

**Corporate Office :**

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



To,  
(Name)  
(Address)

Dear Sir,

**Subject: Your appointment as Non-Executive Independent Director (NE-ID)**

We thank you for your confirmation to Ratnamani Metals & Tubes Limited (the “Company”) that you meet the “independence criteria” as envisaged in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also for your consenting to hold office as a director of the Company.

Pursuant to your consent, we are pleased to confirm that based on the recommendation of the Nomination and Remuneration Committee at its meeting held on \_\_\_\_\_, 20\_\_\_\_, the Board of Directors of the Company at its meeting held on even date i.e. \_\_\_\_\_, 20\_\_\_\_ has approved your appointment as an Non-Executive Independent Director (NE-ID) on the Board of the Company, not liable to retire by rotation, for a term of 5 years commencing from \_\_\_\_\_, 20\_\_\_\_, through \_\_\_\_\_, 20\_\_\_\_ (both days inclusive), subject to approval of the Shareholders by way of passing of Special Resolution through Postal Ballot / Extra Ordinary General Meeting / Annual General Meeting (strike off whichever is not applicable) via remote e-voting.

This letter set out the terms of your appointment as a Non-Executive Independent Director. Your relationship with the Company will be that of an office-holder and not one of contract for employment in the Company.

The terms and conditions of appointment of Non-Executive Independent Directors are subject to the provisions of the: (i) applicable laws, including the Companies Act, 2013 (‘the Companies Act’) and Regulation 16 (1) (b), 25 and 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and (ii) Articles of Association of the Company, as may be applicable from time to time:

The broad terms and conditions of the appointment as a Non-Executive Independent Director of the Company are as under:

**1. Appointment:**

- The appointment will be for a term of 5 years commencing from \_\_\_\_\_, 20\_\_\_\_, through \_\_\_\_\_, 20\_\_\_\_ (both days inclusive) (“Term”). The Board may dis-engage an Independent Director prior to completion of his/her Term subject to compliance of relevant provisions of the Companies Act and Rules made there under.
- An Independent Director will not be liable to retire by rotation.

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- The re-appointment for another term of maximum period of five years at the end of the current term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and subject to the approval of the Shareholders by way of Special Resolution. Your re-appointment would be considered by the Board based on the outcome of the performance evaluation process and such Director(s) continuing to meet the independence criteria.
- The Independent Directors may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

**2. Role, Responsibilities and Duties:**

A. As members of the Board, you along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013 and Rules made there under;
- “Responsibilities of the Board” as outlined in the Corporate Governance requirements as prescribed under Regulation 16 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Accountability under the Director’s Responsibility Statement.

B. You shall abide by the ‘Code for Independent Directors’ as outlined in Schedule IV to section 149(8) of the Companies Act, 2013 and duties of Directors as provided in the Act (including Section 166) and Regulation 4, 16 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief Role, Responsibilities and Duties of the Board of Directors and its members are enumerated in **Annexure A**.

C. You are particularly expected to provide guidance in their area of expertise.

**3. Time Commitment:**

Considering the nature of the role of a Director, it is difficult for a company to lay down specific parameters on time commitment. You agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as Independent Directors.

**4. Maximum number of Directorships and Committee Membership:**

A person shall not serve as an independent director in more than seven listed entities. Any person who is serving as a whole time director / managing director in any listed entity shall serve as an independent director in not more than three listed entities.

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A director shall not be a member in more than ten Committees or act as Chairperson of more than five Committees across all listed entities in which he / she is a director which shall be determined as follows:

- (a) the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies 'high value debt listed entities' and companies under Section 8 of the Companies Act, 2013 shall be excluded;
- (b) for the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.

Every director shall inform the listed entity about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.

All members of the board of directors shall affirm compliance with the Code of Conduct of Board of Directors and Senior Management on an annual basis.

## **5. Remuneration:**

An Independent Director shall be paid sitting fees for attending the meetings of the Board and the Committees of which you are member. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.

In addition to the sitting fees, the Company may pay or reimburse to you such fair and reasonable expenditure, as may have been incurred by you while performing your role as an Independent Director of the Company, such as expenditure incurred by you for accommodation, travel and any out of pocket expenses for attending Board / Committee meetings, General Meetings, Court Convened meetings, meetings with shareholders / creditors / management, site visits, induction and training organized by the Company for Directors, etc.

Independent Director shall be eligible for profit related commission, as may be approved by the Board of Directors, based on the recommendations of the NRC and the Shareholders.

An Independent Director shall not be entitled to any stock option.

## **6. Insurance:**

The Company may take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same.

## **7. Company's Code of Conduct:**

- As an Independent Director of the Company, you agree to comply with the Company's Code of Conduct for Board of Directors and Senior Management. A copy of the Code of

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Conduct as applicable to the Board of Directors and Senior Management is enclosed herewith as **Annexure B**. The Code of Conduct as applicable to the Independent Directors as provided under Section 149(8) of the Companies Act, 2013 is enclosed as **Annexure C**.

- Unless specifically authorised by the Company, you shall not disclose, Company and its business information to outsiders such as the media, the financial community, employees, shareholders, agents, customers and suppliers, etc. Your obligation of confidentiality shall survive cessation of their respective Directorships with the Company.
- The provisions of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Insider Trading Code as applicable to Designated Persons (including Board of Directors) prohibiting disclosure or use of unpublished price sensitive information would be applicable to the Independent Directors. A copy of the Insider Trading Code of the Company is enclosed herewith as an **Annexure D**.
- Additionally, you shall not participate in any business activity which might impede the application of your independent judgment in the best interest of the Company. All Directors are required to sign a confirmation of acceptance of the Company's Code of Conduct for Board of Directors and Senior Management as adopted by the Board on annual basis.

## **8. Induction / Training and Development:**

The Company may, if required, conduct or arrange for formal induction / training program for its Independent Directors, which may include any or all of the followings:

- Company's vision, strategic direction, core values, ethics and corporate governance practices;
- Board roles and responsibilities, while seeking to build working relationship among the Board members;
- Familiarization with financial matters, management team and business operations, Meetings with stakeholders, visit to business locations and meetings with senior and middle management.

