti M. Sanghvi shall be liable to retire by rotation.

Shri Shanti M. Sanghvi is not entitled to receive any sitting fees for attending the meeting of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company, be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites etc. within such prescribed limit or ceiling subject to necessary approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized severally to sign and submit necessary letters, form(s), return(s), documents and papers etc. in the electronic and/or physical form as required under the Act with the Ministry of Corporate Affairs, Stock Exchanges and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubt that may arise in this regard and further to execute all necessary documents, applications, returns documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to give effect to this resolution.

9. To re-appoint and fix the remuneration payable to Shri Manoj P. Sanghvi as Business Head (C.S. Pipes) 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 based on the recommendation of the Nomination and Remuneration Committee and that of Audit Committee and pursuant to the provision of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded for the re-appointment of Shri Manoj P. Sanghvi, Business Head (C.S. Pipes), son of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company to hold office or place of profit in the Company for a period of 5 (Five) years with effect from October 1, 2023 through September 30, 2028 on a maximum remuneration payable to him not exceeding ₹ 16,00,000/- per month calculated on Cost to the Company (CTC) basis.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized severally to do all such acts, deeds and things as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution."

10. To re-appoint and fix the remuneration payable to Shri Prashant J. Sanghvi as Business Head (L-SAW Pipes) 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 based on the recommendation of the Nomination and Remuneration Committee and that of Audit Committee and pursuant to the provision of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded for the re-appointment of Shri Prashant J. Sanghvi, Business Head (L-SAW Pipes), son of Shri Jayanti M. Sanghvi, Joint Managing Director of the Company to hold office or place of profit in the Company for a period of 5 (Five) years with effect from October 1, 2023 through September 30, 2028 on a maximum remuneration payable to him not exceeding ₹ 16,00,000/- per month calculated on Cost to the Company (CTC) basis.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized severally to do all such acts, deeds and things as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution."

11. To re-appoint and fix the remuneration payable to Shri Nilesh P. Sanghvi as Chief Executive (Strategic Business Development) 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 based on the recommendation of the Nomination and Remuneration Committee and that of Audit Committee and pursuant to the provision of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded for the re-appointment of Shri Nilesh P. Sanghvi, Chief Executive (Strategic Business Development), son of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company to hold office or place of profit in the Company for a period of 5 (Five) years with effect from October 1, 2023 through September 30, 2028 on a maximum remuneration payable to him not exceeding ₹ 12,00,000/- per month calculated on Cost to the Company (CTC) basis.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized severally to do all such acts, deeds and things as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution."

12. To appoint and fix the remuneration payable to Shri Jigar P. Sanghvi as Head Marketing (Seamless Products) 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 based on the recommendation of the Nomination and Remuneration Committee and that of Audit Committee and pursuant to the provision of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded for the re-appointment of Shri Jigar P. Sanghvi, Head Marketing (Seamless Products), son of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company to hold office or place of profit in the Company for a period of 5 (Five) years with effect from October 1, 2023 through September 30, 2028 on a maximum remuneration payable to him not exceeding ₹ 10,00,000/- per month calculated on Cost to the Company (CTC) basis.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized severally to do all such acts, deeds and things as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution."

13. To appoint and fix the remuneration payable to Shri Yash S. Sanghvi as Head Marketing (Seamless Products) 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 based on the recommendation of the Nomination and Remuneration Committee and that of Audit Committee and pursuant to the provision of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded for the appointment of Shri Yash S. Sanghvi, Head Marketing (Seamless Products), son of Shri Shanti M. Sanghvi, Whole Time Director of the Company to hold office or place of profit in the Company for a period of 5 (Five) years with effect from October 1, 2023 through September 30, 2028 on a maximum remuneration payable to him not exceeding up to ₹ 8,00,000/- per month calculated on Cost to the Company (CTC) basis.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized severally to do all such acts, deeds and things as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution."

14. To approve issuance of Redeemable Non-Convertible Debentures/Bonds by way of private placement for an amount not exceeding ₹ 500 Crores 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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of non-convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines, the Foreign Exchange Management Act and the RBI Guidelines, the Memorandum of Association and the Articles of Association of the Company and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations and rules and clarifications issued thereon from time to time and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by the various competent authorities / bodies, whether in India or abroad, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board", which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution) of the Company, to offer or invite subscriptions, raise funds through Private Placement of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds ("NCDs") in one or more series / tranches for an amount not exceeding ₹ 500 Crores (Rupees: Five Hundred Crores) on private placement to such eligible investors, institutions, banks, incorporated bodies, mutual funds, venture capital funds, Qualified Institutional Buyers, financial institutions, individuals, trustees, stabilizing agents or otherwise and whether or not such investors are members of the Company during the period of one year from the date of passing of resolution by the members on such terms and conditions as the Board may from time to time determine proper and beneficial to the Company, provided that the said borrowings shall be within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue(s), including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all act and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto and also delegate all or any of the powers in aforesaid matters to the officials of the Company, in such manners as the Board may in its absolute discretion deem fit."

15. To advance loan, give any guarantee or provide any security in connection with any loan taken by a Company's Subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013 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 Section 185 of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (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 is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise require, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for advancing loan including any loan represented by a book debt and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken by any entity (including a Subsidiary Company) (entity(ies) covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of Section 185 of the Companies Act, 2013, upto an aggregate outstanding amount not exceeding ₹ 100 Crores (Rupees: One Hundred Crores only) excluding loan/guarantee/security exempted or to be exempted under the Act and other applicable laws, if any, in one or more tranches, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise, vary, modify and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, in connection with the loan without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in its absolute discretion."

Registered Office:
17, Rajmugat Society,
Naranpura Char Rasta, Ankur Road,
Naranpura, Ahmedabad - 380 013
CIN: L70109GJ1983PLC006460
Phone No.: +91-079-29601200 / 01 / 02
E-mail: investor@ratnamani.com
Website: www.ratnamani.com

Date: May 10, 2023
Place: Ahmedabad

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

ANIL MALOO
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs (MCA) issued Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.21/2021 dated December 14, 2021 and Circular No.02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 39th Annual General Meeting (AGM) of the members will be held through VC/OAVM only. The Corporate Office of the Company shall be deemed to be the venue for the AGM. The facility of VC or OAVM and also casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by the National Securities Depository Limited (NSDL). The framework prescribed by the MCA in said circulars would be available to the members for effective participation in the following manner:

   a. The Company is convening 39th Annual General Meeting (AGM) through VC/OAVM and no physical presence of members, directors, auditors and other eligible persons shall be required for this annual general meeting.

   b. The Members can join the AGM through the VC/OAVM mode at least 15 minutes before and until 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

   c. In compliance with the above mentioned MCA Circulars and the SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023, the Notice of the 39th AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.ratnamani.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited at www.evoting.nsdl.com. Request for a hard copy of the aforesaid documents may be made by the members by sending request to the following e-mail id.: investor@ratnamani.com.

   d. The Company is providing two way VC facility through webex for the ease of participation of the members. Link for joining the meeting is given separately.

   e. Pursuant to the Circular No.14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs and the SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Institutional shareholders / Corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are entitled to appoint authorized representatives by sending a scanned copy (PDF/JPG format) of its Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/ Authorization shall be sent through its registered email address to the Scrutinizer at mcguptacs@gmail.com with a copy marked to evoting@nsdl.co.in.

   f. Participants i.e. Members, Directors, Auditors and other eligible persons to whom this notice is being circulated are allowed to submit their queries / questions etc. before the general meeting in advance on the e-mail address of the company at id: investor@ratnamani.com. Further, queries / questions may also be posed concurrently during the general meeting at the above given email Id.

   g. Members, Directors, Auditors and other eligible persons to whom this notice is being circulated can attend this annual general meeting through video conferencing at least 15 minutes before the schedule time and shall be closed after expiry of 15 minutes from the scheduled time.

   h. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

2. **Process for those members whose PAN, Bank details, signatures, mobile number, email ID and postal address are not registered or updated:**

   The Members are requested to register / update their PAN, Bank details, signatures, mobile number, email ID and Postal Address with their DPs or RTA, as the case may be, to enable the Company to send communications including Notices, Annual Reports, Circulars, etc. through electronic mode. Therefore, the Members are requested to register the same by following the below process:

NOTICE (Contd...)

