TERMS OF REFERENCE OF THE VARIOUS COMMITTEES OF BOARD OF DIRECTORS OF RATNAMANI METALS AND TUBES LIMITED (UPDATED AS ON MARCH 31, 2026)

(a) Audit Committee:

Terms of reference:

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's Internal Control and Financial Reporting Process. The terms of reference of the Audit Committee are in accordance with all the items listed as per Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and *inter-alia* performs the following functions:

A. Oversight of financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
B. Recommending for appointment, remuneration and terms of appointment of auditors of the Company.
C. Approval of payment to independent auditors for any other service rendered by them.
D. Examination of the annual financial statements and the auditors' report thereon with particular reference to as mentioned in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
E. Reviewing the quarterly financial statements of the Company.
F. Management discussion and analysis of financial conditions and results of operation.
G. Internal audit report or independent auditor's report.
H. Review and monitor the auditor's independence and performance and effectiveness of audit process.
I. Approval or any subsequent material modification of transactions of the Company with related parties. Omnibus Approval for related party transactions proposed to be entered into and quarterly review of the same.
J. Approval of related party transactions, to which the subsidiary company of the Company is a party, if the value of transactions exceeds the threshold limits as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, during a financial year.
K. Scrutiny of inter-corporate loans and investments.
L. Valuation of undertakings or assets of the company, wherever it is necessary.
M. Evaluation of internal financial controls and risk management systems.
N. Reviewing statutory and internal auditor's performance and adequacy of the internal control system.
O. Reviewing the adequacy of internal audit function including structure of the internal audit department, staffing, reporting structure coverage and frequency of internal audit.
P. Discussion with Internal Auditors of any significant findings and follow up thereon.
Q. Reviewing finding of any internal investigations by the internal auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting matter to the Board.
R. Discussion with independent auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
S. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
T. Review the functioning of the Vigilance Mechanism/whistle blower policy.
U. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate

V. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding `100.00 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
W. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the Listed Entity and its Shareholders.

Powers:

The Audit Committee has the following Powers:

i. To investigate any activity within its terms of reference.
ii. To seek any information from any employee.
iii. To obtain outside legal and professional advice.
iv. To secure attendance of outsiders with relevant expertise, if it considers it necessary.

The Audit Committee **reviews**:

(a) the management discussion and analysis of financial conditions and results of operations.
(b) management letters, letters of internal control weaknesses, if any issued by the independent auditors.
(c) The internal audit reports including internal control weakness, if any issued by the Internal Auditors.
(d) The appointment, removal and terms of remuneration of the Chief Internal Auditor, if appointed.
(e) Statement of deviations, if any and applicable:
    (i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchanges in terms of Regulations 32(1)
    (ii) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

(b) Nomination and Remuneration (Compensation) Committee:

Terms of reference:

The terms of reference of the Committee *inter-alia*, include the following functions:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and to decide to extend or continue the term of appointment of the Independent director on the basis of the report of performance evaluation and to recommend to the board of directors a policy relating to the remuneration of the directors and KMP and other employees.
2. To evaluate the balance of skills, knowledge and experience for every appointment of the Independent Director and to prepare a description of Role and Capabilities required of an Independent Director.
3. To evaluate of performance of Independent Directors and the Board of Directors.
4. To devise a policy on diversity of Board of Directors.
5. To identify persons who are qualified to become Directors, as and when so required and who may be appointed in senior management in accordance with the criteria laid down by the Committee.
6. To consider and recommend to the Board appointment and removal of directors, other persons in Senior Management and Key Managerial Personnel (KMP).

7. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
8. To recommend to the Board, all remuneration, in whatever form, payable to the Senior Management of the Company.
9. To formulate detailed terms and conditions of Ratnamani Employee Stock Option Scheme – 2024 in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
10. To administer and superintendence the Ratnamani Employee Stock Option Scheme – 2024 (RMTL ESOS 2024).
11. To frame suitable policies and procedures in compliance with various applicable SEBI Laws.

(c) Stakeholders' Relationship Committee

Terms of reference:

The terms of reference of the Committee *inter-alia*, include the following functions:

(a) The Committee is entrusted with the responsibility of addressing the Shareholders / Investors complaints with respect to transfer of shares, transmission, issue of duplicate share certificates, splitting and consolidation of shares, Non-receipt of Share Certificates, Annual Report, Dividend etc.
(b) The Committee has also been entrusted with the matters related to the General Meetings, Voting Rights, Review of services rendered by RTA and review of measures and initiatives taken for reducing quantum of unclaimed dividend and ensuring timely delivery of dividend warrants, annual reports and other notices by the Shareholders.
(c) The Committee also recommends steps to be taken for quality services to the investors.

(d) Corporate Social Responsibility (CSR) Committee

Terms of reference:

The terms of reference of the Committee *inter-alia*, include the following functions:

a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII of the Companies Act, 2013 and rules made thereunder as amended from time to time;
b) recommend the amount of expenditure to be incurred on the activities referred to above; and
c) monitor the Corporate Social Responsibility Policy and CSR activities, of the company from time to time.

(e) Risk Management Committee

Terms of reference:

The terms of reference of the Committee *inter-alia*, include the following functions:

1) To formulate a detailed risk management policy, which shall include:
   (a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability

(particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.