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-INTIMATION/2025-26

September 18, 2025

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

Sub: Disclosure / Intimation of Subscription of further Equity Shares in Ravi Technoforge Private Limited, the subsidiary company of the Company, pursuant to the Issue of Equity Shares on Rights basis and Execution of Master Amendment Agreement to the Share Subscription cum Share Purchase Agreement (SSPA) and Shareholders' Agreement.

Ref.: Earlier Intimation dated October 5, 2022 & August 31, 2024 under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Acquisition

Dear Sir/Madam,

In continuation of the above mentioned intimations dated October 5, 2022 and August 31, 2024 to the Stock Exchanges wherein it was informed that Ratnamani Metals & Tubes Limited ("the Company") had entered into the Definitive Agreements for the Subscription of Equity Shares and acquisition of the Equity Shares in Ravi Technoforge Private Limited ("RTL") from it's existing shareholders (hereafter referred to as "the existing / selling shareholders"), the Company had subscribed and acquired 83,86,050 Equity Shares under the first Tranche i.e. 53% of the issued, subscribed and paid-up Equity Share Capital in RTL. Thereafter, the Company on August 31, 2024, had further acquired 41,22,000 Equity Shares under the second Tranche. Post acquisition under the second tranche, the Company holds 1,22,08,0550 Equity Shares in RTL, which constitutes 80.017% of the issued, subscribed and paid-up Equity Share Capital of RTL.

As per the aforesaid Definitive Agreements, the acquisition under the third tranche of 19.98% of the issued, subscribed and paid-up Equity Share Capital of RTL, would be completed not later than July 31, 2027, however, the acquisition of the 3rd Tranche shall be subject to certain options as may be availed by the existing / selling shareholders of the RTL during that time.

We would like to inform you that the Company on September 18, 2025, entered into Master Amendment Agreement to the Share subscription cum Purchase Agreement and Shareholders' Agreement with RTL and the existing / selling shareholders of RTL, and altered certain terms and provisions of the Share Subscription cum Purchase Agreement and Shareholders Agreement dated October 5, 2022, details of alterations are as under:

1. the existing shareholders shall invest further capital in RTL (including without limitation by way of rights issue, preferential issue or any other manner) so as to ensure that at all times their shareholding in RTL does not fall below 25% (twenty five percent) of the total issued, subscribed and paid-up Equity Share Capital of RTL, on the Fully Diluted Basis.

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2. The total shareholding of the Company shall not exceed 75% (seventy five percent) of the total issued, subscribed and paid-up Equity Share Capital in RTL, on the Fully Diluted Basis;

In view of above, the certain options available to the existing / selling Shareholders under the 3rd Tranche, has been modified and the existing / selling Shareholders and the Company shall continue to hold their respective shareholding in the above-mentioned ratio.

Further, the RTL has come out with an Issue of 50,85,572 Rights Equity Shares of Rs.10 each at a premium of Rs.90 per Equity Share for cash, aggregating to Rs.50,85,57,200 on Rights basis to the existing Shareholders of the Company.

In view of the Master Amendment Agreement to the aforesaid Agreements, the Company has subscribed to 30,48,669 Equity Shares of Rs. 10 each of RTL at an issue price of Rs.100 per share (including premium of Rs.90 per share) aggregating to Rs.30,48,66,900 by way of subscription to the equity shares offered on a Rights basis.

Consequent upon the above subscription on a Rights basis, the Company holds 1,52,56,710 Equity Shares of Rs.10 each in RTL resulting into the dilution in its shareholding from 80.017% to 75.00% of the total issued, subscribed and paid-up equity share capital of 2,03,42,288 Equity Shares of Rs.10 each. The Cost of the subscription / acquisition exceeds the thresholds specified in sub-clause (c) of clause (i) of Regulation 30(4) of the SEBI (LODR) Regulations, 2015.

Further, the detailed disclosure with respect to the further subscription on a Rights basis in the subsidiary company as required under Regulation 30(6) read with Schedule III Part A Para A (Clause 5) of the SEBI (LODR) Regulations, 2015 read with SEBI Master Circular No.SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed herewith as **Annexure** – "A".

Likewise, the details, as required under the Regulation 30(6) read with Schedule III Part A Para A (Clause 1) of the SEBI (LODR) Regulations, 2015 read with the aforesaid SEBI Master Circular dated November 11, 2024 as amended are attached as **Annexure** – "**B**".

In terms of Regulation 30(8) of the Listing Regulations, this intimation is also being uploaded on Company's website at www.ratnamani.com.

