



**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@rhimagnesia.com  
www.rhimagnesiaindia.com

**Date: 6 September 2024**

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001, India  
**BSE Scrip Code: 534076**

**National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051, India  
**NSE Symbol: RHIM**

Dear Sir/ Madam,

**Sub: Addendum to the Notice of 14<sup>th</sup> Annual General Meeting**

This is in reference to the Company's intimation dated 2 September 2024 regarding Notice of 14<sup>th</sup> Annual General Meeting ('AGM') dated 14 August 2024 scheduled to be held on **Friday, 27 September 2024 at 11:30 A.M. (IST)** through Video Conferencing / Other Audio Visual Means ('VC/OAVM').

The Company wishes to bring to your kind notice that a resolution has been added in the proposed agenda items in original AGM notice dated 14 August 2024 vide an addendum dated 6 September 2024 (enclosed herewith) and the same is deemed to be an integral part of the original notice of the Company.

All the processes, notes and instructions relating to attending AGM through VC / OAVM and e-voting set out for and applicable for the ensuing 14th AGM shall mutatis-mutandis apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in the enclosed Addendum to the Notice of AGM.

The addendum is being sent to all those members to whom original notice including Annual report were sent by the Company on 2 September 2024 and the same is also available on Company's website at the following link: [https://www.rhimagnesiaindia.com/uploads/pdf/492pdctfile\\_addendumtonotice.pdf](https://www.rhimagnesiaindia.com/uploads/pdf/492pdctfile_addendumtonotice.pdf)

This is for your record and reference.

Yours faithfully,

For **RHI Magnesita India Limited**

**Sanjay Kumar**

Company Secretary  
(ICSI Membership No. -17021)

# ADDENDUM TO THE NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING OF RHI MAGNESITA INDIA LIMITED

Addendum to the Notice dated 14 August 2024 convening the Fourteenth (14<sup>th</sup>) Annual General Meeting ('AGM') of RHI Magnesita India Limited ('the Company') scheduled to be held on **Friday, 27 September 2024 at 11:30 a.m. (IST)** through Video Conferencing / Other Audio Visual Means ('VC/OAVM'):

Members of the Company are hereby informed that Ms. Sonu Chadha (DIN: 00129923) was appointed as an Additional and Independent Director of the Company under Section 161 and 149 of the Companies Act, 2013 (the "Act") read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and Articles of Association of the Company with effect from 13 August 2024 for second consecutive term of five (5) years, subject to approval of Members of the Company, by resolution passed through circulation on 7 August 2024 by the Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee (the "NRC") of the Board. The Company has further received a notice from a member proposing the candidature of Ms. Sonu Chadha for the office of Independent Director of the Company for second term of 5 years pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

However, while sending the notice of this AGM the agenda pertaining to re-appointment of Ms. Sonu Chadha was inadvertently omitted to be included in the notice by the Company and is now being added in the aforesaid Notice through this addendum as item no. 7 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 14 August 2024 including the notes provided therein.

Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the recommendation of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon.

## SPECIAL BUSINESS:

### Item No. 7:

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

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** Ms. Sonu Chadha (DIN: 00129923), who was re-appointed as an Additional Director (Category: Non-Executive Independent) of the Company with effect from 13 August 2024 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1)

of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and is eligible for re-appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Ms. Sonu Chadha (DIN: 00129923), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from 13 August 2024 to 12 August 2029.

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for re-appointment of Ms. Sonu Chadha (DIN: 00129923), as a Non-Executive Independent Director of the Company."

**By Order of the Board of Directors**

Sanjay Kumar  
**Company Secretary**  
Membership No. A17021

**Gurugram, 6 September 2024**

#### Registered Office:

Unit No. 705, 7th Floor, Lodha Supremus,  
Kanjurmarg Village Road, Kanjurmarg (East)  
Mumbai - 400042  
CIN: L28113MH2010PLC312871  
Tel: 91 22 66090600  
E-mail: corporate.india@RHIMagnesita.com  
Website: [www.rhimagnesitaindia.com](http://www.rhimagnesitaindia.com)

#### Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 14<sup>th</sup> AGM, is annexed hereto and forms part of the Notice.

