



**RHI MAGNESITA**

**RHI MAGNESITA INDIA LTD.**  
(Formerly Orient Refractories Ltd.)  
301, 316-17, Tower B, EMAAR Digital Greens  
Golf Course Extension Road, Sector 61,  
Gurugram, Haryana-122011, INDIA  
T +91 124 4062930  
E corporate.india@rhimagnesita.com  
www.rhimagnesitaindia.com

**27 September 2024**

**Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001.**

**National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai**

**STOCK CODE: 534076**

**STOCK CODE: RHIM**

Dear Sir(s),

**Sub: Voting Results of the 14<sup>th</sup> Annual General Meeting (AGM) of RHI Magnesita India Limited & Scrutinizer Report thereon**

The 14<sup>th</sup> AGM of the Company was held on Friday, 27 September 2024 at 11:30 A.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) to transact the business as stated in the Notice dated 14 August 2024, convening the said AGM.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the AGM, as required under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-**Annexure I**;
- 2) Report of the Scrutinizer dated 27 September 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule, 2014- **Annexure II**.

The Voting Results along with the Scrutinizer Report would also be available on the Company's web site at [www.rhimagnesitaindia.com](http://www.rhimagnesitaindia.com)

This is for your information and records.

Thanking you,

Yours Faithfully,

For **RHI Magnesita India Limited**

  
Sanjay Kumar

**Company Secretary**

ICSI Membership No:- A17021



**Encl: As above**

## Annexure - I

**Disclosure as per regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015  
Declaration of voting results of 14<sup>th</sup> Annual General Meeting**

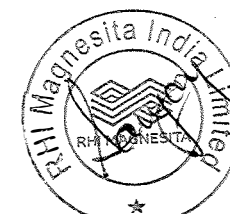
<b>Name of the Company</b>	RHI Magnesita India Limited
<b>Date of the AGM/EGM</b>	27 September 2024
<b>Total number of shareholders on record date</b>	<b>Record Date</b> : 20 September 2024
	<b>No. of Shareholders</b> : 71,216
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
Promoters and Promoter Group:	
Public:	
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	3
Public:	27



**Resolution No. 1**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024 together with the Reports of the Board of Directors and the Auditors thereon

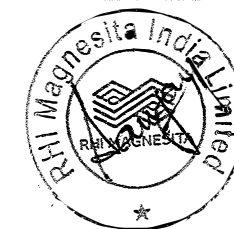
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
Public-Institutions	E-Voting	36,050,701	33,593,197	93.18	33,593,197	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	36,050,701	33,593,197	93.18	33,593,197	0	100.00	0
Public- Non Institutions	E-Voting	54,658,199	179,227	0.33	177,703	1524	99.15	0.85
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	54,658,199	179,227	0.33	17,7703	1524	99.15	0.85
<b>Total</b>		<b>206,501,426</b>	<b>149,564,950</b>	<b>72.43</b>	<b>149,563,426</b>	<b>1,524</b>	<b>99.99</b>	<b>0.00</b>



**Resolution No. 2**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024 together with the Report of the Auditors thereon.

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
	<b>Poll</b>	0	0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>	0	0	0	0	0	0	0
	<b>Total</b>	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
<b>Public- Institutions</b>	<b>E-Voting</b>	36,050,701	33,593,197	93.18	33,593,197	0	100.00	0
	<b>Poll</b>	0	0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>	0	0	0	0	0	0	0
	<b>Total</b>	36,050,701	33,593,197	93.18	33,593,197	0	100.00	0
<b>Public- Non Institutions</b>	<b>E-Voting</b>	54,658,199	179,227	0.33	177,703	1,524	99.15	0.85
	<b>Poll</b>	0	0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>	0	0	0	0	0	0	0
	<b>Total</b>	54,658,199	179,227	0.33	177,703	1,524	99.15	0.85
<b>Total</b>		<b>206,501,426</b>	<b>149,564,950</b>	<b>72.43</b>	<b>149,563,426</b>	<b>1,524</b>	<b>99.99</b>	<b>0.00</b>