Physical Holding	Kindly submit duly filled up Form ISR-1 for registering of PAN, registering / updation of KYC details including Postal Address with PIN, Mobile Number, Email Address, Bank Account details. Kindly submit duly filled up Form ISR-2 for updation of your signatures. The downloadable and fillable Forms and the instruction for filling up the forms and requisite enclosures are given on the website of the Company and of RTA. Please refer and follow the instructions given in the SEBI circular dated March 16, 2023 for updation of records. Please submit the forms to RTA of the Company at the address mentioned.
Demat Holding	For registration of PAN and registration / updation of KYC, details including Postal Address with PIN, Mobile Number, Email Address, Bank Account details, the Member may contact their respective DPs and update the same with their respective DPs and the same would be effective across all their shareholdings.

3. The Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") concerning the Special Businesses 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 and the Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, is also given in the Explanatory Statement itself. Likewise, details of the Statutory Auditors pursuant to Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is also given in the Explanatory Statement itself.

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. 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 10.00 A.M. to 5.00 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.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, July 28, 2023 to Thursday, August 3, 2023 (both days inclusive) for determining the entitlement of the members for the purpose of payment of dividend and 39th Annual General Meeting.

7. The dividend, if declared, would be paid after the conclusion of the AGM to those Members whose names appear in the Register of Members of the Company maintained by Registrar and Share Transfer Agent (RTA) and the Register of Beneficial Owners maintained by the Depositories under Section 11 of the Depositories Act, 1996, at the end of the business hours on Thursday, July 27, 2023.

8. The Final dividend, if declared at AGM, payment of such dividend will be made on or before September 2, 2023, subject to deduction of tax at source.

9. Members are requested to send their Bank Account particulars (viz. Account No., Name and Branch of the Bank and the MICR Code) to their Depository Participants in case the shares are held in electronic mode or in Form ISR-1 to the Registrar and Transfer Agent in case the shares are held in the physical mode. The forms are available on the website of the Company as well as that of Registrar and Transfer Agent. The Company shall Direct Credit / NACH / ECS the corporate benefits accrued to a shareholder and also for printing the Bank Account details on the dividend warrant / demand draft so that there are no fraudulent encashment of the warrants. Therefore, the Members are requested to send their updation form immediately.

   Members holding shares in demat form are hereby informed that the bank particulars registered with their respective DP's, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change or updation of bank particulars.

   Such changes / updation are to be intimated only to the DP's of the Members. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant / demand draft to such shareholders.

   To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

10. 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.

11. In terms of provisions of Section 124 & 125 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 August 9, 2022 (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).

12. Members are requested to note that the dividends not en-cashed 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 Lakhs)

Date of Declaration	Financial Year	Due for Transfer to IEPF on	Unpaid Amount (as on March 31, 2023)	Total Dividend Amount Declared (excluding DDT and before TDS, if applicable)	% of unpaid dividend amount to total dividend amount
September 12, 2017	2016-2017	October 11, 2024	19.09	2,570.04	0.74
August 9, 2018	2017-2018	August 8, 2025	14.19	2,803.68	0.51
August 9, 2019	2018-2019	August 8, 2026	18.63	4,205.52	0.44
March 5, 2020	2019-2020	April 4, 2027	34.45	5,607.36	0.61
September 27, 2021	2020-2021	November 3, 2028	23.39	6,541.92	0.36
August 9, 2022	2021-2022	September 15, 2029	20.22	6,541.97	0.31

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. The Company has sent intimation to all such Members who have not claimed their dividend for 7 (Seven) consecutive years. During the F.Y. 2022-23, the Company had transferred 15,827 Equity Shares pertaining to the Base Year 2014-15 to the Investor Education and Protection Fund Authority. Likewise, by May 10, 2023, the Company has initiated the process to transfer 34,505 Equity Shares pertaining to the Base Year 2015-16 to the Investor Education and Protection Fund Authority.

Further, the unclaimed dividend in respect of F.Y. 2016-17 must be claimed by members on or before October 11, 2024, 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 Members, thereafter need to claim their shares and unclaimed dividends from IEPF Authority by filing Form IEPF-5 available on www.iepf.gov.in and by following such procedures as prescribed therein.

13. Pursuant to the Finance Act, 2020, the dividend income will be taxable in the hands of the members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from the dividend paid to members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof.

The Company forwards emails to the members and also publishes an advertisement for the detailed instructions for Deduction of Tax at Source (TDS) on the dividend payment during a Financial Year and Updation of their PAN, Email Address and Bank Account details in the Financial Express, English Edition and Financial Express, Gujarati Edition and the same are also uploaded on the website of the Company at www.ratnamani.com and on the website of the BSE Limited ("BSE") at www.bseindia.com and the National Stock Exchange of India Limited ("NSE") at www.nseindia.com.

14. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, transfer, transmission or transposition of securities of listed companies can be carried out only in dematerialized form with effect from April 1, 2019.

Further, the SEBI, vide its circular dated January 25, 2022, has stated that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division / consolidation of share certificates, etc. In view of this, the Members holding shares in physical form are requested to submit duly filled Form ISR-4 along with the documents / details specified therein and physical share certificates, if available, for the above mentioned service requests. Further, to eliminate all risks associated with the physical shares and for ease of the portfolio management, the Members holding equity shares in the physical form are requested to consider converting their holdings to demat mode. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for availing assistance in this regard.

15. If a member has queries on "Accounts, Operations and Finance" of the Company, the same may be sent to the Company by them at least 7 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, the facility for making nomination is available to the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website www.ratnamani.com. The Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form and to the RTA, in case the shares are held in physical form.

18. Attention of the members is drawn to the SEBI Circular dated March 16, 2023 issued in supersession of earlier circulars issued by the SEBI dated November 3, 2021 read with clarification dated December 14, 2021, which states that it is mandatory for all holders of physical securities to furnish PAN, Nomination (Form SH-13) (unless opted out in Form ISR-3), contact details including postal address with PIN, Mobile No., E-mail Address, Bank account details (ISR-1). The shareholders requested to note that if any one of above details is not available, the folios of the shareholders shall be frozen on and after October 1, 2023. If the above mentioned requirement are not fulfilled and if it is continued to remain frozen as on December 31, 2025, the same shall be referred to the administering authority under Benami Transactions (Prohibition) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

Our RTA, Link Intime India Private Limited has already sent intimations in this regard on May 9, 2023 to all the shareholders, who hold the equity shares of the Company in physical mode. Hence, those shareholders are requested to complete the formalities as soon as possible to avoid freezing of the folios. **Please note that the RTA shall not process any service request or complaint received from the shareholders / claimants till PAN, KYC and nomination documents / details are received**.

19. **APPEAL TO MEMBERS:**

The Company appeals 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 investor@ratnamani.com for any query relating to Demat.

20. Link Intime India Private Limited is our Registrar and Transfer Agent, therefore, all the Members of the Company are requested to correspond directly to the R.T.A. at the following addresses in the matters relating to transmission 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 (for all Correspondences in respect of the Company)
Link Intime India Private Limited	Link Intime India Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,	(Unit: Ratnamani Metals & Tubes Ltd.)
Vikhroli (West),	5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1),
Mumbai – 400 083.	Besides Gala Business Centre, Nr. St. Xavier's College Corner,
Tel. No. – (022) 49186000	Off C. G. Road, Navrangpura, Ahmedabad – 380 009.
Fax No. – (022) 49186060	Tel No. 079-26465179 / 86 / 87
E-mail: rnt.helpdesk@linkintime.co.in	Email : ahmedabad@linkintime.co.in

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

21. Non-Resident Indian Members are requested to inform the Link Intime India Private Limited, 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.