The Company shall, as may be required, support its Directors to continually update their skills and knowledge and improve their familiarity with the Company and its business. The Company may arrange training on all matters which are common to the whole Board.

## **9. Performance Appraisal / Evaluation Process**

As members of the Board, your performance as well as the performance of the entire Board and its Committees shall be evaluated annually. Evaluation of each Director shall be done by all the other Directors. The evaluation of independent Director shall be based on performance of the director, fulfillment of independence criteria and independence from the management.

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The criteria for evaluation shall be determined by the Nomination and Remuneration Committee and disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

**10. Disclosures, other Directorships and business interests**

During the Term, you agree to promptly notify the Company of any change in your Directorships, and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman and the Company Secretary.

During your term, you agree to promptly provide a declaration under Section 149(7) of the Companies Act, 2013, every year and upon any change in circumstances at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an Independent Director.

**11. Changes of personal details**

During the Term, you shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

**12. Disengagement**

You may resign from the Directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation and also to the Registrar of Companies (RoC). The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

Your directorship on the Board of the Company shall terminate or cease in accordance with the law. The Company may disengage Independent Directors prior to completion of Term (subject to compliance of relevant provisions of the Companies Act) upon:

- Violation of any provision of the Company's Code of Conduct for Board of Directors and Senior Management;
- Upon the Director failing to meet the criteria for independence as envisaged in Section 149(6) of the Companies Act, 2013 or if applicable, you fail to meet the criteria for "Independence" under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, you agree to promptly submit your resignation to the Company with effect from the date of such change.

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### 13. Miscellaneous

- As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this letter of appointment will be displayed on the website of the Company;
- This letter represents the entire understanding and constitutes the whole agreement in relation to your appointment and supersedes any previous agreement between yourself and the Company with respect thereto and, without prejudice to the generality of the foregoing, excludes any warranty, condition or other undertaking implied at law or by custom.
- No waiver or modification of this letter shall be valid unless made in writing and signed by you and the Company.
- This letter and non-contractual obligations arising out of or in connection with this letter are governed and shall be construed in accordance with the laws of India and the parties agreed to submit to the exclusive jurisdiction of the court of Ahmedabad.

### 14. Acceptance of Appointment

We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the duplicate copy of this letter.

We thank you for your continued support and commitment to the Company.

Yours Sincerely,

**For, RATNAMANI METALS & TUBES LIMITED**

Sd/-

**PRAKASH M. SANGHVI**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00006354**

**Accepted by**

**(Name)**

**(DIN)**

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## **Annexure - A**

### **Role, Responsibilities and Duties of the Board of Directors and its members**

#### **1. Key functions of the Board**

The board should fulfill certain key functions, including:

- a) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and divestments.
- b) Monitoring the effectiveness of the company's governance practices and making changes as needed.
- c) Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning.
- d) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders.
- e) Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- f) Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g) Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- h) Overseeing the process of disclosure and communications.
- i) Monitoring and reviewing Board Evaluation framework.

#### **2. Disclosure of information**

- a. Members of the Board and Key Executives should be required to disclose to the Board whether they directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly or indirectly affecting the Company.

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- b. The Board and the top management should conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision-making.

### **3. Other responsibilities**

- a) The Board should provide the strategic guidance to the company, ensure effective monitoring of the management and should be accountable to the company and the shareholders.
- b) The Board should set a corporate culture and the values by which executives throughout a group will behave.
- c) Board members should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company and the shareholders.
- d) The Board should encourage continuing directors training to ensure that the Board members are kept up to date.
- e) Where Board decisions may affect different shareholder groups differently, the Board should treat all shareholders fairly.
- f) The Board should apply high ethical standards. It should take into account the interests of stakeholders.
- g) The Board should be able to exercise objective independent judgment on corporate affairs.
- h) Boards should consider assigning a sufficient number of non-executive Board members capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
- i) The Board should ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the company to excessive risk.
- j) The Board should have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the company's focus.
- k) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.



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- l) Board members should be able to commit themselves effectively to their responsibilities.
- m) In order to fulfil their responsibilities, board members should have access to accurate, relevant and timely information.
- n) The Board and senior management should facilitate the Independent Directors to perform their role effectively as a Board member and also a member of a committee.

#### **4. Duties of Directors**

- (1) Subject to the provisions of the Companies Act, 2013, a director of a company shall act in accordance with the Articles of the Company;
- (2) A Director of a Company shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- (3) A Director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- (4) A Director of a Company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company;
- (5) A Director of a Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company;
- (6) A Director of a Company shall not assign his office and any assignment so made shall be void;



## CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

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## **1. APPLICABILITY:**

This code applies to:

- i. Directors of Ratnamani Metals & Tubes Limited (the Company)
- ii. Directors of any subsidiary of the Company, if any and
- iii. Members of Senior Management of the Company (i.e. one level below the executive directors including the functional heads)

This Code of Conduct (CODE) was approved by the Board of Directors of the Company at their meeting held on 29<sup>TH</sup> January, 2015.

This code is in addition to the Rules & Regulations of Service and Conduct applicable to Managerial & Superintending Staff of the Company.

## **2. SCOPE:**

The Board of Directors (the Board) and the Senior Management of the Company agree to abide by the following Code of Conduct:

1. Attend Board/ Shareholders / Committee / Senior management meetings and seek prior leave for absence from such meeting/s.
2. Exercise authority and power with due care and diligence and whilst discharging the fiduciary responsibility of office in the best interest of the Company and all the stake holders.
3. Not allow personal interest to conflict with the interest of the Company or to come in the way of discharge of duties of office.
4. Abide by policies and business principles of the Company.
5. Comply with all applicable laws, rules and regulations.
6. Preserve and protect the environment with due concern for ecology, clean air and meet high levels of pollution and emission standards.
7. Observe strict confidentiality of the information acquired in the course of discharge of duties of office and not use the same for any personal purpose or advantage.
8. Use Company property only for official purposes and for no personal gain. Not accept any personal gratification from suppliers/service providers/business partners, etc. (Note: Personal gratification will not include normal entertainment and gifts of no significant value).
9. Deal fairly with customers, suppliers, employees and other business partners.

