

Corporate Office :

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



RMTL/SEC/REG.30/JV AGREEMENT/2023-24

September 22, 2023

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

Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for execution of Joint Venture Agreement by the Company with Technoenergy AG, Switzerland

Dear Sir/Madam,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Company has executed today, i.e., September 22, 2023, (at 1.30 p.m.) a Joint Venture Agreement with Technoenergy AG, Switzerland.

The details, as required under the Regulation 30(6) read with Schedule III Part A Para A (5) of the SEBI Listing Regulations read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are attached **Annexure – A**.

This intimation is also being uploaded on Company's website at www.ratnamani.com

Please take the above on your record.

Thanking you,

Yours faithfully,

For, RATNAMANI METALS & TUBES LIMITED

ANIL MALOO
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: As above

ratnamani.com

info@ratnamani.com
CIN : L70109GJ1983PLC006460

Registered Office

17, Rajmugat Society, Naranpura Cross Roads,
Ahmedabad - 380 013, Gujarat, India
Phone: +91 79 2741 5504/2747 8700 | Fax: +91 79 2960 1210 | eMail: info@ratnamani.com

Corporate Office :

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

**ANNEXURE – “A”**

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered.	Ratnamani Metals and Tubes Limited (' RMTL ') and Technoenergy AG, Switzerland (' TEAG ') (hereinafter referred as JV Partners)
2.	Brief Details of the Agreement	Joint Venture Agreement between Ratnamani Metals and Tubes Limited and Technoenergy AG, Switzerland.
3.	Date of Board / Committee meeting approving the agreement	August 9, 2023
4.	Purpose of entering into the agreement.	<p>JV Partners entered into an agreement ("JVA") on dated September 22, 2023 to form a joint venture Company namely Ratnamani Finow Spooling Solutions Private Limited in India, which shall be a subsidiary Company ('JV Company').</p> <p>The purpose of the JV Company is for providing pipe spooling solutions, fittings and auxiliary support systems for piping and tubing applications.</p> <p>Through this JV, RMTL proposes to wider its product basket by providing comprehensive piping and spooling solutions in India and across the globe to the end consumers. RMTL possesses necessary infrastructure and strong reputation in the market to complement and supplement TEAG (and its group companies) for providing spooling solutions considering the focus for localization in various critical sectors like Nuclear Power, Oil & Gas, Thermal Power, Water & Sewage treatment and other applications.</p> <p>FINOW GmbH a Subsidiary of TEAG based out of Germany, is operating in this segment since decades and possess strong technical expertise in manufacturing of the various types of high precision pipe spools, fittings, hanger support systems and auxiliary piping & tubing support solutions for power plants, chemical plants, oil & gas industries, water management and other industrial applications.</p>

ratnamani.com

info@ratnamani.com
CIN : L70109GJ1983PLC006460

Registered Office

17, Rajmugat Society, Naranpura Cross Roads,
Ahmedabad - 380 013, Gujarat, India
Phone: +91 79 2741 5504/2747 8700 | Fax: +91 79 2960 1210 | eMail: info@ratnamani.com

Corporate Office :

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



5.	Shareholding, if any, in the entity with whom the agreement is executed.	<p>Not applicable.</p> <p>Technoenergy AG does not hold any shares in Ratnamani Metals and Tubes Limited.</p> <p>Likewise, Ratnamani Metals and Tubes Limited does not hold any shares in Technoenergy AG.</p>
6.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>Upon incorporation of the JV Company with Rs.270 Lacs as initial paid up capital, the Shareholding shall be in the ratio of 51% to be held by RMTL and 49% to be held by TEAG.</p> <p>Any further issuance shall be brought in by the JV Partners, in their respective ratio of shareholding. RMTL reserves right to increase its shareholding upto 60% of the paid up capital in the Company on fully diluted basis upon incurring any major capex in future.</p> <p>RMTL can nominate maximum upto 3 (Three) Directors and TEAG can nominate maximum upto 2 (Two) Directors.</p> <p>RMTL shall assist the JV by providing necessary support for setting up the manufacturing facility in Gujarat along with general management and administration of the JV company.</p>
7.	Whether, the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship.	None of the parties are related to Promoter / Promoter Group / Group Companies in any manner.
8.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	The transaction does not fall within related party transaction.
9.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	<p>RMTL shall not issue any Equity Shares to the JV partner.</p> <p>On Incorporation of Joint Venture Company, the Equity Shares of Joint Venture Company shall be issued to each of the JV Partners at face value of Rs. 10/- each as mentioned above by subscribing to the MOA.</p>
10.	Whether proposed / executed agreement is in normal course of business	No, Joint Venture Agreement has been executed with Technoenergy AG for providing pipe spooling solutions, fittings and auxiliary support systems for piping and tubing applications.

ratnamani.com

info@ratnamani.com
CIN : L70109GJ1983PLC006460

Registered Office

17, Rajmugat Society, Naranpura Cross Roads,
Ahmedabad - 380 013, Gujarat, India
Phone: +91 79 2741 5504/2747 8700 | Fax: +91 79 2960 1210 | eMail: info@ratnamani.com

Corporate Office :

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



11.	Impact of agreement on management and control of the listed entity	No, there is no impact on the management and control of the Company.
12.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	RMTL can nominate maximum upto 3 (Three) Directors and TEAG can nominate maximum upto 2 (Two) Directors. There is no conflict of Interest arising out of the Joint Venture Agreement (JVA).
13.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):	Not Applicable
	a) name of parties to the agreement;	Not Applicable
	b) nature of the agreement;	Not Applicable
	c) date of execution of the agreement;	Not Applicable
	d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable
14.	Any other information	We shall make separate announcement when the subsidiary joint venture company is incorporated as per the Regulation 30 of the SEBI (LODR) Regulations, 2015.

ratnamani.com

info@ratnamani.com
CIN : L70109GJ1983PLC006460

Registered Office

17, Rajmugat Society, Naranpura Cross Roads,
Ahmedabad - 380 013, Gujarat, India
Phone: +91 79 2741 5504/2747 8700 | Fax: +91 79 2960 1210 | eMail: info@ratnamani.com