22. The 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 members are requested to submit their Permanent Account Number along with photocopy of both the sides of the PAN Card duly attested, as under:

- Members 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.
- Members holding shares in physical form are requested to submit self-attested photocopy of the PAN Card of all the holders including joint holders either to the Company's Registered Office or at the office of its Registrar and Transfer Agent at the address mentioned above, in Form ISR-1.
- The members are requested to link their PAN with Aadhaar Card by the date specified by the CBDT. The Company / RTA shall accept only valid PAN and shall verify that the PAN in the existing folios are valid i.e. whether it is linked to the Aadhaar number of the holder. In case the same is not linked as on notified cut-off date, the same shall be frozen as specified in the above Para 18.

NOTICE (Contd...)

23. Ratnamani Engineering Limited ("REL") was amalgamated with the 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 members of REL. Members who have not yet exchanged their old share certificates of REL, are requested to get the same exchanged for the new RMTL share certificates.

24. The Members who are still holding shares having a face value of ₹ 10/- each are requested to send the original share certificates having face value of ₹ 10/- each to the Company or to the Registrar and Transfer Agent of the Company for exchange with the requisite number of share certificates of having face value of ₹ 2/- each.

25. Your Company had issued Bonus Equity Shares to the shareholders of the Company in July, 2022 and the shareholders who were holding original shares in physical mode, were issued Bonus Equity Share certificates in physical mode only and dispatched the same by registered post at the last updated registered address. We noticed that certain share certificates were returned undelivered by postal authorities to the Registrar and Transfer Agent of the Company. The concerned shareholders, who has not received Bonus Share Certificates are requested to claim the shares by sending a request letter along with ISR Forms for updation of KYC data.

    If the share certificates are remained unclaimed, the unclaimed shares shall be transferred to "Unclaimed Suspense Account" after following the due process mentioned in Regulation 39 (4) read with Schedule VI of the SEBI (LODR) Regulations, 2015.

26. **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. Thursday, July 27, 2023 only shall be entitled to vote at the Annual General Meeting by availing the facility or remote e-voting at the General Meeting.

    Voting through Electronic Means:

    a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, December 31, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 and in terms of SEBI Circular no.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

    b) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with the MCA Circulars.

    c) During the remote e-voting period, the members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Thursday, July 27, 2023, may cast their vote electronically. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

    d) The voting period begins on Saturday, July 29, 2023 (9.00 A.M.) and ends on Wednesday, August 2, 2023 (5.00 P.M.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Thursday, July 27, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 P.M. on Wednesday, August 2, 2023.

    e) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting.

    f) The facility for voting, through electronic voting system, shall also be made available during the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

    g) Process regarding remote e-voting and e-voting during the meeting, and attending the meeting through VC/OAVM:

A. Access through Depositories NSDL / CDSL e-Voting system in case of individual shareholders holding shares in demat mode:

In terms of SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and email Id in their demat accounts to their DPs in order to access e-Voting facility.

NOTICE (Contd...)

The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given herein below.

Step – 1: Access to NSDL e-Voting system

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	**A. NSDL IDeAS facility** **If you are already registered, follow the below steps:** 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the **'Beneficial Owner'** icon under **'Login'** which is available under **'IDeAS'** section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section. 4. Click on **'Access to e-voting'** appearing under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or **e-voting service provider – NSDL** and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. **If you are not registered, follow the below steps:** a) Option to register is available at https://eservices.nsdl.com b) Select **'Register Online for IDeAS'** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c) After getting yourself registered, please follow steps given in points 1-5 above. **B. e-Voting website of NSDL** 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under "Shareholder / Member" section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting. **C. Shareholders / Members can also download NSDL Mobile App "NSDL SPEED-e" facility by scanning the QR code mentioned below for seamless voting experience.** NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1) Existing Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
	3) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 4) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select **"EVEN"** of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for Members for e-Voting during the proceedings of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting since the meeting is being held through VC/ OAVM.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-Voting system at the AGM.

General Guidelines for shareholders:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022-48867000 and 022-24997000 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in
3. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

NOTICE (Contd...)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. For Physical shareholders, please provide necessary details like Folio No., Name of shareholder, E-mail id, Mobile Number, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA along with Form ISR-1 available on the website of the Company / Registrar and Transfer Agent.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@ratnamani.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

27. Any person holding shares in physical form and non-individual Members, who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, July 27, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company / RTA.

    However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available at www.evoting.nsdl.com or by calling on 022 4886 7000 and 022 2499 7000. In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date i.e. Thursday, July 27, 2023 may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.

28. Shri Mahesh Gupta, of M/s. M. C. Gupta & Co., Company Secretaries, Ahmedabad holding Certificate of Practice No.1028 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.

29. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ratnamani.com and on the website of NSDL i.e. www.evoting.nsdl.com within two working days of conclusion of the 39th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

30. Since the 39th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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 Businesses under Item Nos.5 to 15 of the accompanying Notice dated May 10, 2023. As additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No.4 of the said Notice:

Item No.4

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the 34th Annual General Meeting of the Company held on August 9, 2018, had approved the appointment of M/s. Kantilal Patel & Co., Chartered Accountants, Ahmedabad (Firm Registration No.104744W), as the Joint Independent Auditors of the Company to hold office from the conclusion of the 34th AGM till the conclusion of the 39th AGM of the Company to be held in the year 2023. The Members at the 37th Annual General Meeting held on September 27, 2021 had resolved that M/s. Kantilal Patel & Co., Chartered Accountants to act as sole Independent Auditors of the Company for remaining tenure of their term. Their first term as Independent Auditors of the Company would end at this AGM and they are eligible for re-appointment for the second term.

M/s. Kantilal Patel & Co., Chartered Accountants, (Firm Registration No. 104744W), is a renowned Chartered Accountants firm based

out at Ahmedabad and was established on April 2, 1964. The Firm is primarily engaged in audit and assurance services, which include Multinational Entities as well as Indian Listed Entities. The Firm has indulged into the field of Auditing, Taxation, Business Advisory and Business Support to clients in Private Sector, Public Sector, Co-operative Sector, Multi-national Corporations, Non-profit Organization, etc.

M/s. Kantilal Patel & Co., Chartered Accountants, have given their consent for their re-appointment as the Independent Auditors and have confirmed that the re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Independent Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. The Firm has a valid Peer Review Certificate issued by the ICAI.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has at its Meeting held on May 10, 2023, based on the recommendation of the Audit Committee, proposed the re-appointment of M/s. Kantilal Patel & Co., Chartered Accountants, as the Independent Auditors of the Company, for the second term of five consecutive years from the conclusion of 39th AGM till the conclusion of 44th AGM of the Company to be held in the year 2028. The proposed remuneration to be paid to M/s. Kantilal Patel & Co., Chartered Accountants, is ₹ 18.00 Lakhs for the current financial year 2023-24 including Limited Review Fees but excluding, Certification Fees, if any, applicable taxes, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration for remaining tenure of second term, in such manner and to such extent as may be mutually agreed with the Independent Auditors.

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.

Based on the recommendation of the Audit Committee, the Board recommends the **Ordinary Resolution** set out at Item No.4 of the Notice for approval by the Members.

Item No.5

Pursuant to provisions of Section 148(3) 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 based 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 May 9, 2023, the Board of Director at its meeting held on May 10, 2023 had 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 2023-24 at a remuneration as mentioned in the resolution for this item of the Notice. The Board seeks ratification of the members for the remuneration payable to the Cost Auditors.

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 the Notice.