10. Respect safety and health of all employees and provide working conditions which are not harmful to health.
11. Encourage employees to acquire skills, knowledge and training to expand/enhance their professional and specialized knowledge.
12. Provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or colour, merit being the sole differentiating factor.
13. Conduct business operations in compliance with competition laws and principles of fair market competition.
14. Maintain high ethical and professional standards in all dealings.
15. Not to conduct oneself in a manner as may bring disrepute to office or tarnish the reputation and image of the Company.
16. Not take up any activities competing with the business of the Company.
17. Make proper record of all financial transactions and not create undisclosed or unrecorded account/fund or asset.
18. Report any violation of this Code of Conduct to either HOD or HR or any of the Whole-time Directors of the Company.
19. Co-operate with Government, Trade and Industry Associations for and in the development of economic legislations concerning the business of the Company

### **3. DUTIES OF INDEPENDENT DIRECTORS:**

(Pursuant to section 149, section 166 and Schedule IV of the Companies Act, 2013)

#### **(I) Guidelines of professional conduct:**

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;



- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

## **(II) Role and functions:**

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of

executive directors, key managerial personnel and senior management;

- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

### **(III) Duties**

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;



- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

**(IV) Separate Meetings:**

- (1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
  - (a) Review the performance of non-independent directors and the Board as a whole;
  - (b) Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - (c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**(V) General duties of Directors pursuant to Section 166 of the Companies Act, 2013:**

- (1) Subject to the provisions of the Companies Act, 2013, a director of a company shall act in accordance with the articles of the company.
- (2) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.

- (3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (4) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- (6) A director of a company shall not assign his office and any assignment so made shall be void.

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## **Annexure - C**

### **Code for Independent Directors**

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

#### **I. Guidelines of professional conduct:**

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.



**Corporate Office :**

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Fax : +91 79 2960 1210  
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**II. Role and functions:**

The Independent Directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

**III. Duties:**

The independent Directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

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- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) act within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

**IV. Manner of appointment:**

- (1) Appointment process of independent Directors shall be independent of the company management; while selecting independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.

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- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent Directors shall be formalised through a letter of appointment, which shall set out:
  - (a) the term of appointment;
  - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
  - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - (d) provision for Directors and Officers (D and O) insurance, if any;
  - (e) the Code of Business Ethics that the company expects its Directors and employees to follow;
  - (f) the list of actions that a director should not do while functioning as such in the company; and
  - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent Directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent Directors shall also be posted on the company's website.

**V. Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

**VI. Resignation or removal:**

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in Sections 168 and 169 of the Companies Act, 2013.

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- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

**VII. Separate meetings:**

- (1) The independent Directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent Directors and members of management;
- (2) All the independent Directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
  - (a) review the performance of non-independent Directors and the Board as a whole;
  - (b) review the performance of the Chairperson of the company, taking into account the views of executive Directors and non-executive Directors;
  - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**VIII. Evaluation mechanism:**

- (1) The performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.



# **INSIDER TRADING CODE**

**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR  
PREVENTION OF INSIDER TRADING IN SECURITIES**

**AND**

**CODE OF PRACTICE AND PROCEDURE FOR  
FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**

**AND**

**POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

**1<sup>st</sup> Revision:**

Revised Code vide Circular Resolution passed by the Board of Directors on March 18, 2019 and effective from April 1, 2019

**2<sup>nd</sup> Revision:**

Revised Code vide Board of Directors approval dated August 13, 2024



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## **CODE OF INTERNAL PROCEDURE AND CONDUCT FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF RATNAMANI METALS & TUBES LIMITED**

### **1. Introduction:**

“Insider Trading” in general means an act of dealing in the securities of a Company based on some unpublished price sensitive information to which a person may be previously known. The Securities and Exchange Board of India (SEBI) had issued the SEBI (Prohibition of Insider Trading) Regulation, 2015 on 15.01.2015 effective from 15.05.2015. 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 Company’s Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities (hereinafter referred as “Insider Trading Code”) to prevent Insider Trading was reviewed and adopted by the Board of Directors of the Company at its Meeting held on 07.05.2015 and subsequently the same was revised by the Board of Directors by passing Circular Resolution dated 15.03.2019, passed on 18.03.2019 in line with the amendments to SEBI (PIT) Regulations, 2015. This revised code came into effect from 01.04.2019. Thereafter, the Board of Directors at its meeting held on August 13, 2024 had revised the Code, in line with the recent amendments in the SEBI (PIT) Regulations, 2015.

### **2. The Policy and Obligations:**

The Company endeavors to preserve the confidentiality of all un-published price sensitive information(s) and to prevent misuse of such information(s). The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every “Insider”, as defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, has a duty to safeguard the confidentiality of all such information(s) obtained in the course of his/her work at the Company or by virtue of his/her relationship with the Company. No Insider shall use his/her position with or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating and/or counseling others with respect to the securities of the Company. Such persons should also refrain from profiteering by using unpublished price sensitive information(s).

To achieve these objectives, Ratnamani Metals & Tubes Limited (hereinafter referred to as "the Company") hereby notifies this “Insider Trading Code”.

- 2.1 This Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities may be known as “Insider Trading Code”.
- 2.2 The purpose of this Code is to ensure that all persons associated with the Company are strictly in compliance with the SEBI regulations mentioned as above, prevention of Insider Trading in securities of the Company and Maintenance of Confidentiality of unpublished price sensitive information.
- 2.3 The principle that each person should keep in mind is that he/she will not use his/her position, knowledge or information about RMTL for his/her personal gain or provide benefit to a third party.

### **3. Applicability:**

This Insider Trading Code is applicable to all the Designated Persons and their immediate relatives as defined herein.