## ADDENDUM NOTICE

2. This addendum to the Notice of AGM is available on the website of the Company at <https://www.rhimagnesitaindia.com/investors/financials-reports/annual-reports> and websites of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com).
3. The aforesaid proposal for re-appointment of Ms. Sonu Chadha as an Independent Director would also be included in the remote e-voting facility commencing on Tuesday, 24 September 2024 at 9:00 A.M. (IST) and ending on Thursday, 26 September 2024 at 5:00 P.M. (IST) (both days inclusive) and in the e-voting during the AGM as stated in Notice dated 14 August 2024.
4. All the processes, notes and instructions relating to attending AGM through VC / OAVM and e-voting set out for and applicable for the ensuing 14th AGM shall *mutatis-mutandis* apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizer appointed for the ensuing 14th AGM will act as Scrutinizers for the Resolution proposed in this Addendum.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/ OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

#### Item no. 7

Ms. Sonu Chadha was previously appointed as an Additional Independent Director by Board of Directors of the Company on 13 August 2019 and further approved by members of the Company in their tenth (10<sup>th</sup>) AGM held on 28 August 2020 for first term for five years from the date of her appointment to 12 August 2024.

Further, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors had re-appointed Ms. Sonu Chadha (DIN: 00129923) as an Additional and Independent Director of the Company under Section 161 of the Companies Act, 2013 (the "Act") read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and Articles of Association of the Company with effect from 13 August 2024 for second consecutive term of five (5) years, subject to the approval of Members of the Company, by resolution through circulation on 7 August 2024.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the members of the Company. Further, in terms of amendment in the SEBI Listing Regulations effective from 1 January 2022, a listed entity shall ensure that approval of shareholders for appointment of a person in the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Ms. Sonu Chadha would require approval of Members of the Company.

The Company also received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Ms. Sonu

Chadha for appointment as an Independent Director of the Company. Ms. Sonu Chadha has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Ms. Sonu Chadha fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as an Independent Director and she is independent of management. The Board recommends her appointment as an Independent Director for another five (5) consecutive years with effect from 13 August 2024.

Further, Ms. Sonu Chadha has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Sonu Chadha has also confirmed that she is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Ms. Sonu Chadha is not disqualified from being appointed as a director in terms of Section 164 of the Act. She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

A brief profile of Ms. Sonu Chadha, the nature of her expertise in specific functional areas, disclosure of relationship between Directors, inter-se, names of Companies in which she holds Directorship, Committee Memberships / Chairmanships, her shareholding etc. are provided herein.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions is available for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days of the Company from the date of dispatch of this Addendum till Friday, 27 September 2024 and the same is also available on the website of the Company at the link <https://www.rhimagnesitaindia.com>.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Notice.

Except Ms. Sonu Chadha and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

The Board of Directors recommends the resolution given in the Notice for approval of Members of the Company as a Special Resolution.

The Board recommends the resolution set forth at item no. 7 for the approval of the Members.

**By Order of the Board of Directors**

Sanjay Kumar  
**Company Secretary**  
Gurugram, 6 September 2024  
Membership No. A17021

**ANNEXURE**

Details of Director seeking re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard -2

**Particulars of Ms. Sonu Chadha seeking re-appointment**

Name of Director	Ms. Sonu Chadha
Director Identification Number	00129923
Designation / Category of Director	Non-Executive, Independent Director
Age	53 years
Brief Resume & Experience/ Expertise	<p>Ms. Sonu Chadha is an entrepreneur with an extensive experience of more than 25 years in managing all aspects of business operations. Ms. Chadha is the Founder Director of Impressions Services Pvt. Ltd. She has been responsible for expanding the company's geographic service footprint to over 45 cities and towns throughout the country.</p> <p>She has also facilitated the establishment of a single-window procurement experience as a Partner at Wildflower Mercantile.</p> <p>In addition, Ms. Chadha serves as a principal advisor to the founder of Cartellagroup.com, an HR technology start-up. She is associated with Unnayan Foundation as its Trustee and is committed to the cause of clean, Open Defecation Free India and promoting dignity of women. She is a Bachelor of Arts degree holder from University of Delhi (1992). She has a diploma in Interior Design from South Delhi Polytechnic (1993) and has a CPSS Certification from British Institute of Cleaning Science (2011).</p>
Terms and conditions of appointment or re-appointment	Appointment for second consecutive term of five (5) years commencing from 13 August 2024 to 12 August 2029 and shall not be liable to retirement by rotation.
Remuneration to be paid	She shall be paid a fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings.
Remuneration last drawn	Not applicable
Date of first appointment on the Board	13 August 2019
Shareholding in the Company including beneficial ownership	nil
Relationship with Other Directors and other Key Managerial Personnel of the Company	Ms. Sonu Chadha is not related to any Directors and Key Managerial Personnel of the Company.
The Number of Meetings of the Board attended during FY 2023-24	Five (5) out of Five (5)
Directorship in other listed entities (in India)	nil
Chairmanship/Membership of the Committees of the Board of Directors of the listed entity (in India) (includes only Audit Committee and Stakeholders' Relationship Committee)	nil
Resignation from listed entity (in India), if any, in the past three years.	Not applicable
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	<p><b>SKILLS AND CAPABILITIES REQUIRED FOR THE ROLE OF INDEPENDENT DIRECTOR</b></p> <ul style="list-style-type: none"> <li>- Operational Experience</li> <li>- Leadership</li> <li>- Financial, Regulatory / Legal &amp; Risk Management</li> <li>- Understanding of laws, rules and regulations</li> <li>- Corporate Governance</li> <li>- Information Technology</li> <li>- Integrity and ethical standards</li> <li>- Corporate Social Responsibility activities</li> </ul>