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

Item No.6

Shri Prakash M. Sanghvi, aged around 67 years, was re-appointed as Managing Director of the Company at the 34th Annual General Meeting held on Thursday, August 9, 2018 for a period of five years with effect from November 1, 2018 at remuneration within the overall limit provided in Schedule V of the Companies Act, 2013. The present term of office of Shri Prakash M. Sanghvi as Managing Director of the Company will be expiring on October 31, 2023.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on May 9, 2023, the Board of Directors at its meeting held on May 10, 2023 approved, subject to further approval of the Members, re-appointment of Shri Prakash M. Sanghvi as Managing Director and Key Managerial Personnel of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from November 1, 2023 through October 31, 2028.

In terms of Section 196(3)(a) of the Companies Act, 2013, consent of the Members by way of Special Resolution is required for the appointment or continuation of directorship of the Managing Director or Whole Time Director or Manager of the Company who have attained the age of 70 years. Shri Prakash M. Sanghvi, Managing Director and Key Managerial Personnel shall attain his age of 70 years during the tenure of present re-appointment and therefore, the approval of the Members by way of special resolution is sought and the explanatory statement indicating the justification for his re-appointment is given hereunder.

In terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company by way of Special Resolution is required, for the fees or compensation payable to Shri Prakash M. Sanghvi, Managing Director and Key Managerial Personnel, who is also the promoter or member of the promoter group, if the annual remuneration payable to him exceeds ₹ 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to him exceeds 5 per cent of the net profits of the Company.

NOTICE (Contd...)

Shri Prakash M. Sanghvi is one of the pioneer Promoters and the Chairman and Managing Director of the Company, having experience of more than 45 years in the metal industry, under his leadership the Company has grown multifold times. He actively oversees the business of the Company by contributing in the areas of Corporate Planning, Business Development, Corporate Finance, Strategic Planning and Information Technology of the Company. He has established wide distribution network in steel tubes and pipes. Hence, he should be re-appointed despite his attaining age of 70 years during the continuation of his re-appointment.

In order to enable the Company to continue to reap benefits from his wide and varied knowledge and experience, considering the responsibility entrusted to him, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company in the General Meeting, thought fit to re-appoint him as a Managing Director and Key Managerial Personnel for a further period of 5 (Five) years on the terms and conditions of remuneration enumerated in the resolution. His service as a Managing Director and Key Managerial Personnel of the Company will be valuable for the growth of the Company.

The Company has also received from him:

i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;

ii. intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,

iii. a certificate that he is not disqualified to be appointed as Director under Section 164(1) of the Act,

iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, on the basis of due verification, the Company hereby ensures that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

The profile and specific areas of expertise of Shri Prakash M. Sanghvi and other relevant information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as annexure to this Notice.

The Company will enter into a new agreement with Shri Prakash M. Sanghvi for his re-appointment as Managing Director and Key Managerial Personnel of the Company embodying the principle terms and conditions enumerated in the resolution. Pursuant to Section 190 of the Companies, Act, 2013, a copy of the draft agreement proposed to be entered into will be open for inspection by the members of the Company at the Registered Office of the Company on any working day between 10.00 A.M. to 5.00 P.M.

The terms and conditions of re-appointment and remuneration payable to Shri Prakash M. Sanghvi as Managing Director and Key Managerial Personnel of the Company as set out in the Notice and Explanatory Statement should be treated as an abstract of the terms of his appointment and memorandum under Section 190 of the Companies Act, 2013. Further, Shri Prakash M. Sanghvi satisfies all the applicable conditions as set out under section 196 read with Schedule V of the Act for being eligible for the office of the Managing Director and Key Managerial Personnel..

However, the Board of Directors may be authorized to vary and revise the said terms and conditions of remuneration and grant suitable increases whether by way of salary, commission, allowances and other perquisites subject to the limits set out in the existing applicable Schedule V of the Companies Act, 2013.

Shri Prakash M. Sanghvi is concerned or interested in the resolution as it relates to his own appointment as Managing Director and Key Managerial Personnel and the payment of remuneration to him.

Shri Jayanti M. Sanghvi, Joint Managing Director and Shri Shanti M. Sanghvi, Whole Time Director of the Company are also concerned or interested in the said resolution as they are relatives of Shri Prakash M. Sanghvi. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the accompanying the Notice.

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

Item No.7

Shri Jayanti M. Sanghvi, aged around 65 years, was re-appointed as Whole Time Director of the Company at the 34th Annual General Meeting held on Thursday, August 9, 2018 for a period of five years with effect from November 1, 2018 at remuneration within the overall limit provided in Schedule V of the Companies Act, 2013. Further, approval of the Members was sought by way of Special Resolution at the 35th Annual General Meeting held on August 9, 2019 for change in the designation from Whole Time Director to Joint Managing Director retaining all the existing terms and conditions of his appointment till the expiry of his term up to October 31, 2023. The present term of office of Shri Jayanti M. Sanghvi as Joint Managing Director of the Company will be expiring on October 31, 2023.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on May 9, 2023, the Board of Directors at its meeting held on May 10, 2023 approved, subject to further approval of the Members, re-appointment of Shri Jayanti M. Sanghvi as Joint Managing Director and Key Managerial Personnel of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from November 1, 2023 through October 31, 2028.

In terms of Section 196(3)(a) of the Companies Act, 2013, consent of the Members by way of Special Resolution is required for the appointment or continuation of directorship of the Managing Director or Whole Time Director or Manager of the Company who have attained the age of 70 years. Shri Jayanti M. Sanghvi, Joint Managing Director and Key Managerial Personnel shall attain his age of 70 years during the tenure of present re-appointment and therefore, the approval of the Members by way of special resolution is sought and the explanatory statement indicating the justification for his re-appointment is given hereunder.

In terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company by way of Special Resolution is required, for the fees or compensation payable to Shri Jayanti M. Sanghvi, Joint Managing Director and Key Managerial Personnel, who is also the promoter or member of the promoter group, if the annual remuneration payable to him exceeds ₹ 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to him exceeds 5 per cent of the net profits of the Company.

Shri Jayanti M. Sanghvi is one of the pioneer Promoters and the Joint Managing Director of the Company, having rich experience of more than 42 years in Corporate Procurement, Logistics, Corporate Human Resource Management, Administration, Corporate Communication and Liasoning. He has developed excellent business relations in Government and Semi-Government offices. A concern for social and welfare issues of the society complements his business interest which makes him monitor the Corporate Social Responsibility (CSR) and Philanthropic initiatives of Ratnamani. Hence, he should be re-appointed despite his attaining age of 70 years during the continuation of his re-appointment.

In order to enable the Company to continue to reap benefits from his wide and varied knowledge and experience, considering the responsibility entrusted to him, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company in the General Meeting, thought fit to re-appoint him as Joint Managing Director and Key Managerial Personnel for a further period of 5 (Five) years on the terms and conditions of remuneration enumerated in the resolution. His service as Joint Managing Director and Key Managerial Personnel of the Company will be valuable for the growth of the Company.

The Company has also received from him:

i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;

ii. intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,

iii. a certificate that he is not disqualified to be appointed as Director under Section 164(1) of the Act,

iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, on the basis of due verification, the Company hereby ensures that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

The profile and specific areas of expertise of Shri Jayanti M. Sanghvi and other relevant information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as annexure to this Notice.

The Company will enter into a new agreement with Shri Jayanti M. Sanghvi for his re-appointment as Joint Managing Director and Key Managerial Personnel of the Company embodying the principle terms and conditions enumerated in the resolution. Pursuant to Section 190 of the Companies, Act, 2013, a copy of the draft agreement proposed to be entered into will be open for inspection by the members of the Company at the Registered Office of the Company on any working day between 10.00 A.M. to 5.00 P.M.

The terms and conditions of re-appointment and remuneration payable to Shri Jayanti M. Sanghvi as Joint Managing Director and Key Managerial Personnel of the Company as set out in the Notice and Explanatory Statement should be treated as an abstract of the terms of his appointment and memorandum under Section 190 of the Companies Act, 2013. Further, Shri Jayanti M. Sanghvi satisfies all the applicable conditions as set out under section 196 read with Schedule V of the Act for being eligible for the office of the Joint Managing Director and Key Managerial Personnel.