### **4. Definitions:**

In this Code, unless the context otherwise requires:

**“Act”** means the Companies Act, 2013, Rules framed thereunder & any amendments thereto.

**“Board of Directors”** means the Board of Directors of Ratnamani Metals & Tubes Limited.

**“Company”** means ‘Ratnamani Metals & Tubes Limited.’

**“Code”** means Code of Internal Procedure and conduct for regulating, monitoring and reporting of trading by insider of Ratnamani Metals & Tubes Limited also referred as “Insider Trading Code.”

**“Compliance Officer”** means Company Secretary of the Company or any senior officer designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliances under SEBI Insider Trading Regulations (“these Regulations”) and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

**“Connected Person”** and **“Deemed Connected Person”** means any person who is or has during the past six months, been associated with the Company, directly or indirectly, or in any capacity including by reason of frequent communication with officers of the Company or by being in any contractual, fiduciary or employment relationship or being a director, officer or an employee of the Company or holds any position including a professional or business relationship with the Company (whether temporary or permanent), that allows such person, directly or indirectly, access to unpublished price sensitive information of the Company or in relation to securities of the Company;

Any person(s) falling within the following categories shall be deemed to be connected persons, unless the contrary is established:

- (a) an immediate relative of Connected Persons; or
- (b) a holding company or associate company or subsidiary company; or
- (c) an intermediary as specified in Section 12 of the SEBI Act or an employee or director thereof; or
- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i) a banker of the Company; or
- (j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

**“Chief Investors Relations Officer”** means Compliance Officer of the Company.

**“Designated Persons”** means and includes:

- a) Promoters/members of Promoter Group of the Company;
- b) All Directors;

- c) Key Managerial Personnel (KMPs) as per Companies Act, 2013 of the Company and that of material subsidiary company (ies) who due to their functional role/ position in the Company or material subsidiaries, can be reasonably expected to have access to UPSI;
- d) All employees in the cadre of Dy. General Manager and above irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
- e) Every employee in the Finance & Accounts, Company Secretarial & Legal, Merger and Acquisition, Treasury, Information Technology Departments;
- f) Persons in contractual, fiduciary or advisory relationship with the Company i.e. consultants, retainers, auditors, law firms, analysts, consultants, Banks etc.;
- g) Such other employees and connected persons of the Company or of the material subsidiaries as designated by the Chairman of the Board of Directors in consultation with Compliance Officer of the Company, from time to time, who could be reasonably expected to have access to Unpublished Price Sensitive Information(s).

**“Dealing in securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent.

**“Generally available information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

**“Insider”** means any person who is:

- a) a connected Person; or
- b) in possession of or having access to unpublished price sensitive information.

**“Immediate Relatives”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities. For the purpose of the Code, the term ‘Immediate Relative’ shall include Hindu Undivided Family (HUF) of which the Designated Person is a member, unless stated otherwise.

**“Key Managerial Personnel”** or **“KMP”** means person as defined in Section 2(51) of Co. Act, 2013;

**“Material Subsidiary”** means a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

**“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

**“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification(s) thereof;

**“Regulations”** means the SEBI (Prohibition of insider trading) Regulations, 2015, as amended from time to time.

**“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

**“SEBI Act”** means the Securities and Exchange Board of India Act, 1992 (as may be amended from time to time)

**“SEBI (PIT) Regulations, 2015”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 includes any amendments, modifications and re-enactment.

**“Share Based Employee Benefit Scheme”** includes stock options and/or Stock Appreciation Rights

and/or any other schemes or benefit granted by the Company under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 includes any amendments, modifications and re-enactment.

**“Trading day”** means a day on which the recognized Stock Exchanges are open for Trading.

**“Trading in Securities”** or **“Trade”** means and includes subscribing, buying, selling dealing, or agreeing to subscribe to, buy, sell or deal in the securities of the Company, either as principal or agent, including by way of pledging;

**“Trading Window”** means a trading period for trading in Company's Securities as specified by the Company from time to time (see Para 7 below).

**“Trading Plan”** is a plan formulated by an Insider and presented to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on behalf of the Insider in accordance with such plan as per Clause 5(1) of the SEBI Regulations.

**“Unpublished price sensitive information”** (UPSI) means any information relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to the followings;

- a) Periodical financial results of the company (quarterly, half yearly and annual);
- b) Dividends (interim, Special and final);
- c) Change in capital structure;
- d) Mergers, de-mergers, acquisitions, delisting, disposals, buy-back and major expansion of business or execution of new project and such other transactions;
- e) Change in key managerial personnel.

Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations. If the provisions of above Acts, Rules or Regulations are amended, the words and expressions used in this code shall be construed in terms of such amendments.

In this Code:

- (i) The singular includes the plural and vice-versa; and
- (ii) References to any gender, includes masculine, feminine and other gender.
- (iii) In case of any ambiguity w.r.t to any term or provision, the Compliance Officer shall have the right to clarify.

## **CONFIDENTIALITY OF PRICE SENSITIVE INFORMATION:**

### **5. Compliance Officer:**

5.1 The Company Secretary or any Senior Officer designated and who shall be reporting to the Board of Directors will be the Compliance Officer for the purpose of this Insider Trading Code and shall administer the requirements thereunder.

5.2 The Compliance Officer shall be responsible for:

- ♦ Setting forth policies, framing rules and procedures;
- ♦ monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”;
- ♦ pre-clearing of proposed trades of Designated Persons and their immediate relatives and



- monitoring of trades after pre-clearance; and
- ◆ Implementation of this Policy under the overall supervision of the Board of Directors of the Company.
- ◆ providing Reports to the Chairman of the Audit Committee at least once in a year.

5.3 The Compliance Officer shall maintain the records of the Designated Persons and their immediate relatives and any changes therein.

5.4 The Compliance Officer shall maintain records of all the Applications, Undertakings, Declarations, Disclosures etc. submitted by Designated Persons and their immediate relatives for a period of five years from the date of receipt of the document.