**MANNER IN WHICH THE PROPOSED APPOINTEE MEETS THE ABOVE REQUIREMENT:**

Ms. Sonu Chadha is an entrepreneur with an extensive experience of more than 25 years in managing all aspects of business operations. Ms. Chadha is the Founder Director of Impressions Services Pvt. Ltd. She has been responsible for expanding the company's geographic service footprint to over 45 cities and towns throughout the country.

She has also facilitated the establishment of a single-window procurement experience as a Partner at Wildflower Mercantile. In addition, Ms. Chadha serves as a principal advisor to the founder of Cartellagroup.com, an HR technology start-up. She is associated with Unnayan Foundation as its Trustee and is committed to the cause of clean, Open Defecation Free India and promoting dignity of women.

The Nomination and Remuneration Committee and Board is of the opinion that Ms. Sonu Chadha meets the above-mentioned skills and capabilities required for the role of Independent Director.

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**By Order of the Board of Directors**

Sanjay Kumar

**Company Secretary**

Membership No. A17O21

Gurugram, 6 September 2024

# Notice

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Dear Members,

NOTICE is hereby given that the Fourteenth Annual General Meeting of RHI Magnesita India Limited (**the Company**) will be held on **Friday, 27 September 2024 at 11:30 a.m. (IST)** through Video Conferencing/ Other Audio Visual Means (**VC/OAVM**) to transact the following business:

## ORDINARY BUSINESS

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 and, in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended 31 March 2024, together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

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 and, in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31 March 2024, together with the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

3. To declare a dividend on equity shares for the financial year ended 31 March 2024, and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** a dividend at the rate of ₹ 2.50/- (Rupees Two and Paise Fifty only) per equity share of face value of ₹ 1/- (Rupee One) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31 March 2024.”

4. To appoint Mr. Gustavo Lucio Goncalves Franco (DIN- 08754857), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without

modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gustavo Lucio Goncalves Franco (DIN- 08754857), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

## SPECIAL BUSINESS

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

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** Mr. Kamal Sarda (DIN: 03151258), who was appointed as an Additional Director of the Company with effect from 14 August 2024 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(l) of the Companies Act, 2013 (**the Act**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(l) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the appointment of Mr. Kamal Sarda, who had submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from 14 August 2024 to 13 August 2029 (both days inclusive), be and is hereby approved.”



## 6. Ratification of Cost Auditor's Remuneration

To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 75,000/- (Rupees Seventy five thousand only) plus applicable taxes, travel and out-of-pocket and other expenses incurred in connection with the audit, as approved by the Board of Directors, payable to M/s. K G Goyal & Associates, Cost Accountants (Firm Registration No. 000024) who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending 31 March 2025."

**By Order of the Board of Directors**

Sanjay Kumar  
**Company Secretary**  
 Membership No. A17021

**Gurugram, 14 August 2024**

### Registered Office:

Unit No. 705, 7<sup>th</sup> Floor, Lodha Supremus  
 Kanjurmarg Village Road, Kanjurmarg (East)  
 Mumbai - 400042  
 CIN: L28113MH2010PLC312871  
 Tel: 91 22 66090600  
 E-mail: corporate.india@RHIMagnesita.com  
 Website: www.rhimagnesitaindia.com

### Notes:

- Pursuant to the General Circular Nos. 14/2020 dated 8 April 2020 and 17/2020 dated 13 April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated 5 May 2020, 10/2022 dated 28 December 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25 September 2023 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')", (collectively referred to as "**MCA Circulars**") the Company is convening the 14<sup>th</sup> AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated 12 May 2020, 15 January 2021, 13 May 2022, 5 January 2023 and 7 October 2023 ('**SEBI Circulars**') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**').