However, the Board of Directors may be authorized to vary and revise the said terms and conditions of remuneration and grant suitable increases whether by way of salary, commission, allowances and other perquisites subject to the limits set out in the existing applicable Schedule V of the Companies Act, 2013.

Shri Jayanti M. Sanghvi is concerned or interested in the resolution as it relates to his own appointment as Joint Managing Director and Key Managerial Personnel and the payment of remuneration to him.

Shri Prakash M. Sanghvi, Chairman and Managing Director and Shri Shanti M. Sanghvi, Whole Time Director of the Company are also concerned or interested in the said resolution as they are relatives of Shri Jayanti M. Sanghvi. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the accompanying 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

Shri Shanti M. Sanghvi, aged around 59 years, was re-appointed as Whole Time Director of the Company at the 34th Annual General Meeting held on Thursday, August 9, 2018 for a period

NOTICE (Contd...)

of five years with effect from November 1, 2018 at remuneration within the overall limit provided in Schedule V of the Companies Act, 2013. The present term of office of Shri Shanti M. Sanghvi as Whole Time Director of the Company will be expiring on October 31, 2023.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on May 9, 2023, the Board of Directors at its meeting held on May 10, 2023 approved, subject to further approval of the Members, re-appointment of Shri Shanti M. Sanghvi as Whole Time Director and Key Managerial Personnel of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from November 1, 2023 through October 31, 2028.

In terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company by way of Special Resolution is required, for the fees or compensation payable to Shri Shanti M. Sanghvi, Whole Time Director and Key Managerial Personnel, who is also the promoter or member of the promoter group, if the annual remuneration payable to him exceeds ₹ 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to him exceeds 5 per cent of the net profits of the Company.

Shri Shanti M. Sanghvi is one of the Promoters and the Whole Time Director of the Company, having rich experience of more than 40 years in the field of Marketing and Business Development Activities of the Company. He has an edge in building clients, handling Corporates and Customer relationships while also strengthening the existing customer relationships. He is based out at Mumbai and responsible for handling the Company's affairs from Mumbai office.

In order to enable the Company to continue to reap benefits from his wide and varied knowledge and experience, considering the responsibility entrusted to him, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company in the General Meeting, thought fit to re-appoint him as Whole Time Director and Key Managerial Personnel for a further period of 5 (Five) years on the terms and conditions of remuneration enumerated in the resolution. His service as Whole Time Director and Key Managerial Personnel of the Company will be valuable for the growth of the Company.

The Company has also received from him:

i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;

ii. intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,

iii. a certificate that he is not disqualified to be appointed as Director under Section 164(1) of the Act,

iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, on the basis of due verification, the Company hereby ensures that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

The profile and specific areas of expertise of Shri Shanti M. Sanghvi and other relevant information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as annexure to this Notice.

The Company will enter into a new agreement with Shri Shanti M. Sanghvi for his re-appointment as Whole Time Director and Key Managerial Personnel of the Company embodying the principle terms and conditions enumerated in the resolution. Pursuant to Section 190 of the Companies, Act, 2013, a copy of the draft agreement proposed to be entered into will be open for inspection by the members of the Company at the Registered Office of the Company on any working day between 10.00 A.M. to 5.00 P.M.

The terms and conditions of re-appointment and remuneration payable to Shri Shanti M. Sanghvi as Whole Time Director and Key Managerial Personnel of the Company as set out in the Notice and Explanatory Statement should be treated as an abstract of the terms of his appointment and memorandum under Section 190 of the Companies Act, 2013. Further, Shri Shanti M. Sanghvi satisfies all the applicable conditions as set out under section 196 read with Schedule V of the Act for being eligible for the office of the Whole Time Director and Key Managerial Personnel.

However, the Board of Directors may be authorized to vary and revise the said terms and conditions of remuneration and grant suitable increases whether by way of salary, commission, allowances and other perquisites subject to the limits set out in the existing applicable Schedule V of the Companies Act, 2013.

Shri Shanti M. Sanghvi is concerned or interested in the resolution as it relates to his own appointment as Whole Time Director and Key Managerial Personnel and the payment of remuneration to him.

Shri Prakash M. Sanghvi, Chairman and Managing Director and Shri Jayanti M. Sanghvi, Joint Managing Director of the Company are also concerned or interested in the said resolution as they are relatives of Shri Shanti M. Sanghvi. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the accompanying the Notice.

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

Item No.9

Shri Manoj P. Sanghvi, son of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company was appointed as Business Head (C.S. Pipes) at the 34th Annual General Meeting of

the Company held on August 9, 2018 for a period of 5 (Five) years with effect from October 1, 2018. The term of office of Shri Manoj P. Sanghvi as Business Head (C.S. Pipes) of the Company will be expiring on September 30, 2023.

In terms of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to senior management shall be recommended by the Nomination and Remuneration Committee to the Board of Directors.

Likewise, in terms of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rule, 2014, any related party who is appointed to any office or place of profit in the Company, requires the approval of the Members of the Company in the General Meeting for a remuneration above ₹ 2,50,000/- per month.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on May 9, 2023, the Board of Directors at its meeting held on May 10, 2023 approved, subject to further approval of the Members, re-appointment of Shri Manoj P. Sanghvi as Business Head (C.S. Pipes) of the Company for a period of 5 (Five) years with effect from October 1, 2023 through September 30, 2028 at a maximum remuneration payable to him not exceeding ₹ 16,00,000/- per month calculated on Cost to the Company (CTC) basis, during the tenure.

Shri Manoj P. Sanghvi, after graduation in commerce, had obtained the degree of Master of Business Administration from University of Illinois at Chicago, USA. He has been working with the Company since March 1, 2004. During this period, he has gained rich experience in various business activities and was promoted as Business Head (C.S. Pipes). He has also been appointed as a Director of Ravi Technoforge Private Limited (a Subsidiary Company).

Information in compliance with Section 188 of the Companies Act, 2013 and Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is as stated below:

(a)	Name of the Related Party	Shri Manoj P. Sanghvi
(b)	Name of the Director or Key Managerial Personnel who is related, if any	Shri Prakash M. Sanghvi, Chairman and Managing Director
(c)	Nature of Relationship	Shri Manoj P. Sanghvi is a son of Shri Prakash M. Sanghvi, Chairman and Managing Director and brother of Shri Nilesh P. Sanghvi, Chief Executive (Strategic Business Development) and Shri Jigar P. Sanghvi, Head Marketing (Seamless Products).
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	Shri Manoj P. Sanghvi is proposed to be reappointed to an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Manoj P. Sanghvi to an office or place of profit are mentioned in the resolution at Item No.9 of the Notice. Copy of the draft letter for appointment of Shri Manoj P. Sanghvi as Business Head (C.S. Pipes) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day with a request of prior intimation to the Company. Earlier, the members at the 34th AGM had approved the maximum remuneration payable to him not exceeding ₹ 12,00,000/- per month for his term upto September 30, 2023. It is proposed to increase the range up to ₹ 16,00,000/- per month calculated on Cost to the Company (CTC) basis within which the remuneration may be revised through appraisal process with increments as may be recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors.
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution	Shri Manoj P. Sanghvi, inter alia, is involved in the following activities / operations of the Company: • Looking after Planning, Production, Raw Material Purchase etc. for Carbon Steel Pipe Division. • Marketing activities (both domestic & export) of Carbon Steel Pipe Division. • Effectively handling Carbon Steel plant and Coating Unit of the Company.

Except, Shri Manoj P. Sanghvi, being the appointee, Shri Prakash M. Sanghvi, Chairman and Managing Director, Shri Nilesh P. Sanghvi, Chief Executive (Strategic Business Development) and Shri Jigar P. Sanghvi, Head Marketing (Seamless Products) being relatives of him, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.9 of the accompanying the Notice.