5.5 The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

5.6 The Managing Director / Compliance Officer shall inform the SEBI of any violation of the Regulations and rules made thereunder.

## **6. Preservation of "Unpublished Price Sensitive Information (UPSI)":**

6.1 No designated person shall pass on any Unpublished price sensitive information to any person directly or indirectly by way of making a recommendation for the purchase or sale or otherwise dealing in the securities of the Company.

6.2 No designated person shall communicate or counsel any unpublished price sensitive information to any person except those within the Company who need to know basis, i.e. Unpublished Price Sensitive Information should be communicated only to those Designated Persons and/or to such other persons who need the information in furtherance of their legitimate purpose, performance of duties or discharge of their legal obligation and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

6.3 All Designated persons will have to keep the files containing confidential information relating to price sensitive information fully secured. Computer files must be kept with adequate security of login and password etc.

## **7. Closure of Trading Window:**

The Designated persons and their immediate relatives shall be subject to Trading restrictions in the following manner:

(a) The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

(b) The Trading restriction period shall be made applicable from the end of every quarter till forty-eight hours after the declaration of financial results.

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

### **Exemption Clause:**

The trading window restrictions mentioned above shall not apply in respect of:

(a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of SEBI (PIT) Regulations, 2015 (as may be amended from time to time) (as enumerated in Clause 9 of the Insider Trading Code of the Company) and in respect of a pledge of

shares for a *bonafide* purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;

(b) transactions which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

## **8. Restrictions on Trading:**

8.1 No Designated Person and their immediate relatives shall conduct any dealing in the securities of the Company during the closure of the Trading window.

8.2 The restrictions under trading window closure apply to trades done by the Designated Persons directly, or indirectly through Immediate Relatives or portfolio manager / wealth manager or under any similar arrangement. It will be the responsibility of the Designated Persons to communicate the trading window closure period to their Immediate Relatives, portfolio manager, wealth manager, etc. to avoid non-compliance. In the event, a trade is undertaken by a portfolio manager on behalf of a Designated Person, the Designated Person will be held responsible for any non-compliance under the provisions of the Code and/or the SEBI Regulations.

### **8.3 Digital Database:**

A structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to secure such database. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.

### **8.4 Chinese Wall:**

While dealing with or handling UPSI, the Designated Persons shall take reasonable steps to prevent inadvertent leakage, spread or misuse of UPSI and shall maintain appropriate Chinese wall.

A Designated Person in possession of UPSI has the responsibility to ensure that the Chinese Wall is not breached deliberately or inadvertently. Any known or suspected breach of the Chinese Wall must be reported to the Compliance Officer immediately.

A Designated Person may cross the Chinese Wall i.e. share the UPSI, strictly on need-to-know basis, in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, as permitted under the SEBI Regulations.

Employees who are not Designated Persons and who do not have access to UPSI, can be given access to UPSI or brought 'inside' on sensitive transactions, strictly on a need-to-know basis and in furtherance of legitimate purposes. Every UPSI recipient, who further disseminates such UPSI information will be responsible to sensitize the recipient that such information is UPSI and needs to be maintained under strict confidentiality and also the liability that attaches on misuse or unwarranted use of such information. Information related to such persons will be updated in the structured digital database of the Company. Such persons, with whom UPSI is shared, shall not deal in the securities of the Company until such information becomes generally available.

## 9. Trading when in possession of Unpublished Price Sensitive Information (UPSI):

No insider shall trade in securities that are listed on a stock exchange when in possession of unpublished price sensitive information.

Provided that the Insider may trade in securities under the following circumstances:

- (i) the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 of SEBI (PIT) Regulations, 2015 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of the regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of the regulations.

- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- (iv) the transaction in question was undertaken pursuant to the exercise of stock options / Stock Appreciation Rights in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- (v) the trades were pursuant to a trading plan set up in accordance with regulation 5 of SEBI (PIT) Regulations, 2015.

## 10. Pre-clearance of Trades:

- 10.1 All Designated Persons and their immediate relatives who intends to conduct Trading, when the trading window is open and Designated Persons are not in possession of any UPSI, may trade or deal in the securities of the Company exceeding the aggregate value in excess of Rs.10 Lakhs within calendar quarter, will have to make an application as specified in Annexure - I to the Compliance Officer for pre-clearance of the transactions.

It is clarified that the Designated Persons can enter into one transaction or a series of transactions in the securities of the Company for an aggregated traded value of up to Rs.10 Lakhs in a calendar quarter, without obtaining any pre-clearance for the transactions, subject to the satisfaction of the following conditions:

- i. The trading window is open and
- ii. The Designated Persons are not in possession of any UPSI.

It is further clarified that Clause 10.1 shall be operative subject to exemption Clauses of Clause 7 read with proviso to Clause 9 of this Code and in such cases pre-clearance of trades shall be required even if aggregate traded value is not in excess of Rs.10 Lakhs during the trading window closure period.

Provided that pre-clearance of trade shall not be required at the time of exercise of stock options / stock appreciation rights under Share Based Employee Benefit Schemes of the Company.

Provided further that pre-clearance of trade shall not be required in case of securities tendered through buy back offers, open offers, exit offers, securities acquired through rights issues, further public offer, bonus offers etc, as permitted by SEBI Regulations.

- 10.2 Only after receiving the clearance as per format attached herewith vide Annexure- II, the transaction should be carried out.
- 10.3 The execution of the order in respect of the security of the Company will have to be completed within 7 trading days of approval of pre-clearance failing, which it will have to be cleared again. They shall file the details of such deal with the Compliance officer within 2 days of execution of the deal as per format specified in Annexure-III. In case of the transaction pre-cleared is not undertaken, a report shall be filed to that effect.
- 10.4 In case the Designated Person procures or comes in possession of UPSI before execution of the trade during the subsistence of the pre-clearance sought, he / she shall refrain from executing the trades.
- 10.5 All Designated Persons and their immediate relatives who buy or sell any number of shares of the Company shall not enter into intra-day transaction as well as contra transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons and their immediate relatives shall also not take positions in derivative transactions in the shares of the Company at any time.

