

**RATNAVEER METALS LIMITED**  
**CORPORATE GOVERNANCE POLICY**

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares on the Stock Exchange.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board is constituted in compliance with the provisions of the Companies Act and the SEBI Listing Regulations and our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

As on date of this policy, our Board has 6 Directors, comprising one Managing Director, Two Whole Time Director, and 3 Independent Directors. We have One Independent Director Woman Director on our Board amongst these.

**Committees of our Board**

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee

**1. Audit Committee**

The Audit Committee of our Board was reconstituted by our Directors by a board (Circular) resolution dated 17<sup>th</sup> June, 2022 pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

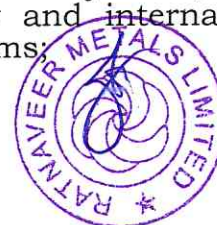
<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Bharat Shah	Non-Executive Independent Director	Chairman
Mr. R V Sreeram	Non-Executive Independent Director	Member
Mr. Vijay Sanghavi	Managing Director	Member

The Company Secretary of our Company shall act as secretary to the Audit Committee. The scope of Audit Committee shall include but shall not be restricted to the following:





- i. oversee our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. recommendation for appointment, remuneration and terms of appointment of auditors of our Company;
- iii. approve payment to statutory auditors for any other services rendered by them;
- iv. review with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) matters required to be included in the Director's Responsibility Statement to be included in the board of directors' report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by the management of our Company;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions; and
  - (g) modified opinion(s) in the draft audit report.
- (vii) review, with the management, the quarterly and any other partial year-period financial statements before submission to the board of directors for their approval;
- (viii) review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to our board of directors to take up steps in this matter;
- (ix) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (x) subject to and conditional upon approval of our Board, approval of related party transactions or subsequent modifications thereto. Such approval can be in the form of omnibus approval of related party transactions, subject to conditions not inconsistent with the conditions specified in Regulation 23(2) and Regulation 23(3) of the SEBI LODR Regulations;
- (xi) subject to review by our Board, review on quarterly basis, of related party transactions entered into by our Company pursuant to each omnibus approval given pursuant to (viii) above;  
Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI LODR Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013;
- (xii) scrutinize inter-corporate loans and investments;
- (xiii) valuation of undertakings or assets of our Company, wherever it is necessary;
- (xiv) evaluate internal financial controls and risk management systems;
- (xv) review, with the management, performance of statutory and internal auditors, adequacy of the internal checks and control systems;





- (xvi) review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xvii) discuss with internal auditors of any significant findings and follow up there on;
- (xviii) review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (xix) discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xx) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xxi) to review the functioning of the whistle blower mechanism;
- (xxii) oversee the procedures and processes established to attend to issues relating to the maintenance of books of account, administration procedures, transactions and other matters having a bearing on the financial position of our Company, whether raised by the auditors or by any other person;
- (xxiii) act as a compliance committee to discuss the level of compliance in our Company and any associated risks and to monitor and report to the Board on any significant compliance breaches;
- (xxiv) approve the appointment of the Chief Financial Officer of our Company (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (xxv) oversee the vigil mechanism established by our Company and the chairman of audit committee shall directly hear grievances of victimisation of employees and directors, who use vigil mechanism to report genuine concerns;
- (xxvi) review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- (xxvii) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- (xxviii) carry out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the board of directors of our Company or specified/ provided under the Companies Act, 2013 or by the SEBI LODR Regulations or by any other regulatory authority.

*The Audit Committee enjoys following powers:*

1. to investigate any activity within its terms of reference;
2. to seek information from any employee of our Company;
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary.

*The Audit Committee shall mandatorily review the following information:*

- (i) management discussion and analysis of financial condition and results of operations;





- (ii) statement of significant related party transactions (as defined by the Audit Committee), submitted by the management of our Company;
- (iii) management letters/ letters of internal control weaknesses issued by the statutory auditors of our Company;
- (iv) internal audit reports relating to internal control weaknesses;
- (v) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
- (vi) statement of deviations in terms of the SEBI LODR Regulations:
  - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s); and
  - annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice.