The date and time of occurrence of event is September 18, 2025 at 6.00 p.m. 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

info@ratnamani.com CIN:L70109GJ1983PLC006460

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ANNEXURE - "A"

Sr. No.	Particulars	Details		
1.	Name(s) of parties with whom the agreement is entered. (1) Shri Amrutlal K. Bharadia (Existing Share) (2) Shri Rajeshkumar K. Bharadia Shareholders) (3) Ravi Technoforge Private Limited, Rajko			
2.	Brief Details of the Agreement	Master Amendment Agreement to the Share Subscription cum Purchase Agreement and Shareholders' Agreement by and between Ratnaman Metals and Tubes Limited (RMTL), the subsidiary company and the existing Shareholders of the subsidiary company.		
3.	Date of Board / Committee meeting approving the agreement	The Board of Directors gave authority to the Executives of the Company to finalize the terms and conditions and execute the Agreement at its meeting held on August 1, 2025.		
4.	Purpose of entering into the agreement.	Keeping in mind the long-term interest of the Company, and willingness of existing Shareholders of the Company to increase the stake in the subsidiary company by way of more contribution in the expanded Equity Capital, depicting their trust in the ongoing business of the subsidiary company, the Company has entered into Master Amendment Agreement to the Share Subscription cum Purchase Agreement and Shareholders' Agreement.		
5.	Shareholding, if any, in the entity with whom the agreement is executed.	Not applicable. RTL and the existing Shareholders does not hold any shares in Ratnamani Metals and Tubes Limited.		
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.	The existing shareholders shall invest further capital in RTL (including without limitation by way of rights issue, preferential issue or any other manner) so as to ensure that at all times their shareholding in RTL does not fall below 25% (twenty five percent) of the total issued, subscribed and paid-up Equity Share Capital of RTL, on the Fully Diluted Basis.		
		The total shareholding of the Company shall not exceed 75% (seventy five percent) of the total issued, subscribed and paid-up Equity Share Capital in RTL, on the Fully Diluted Basis.		
		In view of above, the certain options available to the existing / selling Shareholders under the 3 rd Tranche, has been modified and the existing / selling Shareholders and the Company shall continue to hold		

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		their respective shareholding in the above-mentioned ratio.		
7.	Whether, the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship.	Yes. The Master Amendment Agreement is being executed between the Company and the subsidiary company and the existing / selling Shareholders of the subsidiary company and hence, it is a related party transaction.		
8.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	The transaction falls into related party transaction as stated above and is at arm's length basis.		
9.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	RMTL shall not issue any Equity Shares. However, the subsidiary company shall issue shares pursuant to the Rights Issue to the Company.		
10.	Whether proposed / executed agreement is in normal course of business	Keeping in mind the long-term interest of the Company, the Company has entered into the Master Amendment Agreement and hence, the same is ordinary course of business.		
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.	Not Applicable.		
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;d) details of amendment and impact	Not Applicable. Not Applicable.		
	thereof or reasons of termination and impact thereof.			
14.	Any other information	Nil		

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Annexure - "B"

Sr. No.	Particulars	Details		
1.	Name(s) of the target entity, details in brief such as size, turnover etc.	i.) Name of the Target : Ravi Technoforge Private Limited ("RTL"), the subsidiary Company.		
		ii.) Business of the Target: RTL is one of the leading manufacturers of high precision forged and turned bearing rings, gear blanks and other similar bearing components having ultimate end use across widespread industrial and mobility applications.		
		iii) Financial details as per the audited financial statements for the Financial Year 2024-25:		
		Revenue from Operations & other Income Rs. 287.62		
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	Yes, this acquisition would fall within related party transaction as RTPL is a subsidiary company. The transaction is being conducted at arms' length based on a valuation report obtained from a Merchant banker.		
3.	Industry to which the entity being acquired belongs	"Manufacturing of Bearings rings and other ancillary components"		
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Offer and also renounced certain number shares in favour of the existing Shareholders of the subsidiary company. In view of		
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable / No other regulatory approvals are required.		
6	Indicative time period for completion of the acquisition;	On September 18, 2025 the Company has subscribed to 30,48,669 Equity Shares of Rs.10 each at a price of Rs.100 per Equity Share (including premium of Rs.90 per Equity Share) aggregating to Rs.30,48,66,900.		
7	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash Consideration		
8.	Cost of acquisition and/or the price at which the shares are acquired	Cost of subscription for Rights Equity Share is Rs. 100 per share (including premium of Rs. 90 per share) aggregating to Rs.30,48,66,900.		
9.	Percentage of shareholding / control acquired and / or number of shares acquired	75.00% post subscription to Rights issue.		

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10. Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);

RTL is engaged into manufacturing of high precision forged and turned bearing rings, gear blanks and other similar bearing components having ultimate end use across diverse industrial and mobility applications. RTL was incorporated on February 22, 1990

RTL is based out of Rajkot, Gujarat. It has capabilities to manufacture rings ranging from 40mm-400 mm with unit weight upto 25 kgs.

RTL has forging capacity of 39,000 MTPA along-with sizable in-house annealing and machining capabilities.

With more than 1600 part approvals, RTL is continuously building their portfolio across TRB, SRB, DRB, CRB and Gen 1 hubs.

Audited Financials in t	Rs. in Crores)		
Particulars	FY' 24-25	FY' 23-24	FY' 22-23
Turnover	284.09	254.97	242.82
EBIDTA	32.00	28.07	26.37
PAT	10.07	6.73	4.51