Provided that the restriction of contra trade shall not be applicable on the securities relating to exercise of stock options / stock appreciation rights under Share Based Employee Benefit Schemes of the Company.

Provided further that undertaking a contra trade in securities shall not be applicable in case of securities tendered through buy back offers, open offers, exit offers, securities acquired through rights issues, further public offer, bonus offers etc., as permitted by SEBI Regulations.

If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

- 10.6 In case sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.

If there is a violation of SEBI (PIT) Regulations 2015, the Company shall promptly inform the stock exchange (s) where the securities are traded.

#### **TRADING PLAN:**

- 10.7 As an exception to the condition that Designated Person and their immediate relatives shall not trade when in possession of unpublished price sensitive information, any Designated Person may subject to prior approval of a Trading Plan by the Compliance Officer and public disclosures, shall commence trading in the securities of the Company as per the approved Trading Plan provided that such trading plan shall not commence earlier than 120 calendar days from such Trading Plan approval and public disclosure of the plan and such Trading plan(s) shall be irrevocable and to be mandatorily implemented.

The Trading Plan shall not entail overlap of any period for which another trading plan is already in existence. The Trading Plan shall also set out following parameters for each trade to be executed:

**Mandatory requirements:**

- (i) either the value of trade to be effected or the number of securities to be traded;
- (ii) nature of the trade;
- (iii) either specific date or time period not exceeding five consecutive trading days;

**Optional requirements:**

- (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
  - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
  - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the Designated persons and their immediate relative have set a price limit for a trade under above (iv), they shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by them, the trade shall not be executed.

*However, if they wish to trade irrespective of the fluctuation in market price, he may not set any price limit at the time of formulation of the trading plan*

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

## **Reporting and Statutory Disclosure Requirements:**

### **11. Reporting and approvals:**

- 11.1 All Designated persons will have to forward details of their securities transactions of the Company including that of their immediate relatives to the Compliance Officer.
- 11.2 All holdings of securities in the Company by the person concerned at the time of joining or becoming Designated Person within a period of 7 days.
- 11.3 The Compliance Officer shall maintain records of all the declarations given by the Designated Persons for a minimum period of 5 (Five) Years.
- 11.4 The Compliance Officer shall place before the Chairman of the Board on quarterly basis all the details of the trading in the Securities of the Company received from the Designated Persons and their immediate relatives and details of such persons who have submitted trading plans as envisaged in this Code.

### **12. Statutory Disclosure Requirements:**

The following disclosures shall be made to the Compliance Officer and Stock Exchanges as required:

#### **I. Initial Disclosures:**

<b>By Whom</b>	<b>What to be disclosed</b>	<b>When to be disclosed</b>
Every person on appointment as a Key Managerial Personnel or Director or Promoter or member of promoter group of the Company.	Number of shares or voting rights held by such person.	Within 7 working days

#### **II. Continual Disclosures:**

<b>By Whom</b>	<b>What to be disclosed</b>	<b>When to be disclosed</b>
Every Promoter, member of Promoter group, Designated Person and Director	<p>a) Number of Shares or voting rights held; and</p> <p>b) Change in shareholding or voting rights. (whether in one transaction or a series of transactions over a calendar quarter, aggregates to a traded value in excess of Rs.10.00 lacs or such value as may be specified by SEBI (PIT) Regulations, 2015</p>	<p>Within 2 trading days of:</p> <p>a) Receipt of intimation of allotment of Shares or</p> <p>b) Acquisition or sale of Shares or voting rights, as the case may be.</p>

#### **Disclosure by Company to Stock Exchange:**

The information received as per above disclosure shall be intimated to all stock exchanges on which the Shares of the company are listed within two working days of receiving the same.

### **13. Format and contents of disclosures:**

- (A) The format and content of initial disclosures, continual disclosures and disclosure by Company to Stock Exchange shall be in the format prescribed by the SEBI / Stock Exchanges.
- (B) A Designated Person is required to submit an initial declaration in the format prescribed by the Company, which shall inter alia contain the following details of the Designated Person:
- (a) name of educational institution, from which the Designated Person graduated,
  - (b) name of all his past employers,
  - (c) Permanent Account Number or in the absence of Permanent Account Number any other identifier permitted by law and mobile numbers.

These details shall be submitted by Designated Person for himself and also, for the following persons:

- Immediate Relatives; and
  - Persons with whom such Designated Person shares a material financial relationship, where 'material financial relationship' refers to a relationship, in which one person is a recipient of any kind of payment (such as by way of a loan or gift) during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such payer's annual income, but excludes relationships in which the payment is based on arm's length transactions.
- (C) Designated Person shall, on an annual basis, confirm the details submitted under above, and re-submit the latest information, in the event of any change in any detail.

The annual confirmation as of March 31, shall be provided by June 30 of each year, in the format and in the manner prescribed by the Company. The Compliance officer, at its discretion, may extend or curtail the aforesaid period.

### **MISCELLANEOUS:**

#### **14. Penalty for Contravention of the Code:**

- 14.1 Designated Persons who trade in securities or communicate any information for trading in securities in contravention of this Code of Conduct will be penalized and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to show-cause. They shall also be subject to disciplinary action including wage/salary freeze, suspension, dismissal, recovery, claw back, in-eligibility for future participation in ESOP etc.
- 14.2 Each such case will be identified and reported by the Compliance Officer to the Audit Committee as soon as he comes to know. Thereafter, the Audit Committee will review the case and decide on appropriate action and recommend the action to the Board of Directors.

The following penalty may be imposed:

##### **(a) Trading during Window Closure Period"**

**First Instance:** 125% of profits subject to a minimum penalty of Rs.10,000/- irrespective of profit made or not.

**Second and subsequent Instance:** 150% of profits subject to a minimum penalty of Rs.20,000/- irrespective of profit made or not.