The Board recommends the **Ordinary Resolution** set out at Item No.9 of the Notice for approval by the Members.

NOTICE (Contd...)

Item No.10

Shri Prashant J. Sanghvi, son of Shri Jayanti M. Sanghvi, Joint Managing Director and Key Managerial Personnel of the Company was appointed as Business Head (L-SAW Pipes) at the 34th Annual General Meeting of the Company held on August 9, 2018 for a period of 5 (Five) years with effect from October 1, 2018. The term of office of Shri Prashant J. Sanghvi as Business Head (L-SAW Pipes) of the Company will be expiring on September 30, 2023.

In terms of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to senior management shall be recommended by the Nomination and Remuneration Committee to the Board of Directors.

Likewise, in terms of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rule, 2014, any related party who is appointed to any office or place of profit in the Company, requires the approval of the Members of the Company in the General Meeting for a remuneration above ₹ 2,50,000/- per month.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on May 9, 2023, the Board of Directors at its meeting held on May 10, 2023 approved, subject to further approval of the Members, re-appointment of Shri Prashant J. Sanghvi as Business Head (L-SAW Pipes) of the Company for a period of 5 (Five) years with effect from October 1, 2023 through September 30, 2028 at a maximum remuneration payable to him not exceeding ₹ 16,00,000/- per month calculated on Cost to the Company (CTC) basis, during the tenure.

Shri Prashant J. Sanghvi, has degree of Master of Science in Mechanical and Manufacturing Engineering from the University of Greenwich, United Kingdom. He also did Project Management from Indian Institute of Management, Ahmedabad. He has been working with the Company since March 1, 2004. He was looking after setting up of Kutch plant prior to proceeding for higher studies to U.K. Post completion of his education, he was involved various business activities and gained sound knowledge of the same. Later on, he was promoted as Business Head (L-SAW Pipes). He has also been appointed as Director of Ravi Technoforge Private Limited (a Subsidiary Company).

Information in compliance with Section 188 of the Companies Act, 2013 and Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is as stated below:

(a)	Name of the Related Party	Shri Prashant J. Sanghvi
(b)	Name of the Director or Key Managerial Personnel who is related, if any	Shri Jayanti M. Sanghvi, Joint Managing Director and Key Managerial Personnel
(c)	Nature of Relationship	Shri Prashant J. Sanghvi is a son of Shri Jayanti M. Sanghvi, Joint Managing Director and Key Managerial Personnel
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	Shri Prashant J. Sanghvi is proposed to be reappointed to an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Prashant J. Sanghvi to an office or place of profit are mentioned in the resolution at Item No.10 of the Notice. Copy of the draft letter for appointment of Shri Prashant J. Sanghvi as Business Head (L-SAW Pipes) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day with a request of prior intimation to the Company. Earlier, the members at the 34th AGM had approved the maximum remuneration payable to him not exceeding ₹ 12,00,000/- per month for his term upto September 30, 2023. It is proposed to increase the range up to ₹ 16,00,000/- per month calculated on Cost to the Company (CTC) basis within which the remuneration may be revised through appraisal process with increments as may be recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors.
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution	Shri Prashant J. Sanghvi, inter alia, is involved in the following activities / operations of the Company: • Looking after Planning, Production, Raw Material Purchase for L-SAW Pipe Division. • Marketing activities (both domestic & export) of L-SAW Pipe Division. • Effectively handling L-SAW Pipe Division of the Company.

Except, Shri Prashant J. Sanghvi, being the appointee, Shri Jayant M. Sanghvi, Joint Managing Director being relative of him, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.10 of the accompanying the Notice.

The Board recommends the **Ordinary Resolution** set out at Item No.10 of the Notice for approval by the Members.

NOTICE (Contd...)

Item No.11

Shri Nilesh P. Sanghvi, son of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company was appointed as Chief Executive (Strategic Business Development) at the 34th Annual General Meeting of the Company held on August 9, 2018 for a period of 5 (Five) years with effect from October 1, 2018. The term of office of Shri Nilesh P. Sanghvi as Chief Executive (Strategic Business Development) of the Company will be expiring on September 30, 2023.

In terms of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to senior management shall be recommended by the Nomination and Remuneration Committee to the Board of Directors.

Likewise, in terms of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rule, 2014, any related party who is appointed to any office or place of profit in the Company, requires the approval of the Members of the Company in the General Meeting for a remuneration above ₹ 2,50,000/- per month.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on May 9, 2023, the Board of Directors at its meeting held on May 10, 2023 approved, subject to further approval of the Members, re-appointment of Shri Nilesh P. Sanghvi as Chief Executive (Strategic Business Development) of the Company for a period of 5 (Five) years with effect from October 1, 2023 through September 30, 2028 at a maximum remuneration payable to him not exceeding ₹ 12,00,000/- per month calculated on Cost to the Company (CTC) basis,during the tenure.

Shri Nilesh P. Sanghvi after passing GCSEs examination in Grade "A" obtained the degree of B.E. (Honors) in Manufacturing Engineering and Management from University of Nottingham. He has also passed Engineering examination from Bellerby's College, Cambridge. His main subjects were Advance Metal Forming, Integrated Design, Engineering Mathematics, Logistics and Supply Chain Management, Manufacturing Strategy. He has been working with the Company since November 21, 2005. He has gained rich experience of handling and working on a large capital project, project analysis for Capex / Opex, engineering and manufacturing.

Information in compliance with Section 188 of the Companies Act, 2013 and Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is as stated below:

(a)	Name of the Related Party	Shri Nilesh P. Sanghvi
(b)	Name of the Director or Key Managerial Personnel who is related, if any	Shri Prakash M. Sanghvi, Chairman and Managing Director
(c)	Nature of Relationship	Shri Nilesh P. Sanghvi is a son of Shri Prakash M. Sanghvi, Chairman and Managing Director and brother of Shri Manoj P. Sanghvi, Business Head (C.S. Pipes) and Shri Jigar P. Sanghvi, Head Marketing (Seamless Products).
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	Shri Nilesh P. Sanghvi is proposed to be reappointed to an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Nilesh P. Sanghvi to an office or place of profit are mentioned in the resolution at Item No.11 of the Notice. Copy of the draft letter for appointment of Shri Nilesh P. Sanghvi as Chief Executive (Strategic Business Development) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day with a request of prior intimation to the Company. Earlier, the members at the 34th AGM had approved the maximum remuneration payable to him not exceeding ₹ 9,00,000/- per month for his term upto September 30, 2023. It is proposed to increase the range up to ₹ 12,00,000/- per month calculated on Cost to the Company (CTC) basis within which the remuneration may be revised through appraisal process with increments as may be recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors.
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution	Shri Nilesh P. Sanghvi, inter alia, is involved in the following activities / operations of the Company: • Looking after new business development opportunities for the organization. • Effectively implementing various strategies for the benefit of the organization.

Except, Shri Nilesh P. Sanghvi, being the appointee, Shri Prakash M. Sanghvi, Chairman and Managing Director, Shri Manoj P. Sanghvi, Business Head (C.S. Pipes) and Shri Jigar P. Sanghvi, Head Marketing (Seamless Products) being relatives of him, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.11 of the accompanying the Notice.

The Board recommends the **Ordinary Resolution** set out at Item No.11 of the Notice for approval by the Members.

Item No.12

Shri Jigar P. Sanghvi, son of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company was appointed as Executive (Marketing) at the 34th Annual General Meeting of the Company held on August 9, 2018 for a period of 5 (Five) years with effect from October 1, 2018. The term of office of Shri Jigar P. Sanghvi as Executive (Marketing) of the Company will be expiring on September 30, 2023.

In terms of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to senior management shall be recommended by the Nomination and Remuneration Committee to the Board of Directors.

