



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

14 March 2023

**Department of Corporate Services
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001.**

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

STOCK CODE: 534076

STOCK CODE: RHIM

Dear Sir(s),

Re: Voting Results of the 2nd Extra Ordinary General Meeting (EGM) of RHI Magnesita India Limited & Scrutinizer Report thereon

The 2nd EGM the Company was held on Monday, 13 March 2023 at 2:30 P.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) to transact the business as stated in the Notice dated 13 February 2023 and addendum thereof, convening the said EGM.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the EGM, as required under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – **Annexure I**
- 2) Report of the Scrutinizer dated 14 March 2023, 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/

This is for your information and records.

Thanking you,

Yours faithfully,

For RHI Magnesita India Limited

**Sanjay Kumar
Company Secretary
(ACS-17021)**



2nd Extra Ordinary General Meeting Voting Results

Date of the EGM	13 March 2023
Total number of shareholders on record date	72470
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing:	61
Promoters and Promoter Group:	3
Public:	58

Resolution no. 1 : Ordinary Resolution				Appointment of Ms. Ticiana Kobel (DIN: 0009850411) as a Non-Executive Director				
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	113002465	113002465	100.0000	113002465	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		113002465	113002465	100.0000	113002465	0	100.0000
Public-Institutions	E-Voting	18979267	16467434	86.7654	16457405	10029	99.9391	0.0609
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18979267	16467434	86.7654	16457405	10029	99.9391
Public-Non Institutions	E-Voting	56014599	31100644	55.5224	31008778	91866	99.7046	0.2954
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		56014599	31100644	55.5224	31008778	91866	99.7046
Total		187996331	160570543	85.4115	160468648	101895	99.9365	0.0635
Whether resolution is Pass or Not.							Yes	



Resolution no. 2: Special Resolution				Increase in borrowing limits to Rs. 5000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013				
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		113002465	100.0000	113002465	0	100.0000	0.0000
	Poll	113002465	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	113002465	113002465	100.0000	113002465	0	100.0000	0.0000
Public-Institutions	E-Voting		16467434	86.7654	7845809	8621625	47.6444	52.3556
	Poll	18979267	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18979267	16467434	86.7654	7845809	8621625	47.6444	52.3556
Public-Non Institutions	E-Voting		31100644	55.5224	30962262	138382	99.5551	0.4449
	Poll	56014599	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	56014599	31100644	55.5224	30962262	138382	99.5551	0.4449
Total		187996331	160570543	85.4115	151810536	8760007	94.5444	5.4556
Whether resolution is Pass or Not.							Yes	

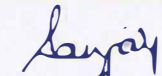


Resolution no. 3: Special Resolution				Power to create charge on the assets of the Company to secure borrowings up to Rs. 5,000 Crores pursuant to Section 180(1)(a) of the Companies Act, 2013				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	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	113002465	113002465	100.0000	113002465	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		113002465	113002465	100.0000	113002465	0	100.0000
Public-Institutions	E-Voting	18979267	16467434	86.7654	13703593	2763841	83.2163	16.7837
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18979267	16467434	86.7654	13703593	2763841	83.2163
Public-Non Institutions	E-Voting	56014599	31100584	55.5223	30962222	138362	99.5551	0.4449
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		56014599	31100584	55.5223	30962222	138362	99.5551
Total		187996331	160570483	85.4115	157668280	2902203	98.1926	1.8074
Whether resolution is Pass or Not.							Yes	



Resolution no.4 : Special Resolution				Raising of funds through issuance of securities of the Company.				
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	113002465	113002465	100.0000	113002465	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		113002465	113002465	100.0000	113002465	0	100.0000
Public-Institutions	E-Voting	18979267	16467434	86.7654	16099331	368103	97.7647	2.2353
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18979267	16467434	86.7654	16099331	368103	97.7647
Public-Non Institutions	E-Voting	56014599	31100644	55.5224	30792600	308044	99.0095	0.9905
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		56014599	31100644	55.5224	30792600	308044	99.0095
Total		187996331	160570543	85.4115	159894396	676147	99.5789	0.4211
Whether resolution is Pass or Not.							Yes	

For RHI Magnesita India Limited



Sanjay Kumar
Company Secretary
(ACS: 17021)

NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

REPORT OF SCRUTINIZER

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014)**

To,

The Chairman

Of 2nd Extraordinary General Meeting of the members of RHI Magnesita India Limited held on Monday, March 13, 2023 at 2.30 PM IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Dear Sir,

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, appointed as Scrutinizer by the Board of Directors of RHI Magnesita India Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) conducted at the Extra Ordinary General Meeting (EOGM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolutions proposed at the 2nd EOGM of the Company held on March 13, 2023 at 2:30 p.m. IST through VC, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the EOGM by the shareholders on the resolutions proposed in the Notice of the EOGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through e-voting (remote e-voting) and by electronic voting (e-voting) at the EOGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the EOGM (remote e-voting) and voting at the EOGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL).

In accordance with the Notice of the EOGM sent to the shareholders and the



'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on February 17, 2023 in the newspapers i.e., Business Standard and Pratahkal, the remote e-voting opened at 9:00 a.m. on March 10, 2023 and remained open up to 5:00 p.m. till March 12, 2023. Further, subsequent to the dispatch of EOGM Notice, the Company observed certain errors and an addendum containing updated disclosures was accordingly issued by the Company on 01.03.2023 for the information and perusal of members of the Company.

4. After announcement by the Chairman, the shareholders attending the EOGM through VC and who have not voted through remote e-voting, voted through e-voting at the EOGM.
5. The Equity Shareholders holding shares as on March 3, 2023, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 2nd EOGM of the Company.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the EOGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EOGM.
7. After closure of e-voting at the EOGM, the votes cast through e-voting at the EOGM and through remote e-voting prior to the date of EOGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the notice of the EOGM are as under:

Resolution-1: Ordinary Resolution

Appointment of Ms. Ticiana Kobel (DIN: 0009850411) as a Non-Executive Director

- i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
213	16,04,68,648	99.94



ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	1,01,895	0.06

iii. Invalid votes:

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

Resolution-2: Special Resolution

Increase in borrowing limits to Rs. 5000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
155	15,18,10,536	94.55

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
73	87,60,007	5.45

iii. Invalid votes:

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



Resolution-3: Special Resolution

Power to create charge on the assets of the Company to secure borrowings up to Rs. 5,000 Crores pursuant to Section 180(1)(a) of the Companies Act, 2013

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
170	15,76,68,280	98.19

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
57	29,02,203	1.81

iii. Invalid votes:

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

Resolution-4: Special Resolution

Raising of funds through issuance of securities of the Company.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
206	15,98,94,396	99.58

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	6,76,147	0.42



iii. Invalid votes:

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

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the EOGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You
For Naresh Verma & Associates
Company Secretaries



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



Place: Delhi
Date: 14.03.2023

UDIN: F00S403D003269323
Peer Review Certificate No. 574/2018