**(b) Not obtaining of Pre-clearance approval:**

**First Instance:** Penalty of Rs.10,000/-

**Second and subsequent Instance:** Penalty of Rs.20,000/-

**(c) Non-disclosure or delay in disclosure of trading / dealing of securities above prescribed limit:**

**First Instance:** Penalty of Rs.10,000/-

**Second and subsequent Instance:** Penalty of Rs.20,000/-

**(d) Entering into Contra Trade in violation of the Code:**

**First Instance:** 125% of profits subject to a minimum penalty of Rs.10,000/- irrespective of profit made or not.

**Second and subsequent Instance:** 150% of profits subject to a minimum penalty of Rs.20,000/- irrespective of profit made or not.

**(e) Any other non-compliance of Code:**

Appropriate actions may be decided by the Audit Committee.

In addition to the actions, which may be taken by the Company, the persons violating these Regulations will also be subject to action by SEBI under SEBI (PIT) Regulations and SEBI Act, 1992

**15. Process on how and when people are brought “inside” on sensitive transactions:**

The Compliance Officer in consultation with Managing Director of the Company shall decide on how and when any person(s) should be brought ‘inside’ on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following:

- a) in the ordinary course of business.
- b) in furtherance of performance of duty(ies);
- c) for discharge of legal obligation(s).
- d) for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.
- e) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

**16. Intimation of Duties, Responsibilities and Liabilities of Persons brought inside on sensitive transactions:**

Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons, in the format as set out in by the Compliance Officer in consultation with the Managing Director of the Company:

- a) To make aware such person that the information shared is or would be confidential.
- b) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- c) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

#### **17. Internal Control System:**

The Managing Director shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these code and Prohibition of Insider Trading regulations to prevent insider trading.

#### **18. Review of Compliances of Code and verification of Internal Control System:**

The Audit Committee shall review compliance with the provisions of this Code and SEBI (PIT) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

#### **19. Procedure for enquiry in case of leak of UPSI:**

The Company shall formulate written policies and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information, which shall be approved by Board of Directors of the Company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

The employees may report instances of leak of unpublished price sensitive information under Vigilance Machanism / Whistle Blower Policy of the Company.

#### **20. Prohibition of manipulative, fraudulent and unfair trade practices:**

No person shall directly or indirectly:

- A) buy, sell or otherwise deal in Company's securities in a fraudulent manner;
- B) use or employ, in connection with issue, purchase or sale of Company's security listed in a recognized stock exchange, any manipulative or deceptive device or contrivance in contravention of the provisions of the Act or the rules or the regulations made there under;
- C) employ any device, scheme or artifice to defraud in connection with dealing in or issue of securities which are listed on a recognized stock exchange;
- D) engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person in connection with any dealing in or issue of securities which are listed on a recognized stock exchange in contravention of the provisions of the SEBI Act or the rules and the regulations made there under;
- E) indulge in a manipulative, fraudulent or an unfair trade practice in securities markets.

The designated persons and their immediate relatives shall comply with the requirements of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003 (including any amendment(s), modification(s) or re-enactment thereof).

**THIS CODE IS ONLY FOR INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI REGULATIONS AND OTHER RELATED STATUES.**

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## ANNEXURE – I

### APPLICATION FOR PRE-CLEARANCE

(For use by Designated Persons in case of dealing in the securities of the Company)

To,  
The Compliance Officer,  
Ratnamani Metals & Tubes Limited  
Though Division/Department Head Dear Sir,

I am desirous of dealing in the below-mentioned securities of the Company in my own name or on behalf of my immediate relatives (write name and relationship) and seek your approval to acquire/ purchase/ sell them:

1	Name, Address and PAN of Applicant	
1a	Name of immediate relatives and relationship, if applicable	
2	Designation	
3	Employee Payroll No.	
4	Department and Location	Department: RO/Indrad/Chhatral/Kutch/Mumbai/Delhi
5	Number and Value of securities in the Company had as on date (with folio/ DP ID/ Client ID No.)	
6	The Proposal is for:	(a) Acquisition in the open market (b) Subscription to the Securities (c) Sale of securities (d) Pledge of Securities
7	Proposed date of dealing in securities	
8	Estimated number of securities proposed to be acquired/ subscribed/sold	
9	Price at which transaction is proposed	
10	Current Market Price (as on the date of application)	
11	Whether the proposed transaction will be through stock exchange or off market deal	
12	Name of the Depository DP ID Number Client ID number	

**In relation to the above Acquisition/ Purchase/ Sale, I undertake that:**

- a) I or my immediate relatives have no access to / in possession of nor do I or my immediate relatives have any information that could be construed as “Price Sensitive Information” up to the time of signing this undertaking.
- b) In case, I or my immediate relatives get access to or receive any information that could be construed as “Price Sensitive Information” after signing this application but before the execution of the transaction, I shall inform you of the change in position and shall refrain from dealing in Shares till such information is made public.
- c) I or my immediate relatives have not contravened the Company’s Code of Conduct for the Prevention of Insider Trading as notified by the company from time to time.

- d) I or my immediate relatives have made full and true disclosure in this application.
- e) I or my immediate relatives hereby undertake that I or my immediate relatives shall execute the order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within the seven trading days after the approval is given, I or my immediate relatives undertake to obtain pre-clearance of transaction again.

Hence, I request you to approve the proposed trading in the securities of the Company.

Thanking you,  
Yours faithfully,

Signature of the Employee  
Name of Employee  
Date:  
Place:

ANNEXURE - II

**FORMAT FOR PRE- CLEARANCE ORDER**

To,  
Name : \_\_\_\_\_

Designation : \_\_\_\_\_

Place : \_\_\_\_\_

This is to inform you that your request for trading in \_\_\_\_\_ (numbers) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 (seven) trading days from today and pursuant to this Code, you shall not enter in to the contra trade within the 6 months of such trade.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report shall be necessary.

Yours faithfully,

For RATNAMANI METALS & TUBES LIMITED

COMPLIANCE OFFICER

Date:

Place:



**ANNEXURE III**  
**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,  
The Compliance Officer,  
Ratnamani Metals & Tubes Limited,  
17, Rajmugut Society,  
Naranpura Cross Road,  
Naranpura, Ahmedabad – 380 013.