### *Meeting of Audit Committee*

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

## **2. Stakeholders Relationship Committee**

The Stakeholders Relationship Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated 05.07.2022. The Shareholder and Investor Grievance Committee comprises of:

<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Bharat Shah	Non-Executive Independent Director	Chairman
Mr. R V Sreeram	Non-Executive Independent Director	Member
Mr. Vijay Sanghvi	Managing Director	Member

This Committee will address all grievances of Shareholders/ Investors and its terms of reference include the following:

1. Consider and resolve the grievances of security holders of the Company including Investors' Complaints;
2. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the pages in the reverse for recording transfers have been fully utilized;
3. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
4. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer / transmission of shares and debentures;
5. Reference to statutory and regulatory authorities regarding investor grievances;
6. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
7. Reviewing the measures taken for effective exercise of voting rights by the shareholders,





8. Reviewing adherence to the service standards adopted by the Company with respect to all the services rendered by the Registrar and Share Transfer Agent;
9. Reviewing the measures and initiatives taken by the Company to reduce the quantum of unclaimed dividends;
10. Ensuring timely receipt of dividend warrants/ Annual Reports/ Statutory Notices by the Shareholders of the Company; and
11. To do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Committee shall meet at least once in a year.

The Company Secretary of our Company shall act as the Secretary to the Committee.

### **Quorum and Meetings**

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater.

### **3. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated 12.05.2022.

The Nomination and Remuneration Committee currently comprises of:

<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Ms. Ankita Soni	Non-Executive Independent Director	Chairman
Mr. Bharat Shah	Non-Executive Independent Director	Member
Mr. R V Sreeram	Non-Executive Independent Director	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulating and recommending to the Board for its approval and also to review from time to time, a nomination and remuneration policy or processes, as may be required pursuant to the provisions of the Companies Act;
2. Evaluating the balance of skills, knowledge and experience on the Board for deciding the proposed appointment of an Independent Director and on the basis of such evaluations, preparing a description of the role and capabilities required from the Independent Director proposed to be appointed on the Board.
3. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the Directors, key managerial personnel and other employees;
4. identifying persons who are qualified to become directors and persons who may be appointed in senior management position in accordance with the criteria laid down, and recommend to the Board their appointment and removal;



5. formulating the criteria for evaluation of performance of independent directors and the Board;
6. recommending to the Board, qualifications, appointment, remuneration and removal of Directors, key management personnel and persons in senior management positions in accordance with the nomination and remuneration policy;
7. devising a policy on diversity of the Board and considering candidates for appointment on the Board, having due regard to diversity;
8. carrying out performance evaluation of every Director in accordance with the nomination and remuneration policy;
9. considering grant of stock options to eligible Directors, formulating detailed terms and conditions of employee stock option schemes and administering and exercising superintendence over employee stock option schemes;
10. engaging the services of any consultant/ professional or other agency for the purpose of recommending compensation structure/ policy;
11. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
12. Performing such other activities as may be delegated by the Board or specified or provided under the Companies Act, 2013 or the SEBI LODR Regulations, and the rules and regulations made thereunder or other applicable law, including any amendments thereto as may be made from time to time.

### ***Quorum and Meetings***

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be three non-executive directors out of which two shall be the Independent Directors. The Chairman of the Committee shall be an Independent Director. The Committee is required to meet at least once a year.

The Company Secretary of our Company shall act as the Secretary to the Committee.

### **4. Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee of our Board was reconstituted on 17.06.2022. The Corporate Social Responsibility Committee comprises of the following:

<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. R V Sreeram	Non-Executive Independent Director	Chairman
Ms. Babulal Chaplot	Executive Director	Member
Ms. Ankita Soni	Non-Executive Independent Director	Member

The Company Secretary shall act as the secretary of the Corporate Social Responsibility Committee.

The terms of reference, powers and scope of the Corporate Social Responsibility Committee of our Company is in accordance with Section 135





of the Companies Act, 2013. The terms of reference of the Corporate Social Responsibility Committee include the following:

1. Formulating and recommending to the Board the CSR policy which shall indicate activities to be undertaken in line with Section 135 read with Schedule VII of the Act.
2. Recommending to the Board the CSR projects/activities to be undertaken by the Company.
3. Recommending to the Board the CSR expenditure to be incurred.
4. Recommending to the Board the CSR expenditure to be incurred.
5. Regularly monitoring the implementation of the CSR policy and reporting to the Board.

Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