**Resolution No. 3****To declare a dividend on equity shares for the financial year ended 31 March 2024**

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
Public-Institutions	E-Voting	36,050,701	33,593,197	93.18	33,593,197	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	36,050,701	33,593,197	93.18	33,593,197	-	100.00	0
Public- Non Institutions	E-Voting	54,658,199	179,227	0.33	177,703	1,524	99.15	0.85
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	54,658,199	179,227	0.33	177,703	1,524	99.15	0.85
<b>Total</b>		<b>206,501,426</b>	<b>149,564,950</b>	<b>72.43</b>	<b>149,563,426</b>	<b>1,524</b>	<b>99.99</b>	<b>0.00</b>



**Resolution No. 4****To appoint Mr. Gustavo Lucio Goncalves Franco (DIN- 08754857), who retires by rotation, as a Director of the Company**

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
	<b>Poll</b>	0	0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>	0	0	0	0	0	0	0
	<b>Total</b>	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
<b>Public-Institutions</b>	<b>E-Voting</b>	36,050,701	33,593,197	93.18	27,173,507	6,419,690	80.89	19.11
	<b>Poll</b>	0	0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>	0	0	0	0	0	0	0
	<b>Total</b>	36,050,701	33,593,197	93.18	27,173,507	6,419,690	80.89	19.11
<b>Public- Non Institutions</b>	<b>E-Voting</b>	54,658,199	179,227	0.33	177,530	1,697	99.05	0.95
	<b>Poll</b>	0	0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>	0	0	0	0	0	0	0
	<b>Total</b>	54,658,199	179,227	0.33	177,530	1,697	99.05	0.95
<b>Total</b>		<b>206,501,426</b>	<b>149,564,950</b>	<b>72.43</b>	<b>143,143,563</b>	<b>6,421,387</b>	<b>95.71</b>	<b>4.29</b>



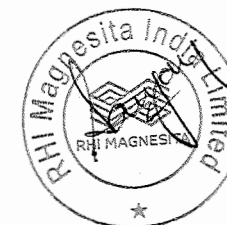
**Resolution No. 5****Appointment of Mr. Kamal Sarma (DIN: 03151258) as a Director and as an Independent Director of the Company**

Resolution required: (Ordinary/ Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
Public-Institutions	E-Voting	36,050,701	33,593,197	93.18	33,593,197	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	36,050,701	33,593,197	93.18	33,593,197	0	100.00	0
Public- Non Institutions	E-Voting	54,658,199	175,207	0.32	173,263	1,944	98.89	1.11
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	54,658,199	175,207	0.32	173,263	1,944	98.89	1.11
<b>Total</b>		<b>206,501,426</b>	<b>149,560,930</b>	<b>72.43</b>	<b>149,558,986</b>	<b>1,944</b>	<b>99.99</b>	<b>0.00</b>





Resolution No. 6								
Ratification of Cost Auditor's Remuneration								
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
Public-Institutions	E-Voting	36,050,701	33,593,197	93.18	33,593,197	-	100.00	-
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	36,050,701	33,593,197	93.18	33,593,197	0	100.00	0
Public- Non Institutions	E-Voting	54,658,199	179,227	0.33	175,818	3,409	98.10	1.90
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	54,658,199	179,227	0.33	175,818	3,409	98.10	1.90
<b>Total</b>		<b>206,501,426</b>	<b>149,564,950</b>	<b>72.43</b>	<b>149,561,541</b>	<b>3,409</b>	<b>99.99</b>	<b>0.00</b>





**Resolution No. 7****Re-appointment of Ms. Sonu Chadha (DIN: 00129923) as a Director and Independent Director**

Resolution required: (Ordinary/ Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	115,792,526	115,792,526	100.00	115,792,526	0	100.00	0
Public-Institutions	E-Voting	36,050,701	33,593,197	93.18	28,866,944	4,726,253	85.93	14.07
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	36,050,701	33,593,197	93.18	28,866,944	4,726,253	85.93	14.07
Public- Non Institutions	E-Voting	54,658,199	179,207	0.33	177,345	1,862	98.96	1.04
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	54,658,199	179,207	0.33	177,345	1,862	98.96	1.04
<b>Total</b>		<b>206,501,426</b>	<b>149,564,930</b>	<b>72.43</b>	<b>144,836,815</b>	<b>4,728,115</b>	<b>96.84</b>	<b>3.16</b>