I hereby inform that I or my immediate relatives:-

- have not bought/sold/ subscribed or traded any securities of the Company
- have bought/sold/subscribed or traded to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date)

Name, Address and PAN of the holder	No. of Securities	Bought/sold/subscribed/ pledged	DP ID/Client Id/ Folio No	Price (Rs.)

I undertake to preserve documents evidencing proof of above transaction for a period of 5 years and produce the same to the Compliance officer /SEBI whenever required.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

I shall not enter into the contra trade within 6 months of such trade.

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

## **CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

[Pursuant to Regulation 8(1) read with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

### **PREAMBLE:**

This Code has been framed in pursuance to the Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the purpose of this Code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

Ratnamani Metals & Tubes Limited ("RMTL") has formulated this code called RMTL's Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information in adherence to the principle set out in Schedule A to the said Regulations.

### **EFFECTIVE:**

The Code including the Policy has been approved by the Board of Directors ("Board") vide a Circular Resolution dated 14.03.2019, passed on 21.03.2019 in line with the amendments to SEBI (PIT) Regulations, 2015. This revised code shall come into effect from 01.04.2019. The Code has been reviewed by the Board of Directors at its meeting held on August 13, 2024

### **OBJECTIVE:**

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

### **INTERPRETATION:**

Any words used in this Code but not defined herein shall have the same meaning prescribed to it in the Companies Act, 2013 or rules made thereunder, SEBI Act or rules and regulations made thereunder, Accounting Standards or any other relevant legislation/law applicable to the Company.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Code, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final. In interpreting such term/provision, the Board of Directors may seek the help of any of the officers of the Company or an outside expert as it may deem fit.

### **PRINCIPLES OF FAIR DISCLOSURE FOR THE PURPOSE OF CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI"):**

The Company will adhere to the following principles so as to ensure fair disclosure of events, occurrences and unpublished price sensitive information that could impact price of its securities in the market:

1. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will make uniform dissemination of unpublished price sensitive information to avoid selective disclosure.

3. The Compliance Officer of the Company shall act as Chief Investors Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that the unpublished price sensitive information, if any, shared with analysts and research personnel is in compliance with the 'Policy for Determination of Legitimate Purpose'.
7. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company will handle all unpublished price sensitive information on a need-to-know basis.

#### **POWER OF THE BOARD OF DIRECTORS:**

The Chief Investor Relations Officer, subject to the approval of the Board of Directors reserves the right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever.

The Board may on its own or on the recommendation of the Audit Committee, establish further rules and procedures, from time to time, to give effect to the intent of this Code and to further the objective of good corporate governance.

The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned.

#### **AMENDMENT:**

Any subsequent modification/amendments in whole or part in this code brought by SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this code and also updated on the website of the Company.

#### **IMPLEMENTATION:**

The Board of Directors may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

#### **DISCLOSURE OF THE CODE ON PUBLIC DOMAIN:**

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed and also published on the official website of the Company.

**THIS CODE IS ONLY FOR INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI REGULATIONS AND OTHER RELATED STATUES.**

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## **POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

### **PREFACE:**

This Policy is formulated in compliance to the provisions of Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulation, 2015 (hereinafter, "Regulations"), effective from 1<sup>st</sup> April, 2019, which provides for that, listed entities are required to make a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8.

This Policy will be applicable on all "insiders" and is effective from 1<sup>st</sup> April, 2019. The Policy was reviewed by the Board of Directors at its meeting held on August 13, 2024.

Any subsequent modification and / or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulation, 2015 shall automatically apply to this Policy.

Words and expressions used and not defined in this Policy or in the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, shall derive their meaning from the SEBI (Prohibition of Insider Trading) Regulation, 2015.

### **DETERMINATION OF LEGITIMATE PURPOSE:**

"Legitimate purpose" shall include sharing of unpublished price sensitive information ("UPSI") in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

What shall constitute "legitimate purpose" and what shall not constitute "legitimate purpose" will be based on the business related needs of the Company. In general, legitimate purpose shall, inter-alia, include the following purposes:

- 1) Audit Purpose;
- 2) Contractual Obligation;
- 3) Legal Obligation;
- 4) Any other specific purpose based on the business related needs of the Company and other administrative purposes.

The purpose of providing information for a legitimate purpose must be compatible with a declared and specified purpose and should not be contrary to law, morals or any public policy.

The information recipient must be clearly instructed to obtain the Company's written consent in case the information provided to such recipient is used by such recipient for another purpose other than the initial legitimate purpose for which the Company had provided the UPSI. If the Company concludes that, the secondary purpose is a legitimate purpose", the Company may grant consent for the same to the users of the information.

### **PRINCIPLES:**

All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The information provided for the legitimate purpose must not be excessive in relation to the declared purpose. It must be ensured that, providing such information is necessary for its intended purpose.

The Board of Directors shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and the names of such persons or entities, as the case may be, with whom the information is shared under this Regulation along with the Permanent Account Number or any other identifier authorized by law, where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Documents containing confidential information shall be kept secured. The Computer files must have adequate security login and password, etc.

#### **POWER OF THE BOARD OF DIRECTORS:**

The Chief Investor Relations Officer, subject to the approval of the Board of Directors reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

The Board may on its own or on the recommendation of the Audit Committee, establish further rules and procedures, from time to time, to give effect to the intent of this Policy and to further the objective of good corporate governance.

The decision of the Board of Directors of the Company with regard to any or all matters relating to this Policy shall be final and binding on all concerned.

#### **DISCIPLINARY ACTION:**

The Audit Committee, subject to approval of the Board of Directors, may take appropriate action against any person who violates the provisions of this Policy. Disciplinary action may include penalizing the concerned person. Where the Company has suffered a loss due to violation of the policy, it may pursue its legal remedies against such person(s).

**THIS POLICY IS ONLY FOR INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI REGULATIONS AND OTHER RELATED STATUES.**

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