Likewise, in terms of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rule, 2014, any related party who is appointed to any office or place of profit in the Company, requires the approval of the Members of the Company in the General Meeting for a remuneration above ₹ 2,50,000/- per month.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on May 9, 2023, the Board of Directors at its meeting held on May 10, 2023 approved, subject to further approval of the Members, re-appointment of Shri Jigar P. Sanghvi as Head Marketing (Seamless Products) of the Company for a period of 5 (Five) years with effect from October 1, 2023 through September 30, 2028 at a maximum remuneration payable to him not exceeding ₹ 10,00,000/- per month calculated on Cost to the Company (CTC) basis, during the tenure.

Shri Jigar P. Sanghvi, after getting Masters degree in Commerce, has obtained the degree of Post Graduate Diploma in Investment and Financial Analysis from Gujarat University. Further, he has obtained Masters degree in Business Administration (Finance) from Cardiff University, United Kingdom. He has been working in Stainless Steel Division of the Company since 1st August, 2012. During this period, he has got expertise in the field of Marketing, Commercial and Technical aspect of steel tubes and pipes.

Information in compliance with Section 188 of the Companies Act, 2013 and Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is as stated below:

(a)	Name of the Related Party	Shri Jigar P. Sanghvi
(b)	Name of the Director or Key Managerial Personnel who is related, if any	Shri Prakash M. Sanghvi, Chairman and Managing Director
(c)	Nature of Relationship	Shri Jigar P. Sanghvi is a son of Shri Prakash M. Sanghvi, Chairman and Managing Director and brother of Shri Manoj P. Sanghvi, Business Head (C.S. Pipes) and Shri Nilesh P. Sanghvi, Chief Executive (Strategic Business Development).
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	Shri Jigar P. Sanghvi is proposed to be reappointed to an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Jigar P. Sanghvi to an office or place of profit are mentioned in the resolution at Item No.12 of the Notice. Copy of the draft letter for appointment of Shri Jigar P. Sanghvi as setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day with a request of prior intimation to the Company. Earlier, the members at the 34th AGM had approved the maximum remuneration payable to him not exceeding ₹ 7,00,000/- per month for his term upto September 30, 2023. It is proposed to increase the range up to ₹ 10,00,000/- per month calculated on Cost to the Company (CTC) basis within which the remuneration may be revised through appraisal process with increments as may be recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors.
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution	Shri Jigar P. Sanghvi, inter alia, is involved in the following activities / operations of the Company: • Looking after new business development in Stainless Steel Division of the organization. • Effectively implementing marketing strategies for the benefit of the organization.

Except, Shri Jigar P. Sanghvi, being the appointee, Shri Prakash M. Sanghvi, Chairman and Managing Director, Shri Manoj P. Sanghvi, Business Head (C.S. Pipes) and Shri Nilesh P. Sanghvi, Chief Executive (Strategic Business Development) being relatives of him, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.12 of the accompanying the Notice.

The Board recommends the **Ordinary Resolution** set out at Item No.12 of the Notice for approval by the Members.

Item No.13

Shri Yash S. Sanghvi, son of Shri Shanti M. Sanghvi, Whole Time Director and Key Managerial Personnel of the Company was appointed as Executive (Marketing) at the 34th Annual General Meeting of the Company held on August 9, 2018 for a period of 5 (Five) years with effect from October 1, 2018. The term of office of Shri Yash S. Sanghvi as Executive (Marketing) of the Company will be expiring on September 30, 2023.

In terms of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to senior management shall be recommended by the Nomination and Remuneration Committee to the Board of Directors.

Likewise, in terms of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rule, 2014, any related party who is appointed to any office or place of profit in the Company, requires the approval of the Members of the Company in the General Meeting for a remuneration above ₹ 2,50,000/- per month.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on May 9, 2023, the Board of Directors at its meeting held on May 10, 2023 approved, subject to further approval of the Members, re-appointment of Shri Yash S. Sanghvi as Head Marketing (Seamless Products) of the Company for a period of 5 (Five) years with effect from October 1, 2023 through September 30, 2028 at a maximum remuneration payable to him not exceeding ₹ 8,00,000/- per month calculated on Cost to the Company (CTC) basis, during the tenure.

Shri Yash S. Sanghvi, is Master of Commerce in from H.R. College Mumbai, and MSC in Marketing Strategy and Innovation from Cass Business school (now known as Bayer Business School) from City University, London. He has been working in Stainless Steel Seamless Pipes and Instrumentation tubes Division of the Company since February 1, 2014. During this period, he has got expertise in the field of Marketing, Commercial and Technical aspect of steel pipes and tubes, both domestic and international.

Information in compliance with Section 188 of the Companies Act, 2013 and Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is as stated below:

(a)	Name of the Related Party	Shri Yash S. Sanghvi
(b)	Name of the Director or Key Managerial Personnel who is related, if any	Shri Shanti M. Sanghvi, Whole Time Director
(c)	Nature of Relationship	Shri Yash S. Sanghvi is a son of Shri Shanti M. Sanghvi, Whole Time Director
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	Shri Yash S. Sanghvi is proposed to be reappointed to an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Yash S. Sanghvi to an office or place of profit are mentioned in the resolution at Item No.13 of the Notice. Copy of the draft letter for appointment of Shri Yash S. Sanghvi as setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day with a request of prior intimation to the Company. Earlier, the members at the 34th AGM had approved the maximum remuneration payable to him not exceeding ₹ 4,00,000/- per month for his term upto September 30, 2023. It is proposed to increase the range up to ₹ 8,00,000/- per month calculated on Cost to the Company (CTC) basis within which the remuneration may be revised through appraisal process with increments as may be recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors.
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution	Shri Yash S. Sanghvi, inter alia, is involved in the following activities / operations of the Company: • Looking after marketing activities of Stainless Steel Pipe Division of the Company

Except, Shri Yash S. Sanghvi, being the appointee, Shri Shanti M. Sanghvi, Whole Time Director being relative of him, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.13 of the accompanying the Notice.

The Board recommends the **Ordinary Resolution** set out at Item No.13 of the Notice for approval by the Members.

Item No.14

In order to augment long term resources for financing *inter alia* the on-going capital expenditure, working capital requirement and for general corporate purpose, the Company may borrow, including by issue of Unsecured/Secured Redeemable Non-Convertible Debentures / Bonds ("NCDs") on private placement basis, as may be appropriate and as specified in the approvals, from Indian markets.

The Board has at its meeting held on May 10, 2023, recommended to the Members to give their consent to the Board of Directors or any Committee of the Board to borrow and raise funds by issue of NCDs on private placement basis, up to an amount of ₹ 500 Crores (Rupees: Five Hundred Crores) under Section 42 and 71 read with Section 179 of the Companies Act, 2013. Such issue shall be subject to overall borrowing limits of as approved by Members from time to time and will be issued in terms of the provisions of the Companies Act, 2013, Articles of Association of the Company and Securities and Exchange Board of India (Issue and Listing of non-convertible Securities) Regulations, 2021, as amended (the "SEBI Regulations") and other applicable laws. The overall amount to be raised through Unsecured / Secured Redeemable NCDs / Bonds and/or any combination thereof shall not exceed ₹ 500/- Crores during the next one year.

Pursuant to Section 42 and 71 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a Company offering or making an invitation to subscribe to NCDs/Bond on a private placement basis is required to obtain prior approval of the Shareholders by way of the special resolution. For NCDs/Bonds, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs/Bonds to be made during the year. Accordingly, it is proposed to raise funds through Private Placement of NCDs/ Bonds in one or more series / tranches during a year starting from the date of approval of special resolution by the Shareholders of the Company. Such NCDs/Bonds shall be issued to such person or persons, who may or may not be the members of the Company, as the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Members / Board, may think fit and proper.

The resolutions contained in Item No.14 of the accompanying Notice, accordingly, seek Members approval as enabling resolution for raising funds through Private Placement of NCDs/ Bonds in one or more tranches during a year starting from the date of approval of special resolution by the members of the Company and authorizing the Board of Directors (or any duly constituted Committee of the Board or such other authority as may be approved by the Board) of the Company to complete all the formalities in connection with the issue of NCDs/Bonds.