**NARESH VERMA & ASSOCIATES**  
COMPANY SECRETARIES

To,

**The Chairman**  
**RHI Magnesita India Limited**  
**CIN: L28113MH2010PLC312871**  
**Unit No. 705, 7th Floor, Lodha Supremus,**  
**Kanjurmarg Village Road, Kanjurmarg (East)**  
**Mumbai - 400042**

Dear Sir,

**Sub: Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for 14th Annual General Meeting (AGM) of RHI Magnesita India Limited held on Friday, September 27, 2024 at 11:30 A.M. (IST) through Video Conferencing (VC) / Other Audio - Visual Means (OAVM).**

I, Naresh Verma, FCS proprietor of M/s Naresh Verma & Associates, Company Secretaries having office at 416/7 & 8, First Floor, Opposite Karkarduma Metro Station, Near Community Centre, Delhi-110092, had been appointed as Scrutinizer by the Board of Directors of RHI Magnesita India Limited (the Company) pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 14th AGM of RHI Magnesita India Limited on Friday, September 27, 2024 at 11:30 AM (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM. The notice dated August 14, 2024 convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'). Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015), an advertisement was also published on September 3 in Business Standard (English Newspaper) and Pratahkal (Marathi Newspaper) for the information of all stakeholders.





A special business item no. 7 was added to the notice of 14th Annual General Meeting by the Company vide addendum dated September 6, 2024 and the same was circulated to the shareholders and other stakeholders. A newspaper announcement in this regard was also published on September 9, 2024 in Business Standard (English Newspaper) and Pratahkal (Marathi Newspaper) for the information of all stakeholders.

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The Voting period for remote e-voting commenced on September 24, 2024 at 9:00 a.m. and ended on September 26, 2024 at 5:00 p.m and the NSDL e-voting platform was blocked thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not voted earlier on remote e-voting.

The shareholders of the Company holding shares as on the "cut-off" date of September 20 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted by me.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions:



**ORDINARY BUSINESS: -**

**Resolution-1: Ordinary Resolution**

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31 March 2024 along with the reports of the Board of Directors and Auditors' thereon;

**Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
817	149563426	99.99

**Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	1524	0.01

**Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Resolution-2: Ordinary Resolution**

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31 March 2024, and the Report of Auditors' thereon.

**Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
817	149563426	99.99

**Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	1524	0.01

**Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Resolution-3: Ordinary Resolution**

**To declare a dividend on equity shares for the financial year ended 31st March 2024.**

**Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
817	149563426	99.99

**Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	1524	0.01

**Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





#### Resolution-4: Ordinary Resolution

To appoint Mr. Gustavo Lucio Goncalves Franco (DIN- 08754857), who retires by rotation as a Director, and being eligible, offers himself for re-appointment.

#### Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
763	143143563	95.71

#### Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
64	6421387	4.29

#### Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





## SPECIAL BUSINESS

### Resolution-5: Special Resolution

Appointment of Mr. Kamal Sarda (DIN: 03151258) as a Director and as an Independent Director

#### Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
811	149558986	99.99

#### Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	1944	0.01

#### Invalid votes: -

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



## Resolution-6: Ordinary Resolution

### Ratification of Cost Auditor's Remuneration

#### Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
815	149561541	99.99

#### Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	3409	0.01

#### Invalid votes: -

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Resolution-7: Special Resolution**

**Re-appointment of Ms. Sonu Chadha (DIN: 00129923) as a Director and Independent Director**

**Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
792	144836815	96.84

**Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
30	4728115	3.16

**Invalid votes: -**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

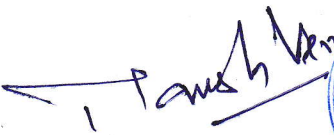



All electronic data and relevant records of e-voting will remain in my custody until the Chairman considers, approves, and signs the minutes of the 14th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

Thanking You

**For Naresh Verma & Associates  
Company Secretaries**

**Naresh Verma  
FCS-5403; CP-4424  
(Scrutinizer)**

**Place: Delhi  
Date: 27.09.2024**

**UDIN: F005403F001342090  
Peer Review Certificate No. 3266/2023**