The borrowing limits (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) approved by the Members under Section 180(1)(c) of the Companies Act, 2013 vide the resolution dated September 11, 2014 is ₹ 1,000 Crores over and above the paid up share capital and Free Reserves for the time being of the Company. Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Company has authorised the Board *inter alia* to provide securities for amounts borrowed by creating charge on the assets of the Company in favour of lenders. The approval is sought for funds to be raised by way of including but not limited to private placement of NCDs / Bonds in one or more series / tranches shall be within the overall borrowing limits of the Company.

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.14 of the accompanying the Notice.

The Board recommends the **Special Resolution** set out at Item No.14 of the Notice for approval by the Members.

Item No.15

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may advance any loan, including any loan represented by a book debt, to any person or give any guarantee or provide any security in connection with any loan taken / to be taken by any such person, in whom any of the Directors of the Company is interested, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution, requisite disclosures are made in the Explanatory Statement and the loans are utilised by the borrowing companies for its principal business activities.

In view of that the Company's Subsidiary(ies) / Associates / specified entities as defined under Section 185 of the Companies Act, 2013 explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by corporate guarantee of the Company or the Company may have to render support for the business requirements of its Subsidiary(ies)/ Associate/ specified entities. Presently, the Company has Ravi Technoforge Private Limited, Rajkot and Ratnamani, INC (wholly Owned) as its subsidiary companies.

Hence, the Board seek approval of the Members pursuant to the provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, or provide financial assistance or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by the Entities for the capital expenditure of the projects and/or working capital requirements or other business expenses, as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Board of Directors of the Company (or any committee thereof) would carefully evaluate proposal(s) to provide such loan(s) (including to provide any guarantee/security in connection with the loan) through deployment of funds out of internal resources/ accruals and/or any other appropriate sources, from time to time, only for principal business activities (including the matter connected thereto) of the subsidiaries of the Company or such other entity/person, in which any of the Director of the Company is interested or deemed to be interested, excluding loan/guarantee/ security exempted under the provisions of the Companies Act, in one or more tranches, outstanding at any point of time and the same will be in the best interest of the Company.

Hence, in order to enable the Company providing the above said financial assistance by way of loans (including to provide any guarantee/ security in connection with the loan) upto ₹ 100 Crores (Rupees One Hundred Crores Only) outstanding at any point of time [excluding loan/guarantee/security exempted or to be exempted under the provisions of the Act] to its subsidiaries or such other entity/person, in which any of the Director of the Company is interested or deemed to be interested, directly or indirectly, under Section 185 of the Act and rules made thereunder, it is proposed to obtain approval of the Members of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their Directorships and/or shareholding, if any, in the Company.

The Board recommends the **Special Resolution** set out at Item No.15 of the Notice for approval by the Members.

ANNEXURE TO THE NOTICE

Details of Director seeking re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name of the Director	Shri Prakash M. Sanghvi	Shri Jayanti M. Sanghvi	Shri Shanti M. Sanghvi
Director Identification Number (DIN)	00006354	00006178	00007955
Age	67 Years	65 Years	59 Years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	September 15, 1983	September 15, 1983	October 31, 1998
Educational Qualification	Matriculation	B. Com (FY)	Under Graduate
Brief Profile / Experience of the Director including nature of expertise in specific function areas	Shri Prakash M. Sanghvi is one of the pioneer Promoters and the Chairman and Managing Director of the Company, having experience of more than 45 years in the metal industry, under his leadership the Company has grown multifold times. He actively oversees the business of the Company by contributing in the areas of Corporate Planning, Business Development, Corporate Finance, Strategic Planning and Information Technology of the Company. He has established wide distribution network in steel tubes and pipes.	Shri Jayanti M. Sanghvi is one of the pioneer Promoters and the Joint Managing Director of the Company, having rich experience of more than 42 years in Corporate Procurement, Logistics, Corporate Human Resource Management, Administration, Corporate Communication and Liasoning. He has developed excellent business relations in Government and Semi-Government offices. A concern for social and welfare issues of the society complements his business interest which makes him monitor the Corporate Social Responsibility (CSR) and Philanthropic initiatives of Ratnamani.	Shri Shanti M. Sanghvi is one of the Promoters and the Whole Time Director of the Company, having rich experience of more than 40 years in the field of Marketing and Business Development Activities of the Company. He has an edge in building clients, handling Corporates and Customer relationships while also strengthening the existing customer relationships. He is based out at Mumbai and responsible for handling the Company's affairs from Mumbai office.
No. of Shares held, including beneficial ownership, if any, in the Company as on March 31, 2023	1,08,27,577 Equity Shares of face value of ₹ 2/- each. (15.45% of paid-up capital)	58,66,537 Equity Shares of face value of ₹ 2/- each. (8.37% of paid-up capital)	27,25,492 Equity Shares of face value of ₹ 2/- each. (3.89% of paid-up capital)

RATNAMANI METALS & TUBES LTD.

Name of the Director	Shri Prakash M. Sanghvi	Shri Jayanti M. Sanghvi	Shri Shanti M. Sanghvi
Terms and conditions of re-appointment	Shri Prakash M. Sanghvi will serve for a term of 5 (Five) years commencing November 1, 2023 through October 31, 2028 (both days inclusive). He shall not liable to retire by rotation.	Shri Jayanti M. Sanghvi will serve for a term of 5 (Five) years commencing November 1, 2023 through October 31, 2028 (both days inclusive). He shall be liable to retire by rotation.	Shri Shanti M. Sanghvi will serve for a term of 5 (Five) years commencing November 1, 2023 through October 31, 2028 (both days inclusive). He shall be liable to retire by rotation.
Directorships held in other companies*	1) JITO Administrative Training Foundation 2) All India Jain Kataria Foundation	Oswal Organisor Pvt. Ltd.	Nil
Directorship of listed entities from which director has resigned in the past 3 years	Nil	Nil	Nil
Membership / Chairmanship of committees in other companies#	Nil	Nil	Nil
Remuneration sought to be paid	As mentioned in the respective Resolutions and the Explanatory Statement.		
Remuneration last drawn	₹ 18 Lacs per month plus perquisites and commission as per Section 197 and Schedule V of the Companies Act, 2013.	₹ 15.20 Lacs per month plus perquisites and commission as per Section 197 and Schedule V of the Companies Act, 2013.	₹ 12.80 Lacs per month plus perquisites and commission as per Section 197 and Schedule V of the Companies Act, 2013.
Number of meetings of the Board attended during the year	He has attended 5/5 Board meetings held during the FY 2022-23	He has attended 5/5 Board meetings held during the FY 2022-23	He has attended 5/5 Board meetings held during the FY 2022-23
Inter-se Relationship with other Directors and other Key Managerial Personnel of the Company	Shri Prakash M. Sanghvi is a brother of Shri Jayanti M. Sanghvi and Shri Shanti M. Sanghvi, Directors of the Company. No other Directors or KPMs are related to him.	Shri Jayanti M. Sanghvi is a brother of Shri Prakash M. Sanghvi and Shri Shanti M. Sanghvi, Directors of the Company. No other Directors or KPMs are related to him.	Shri Shanti M. Sanghvi is a brother of Shri Prakash M. Sanghvi and Shri Jayanti M. Sanghvi, Directors of the Company. No other Directors or KPMs are related to him.

** Includes alternate directorship, if any, and public or private limited, listed or unlisted, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013.*

 # includes Chairmanship/membership of the Audit Committee and the Stakeholders Relationship Committee only of other public limited companies, whether listed or not.

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

ANIL MALOO
Company Secretary

Registered Office:
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Phone No.: +91-079-29601200 / 01 / 02
E-mail: investor@ratnamani.com
Website: www.ratnamani.com

Date: May 10, 2023
Place: Ahmedabad

RATNAMANI
METALS & TUBES LTD.

REGISTERED OFFICE
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