In compliance with the provisions of the Companies Act, 2013 (**the Act**), the Listing Regulations and MCA Circulars, the 14<sup>th</sup> AGM of the Company is being held through VC/OAVM on **Friday, 27 September 2024 at 11:30 a.m. IST**. The deemed venue for the AGM will be the Registered Office of the Company, i.e., Unit No. 705, 7<sup>th</sup> Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East), Mumbai - 400042.

- The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item nos. 5 and 6 set out above and relevant details in respect of the Directors seeking appointment/re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**Secretarial Standard**') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
- As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated 5 May 2020, issued by the MCA, the matters of Special Business as appearing at Item nos. 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
- Institutional Members/Corporate Members (i.e., other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail to RHIM.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/ Authority Letter, by clicking on "Upload Board Resolution/ Authority letter", etc. displayed under 'e-Voting' tab in their Login.
- Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit

Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

10. In line with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/NSDL and Central Depositories Services (India) Limited ('CDSL'), (collectively 'Depositories')/Skyline Financial Services Private Limited, Registrar & Transfer Agent ('RTA') of the Company, unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report for the Financial Year 2023-24 are available on the Company's website at <https://www.rhimagnesitaindia.com/investors/financials-reports/annual-reports> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 14<sup>th</sup> AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [investors.india@rhimagnesita.com](mailto:investors.india@rhimagnesita.com)
12. The Company has fixed book closure date **from Friday, 6 September 2024 to Friday, 13 September 2024 (both days inclusive)** for determining entitlement of Members to final dividend for the financial year ended 31 March 2024, if approved at the AGM.
13. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made by **Saturday, 26 October 2024** as under:
  - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories as of end of day on **Thursday, 5 September 2024**;
  - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Thursday, 5 September 2024**.

**SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 3 November 2021 (subsequently amended by Circular Nos. SEBI/ HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/687 dated 14 December 2021, SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated**

**16 March 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17 November 2023) has mandated that with effect from 1 April 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.**

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf). According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1 April 2020, and the Company is required to deduct from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by **Sunday, 15 September 2024** to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. Documents to be sent on following e-mail address, to enable the Company to determine the appropriate TDS/withholding tax rate applicable:

**Resident & Non- Investors.india@rhimagnesita.com  
resident shareholders**

Any communication on the tax determination/deduction received after **Sunday, 15 September 2024**, shall not be considered. Documents sent to any other email IDs may lead to non-submission of documents and attract TDS as per the provisions of the Act.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

**No claim shall lie against the Company for such taxes deducted.**

For the detailed process, please refer to the email sent to members in this regard and to download relevant forms please visit the website of the Company at <https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download>.

Members will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindia.gov.in/Pages/default.aspx>.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.



15. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc.:

- (a) For shares held in electronic form: to their DPs.
- (b) **For shares held in physical form:** The following details/documents should be sent to the Company's RTA latest by **Sunday, 15 September 2024.**
  - (i) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download> and on the website of the RTA at [https://www.skylinerta.com/downloads\\_page.php](https://www.skylinerta.com/downloads_page.php)
  - (ii) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.
  - (iii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
  - (iv) Self-attested copy of the PAN Card of all the holders; and
  - (v) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17 November 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Further, Members are requested to refer to process detailed on <https://www.skylinerta.com/index.php> and proceed accordingly.

**Shares held in electronic form:** Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/ deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic

Bank Mandate is updated with their respective DPs by **Sunday, 15 September 2024.**

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25 January 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download> and on the website of the Company's RTA's at <https://www.skylinerta.com/index.php>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. SEBI vide its notification dated 24 January 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.

**19. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**

20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates alongwith the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

21. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at <https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download> and website of the Registrar [https://www.skylinerta.com/downloads\\_page.php](https://www.skylinerta.com/downloads_page.php). Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated 31 July 2023, and SEBI/HO/OIAE/ OIAE\_ IAD-1/P/CIR/2023/135 dated 4 August 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD- 1/P/ CIR/2023/145 dated 31 July 2023 (updated as on 11 August 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.
- Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
23. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
24. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form no. IEPF-5, which is available on [www.iepf.gov.in](http://www.iepf.gov.in), for claiming the dividend and/or shares.
25. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
26. (i) Eligible Members whose email addresses are not registered with the Company/DPs are requested to register the same with the RTA on or before **Sunday, 15 September 2024** pursuant to which, any Member may receive on the email address provided by the Member the Notice of this AGM along with the Annual Report 2023-24 and the procedure for remote e-Voting along with the login ID and password for remote e-Voting.
- (ii) Registration of email address permanently with RTA/DP: Members are requested to register the email address with their concerned DPs, in respect of shares held in demat mode and with RTA, in respect of shares held in physical mode, by writing to them at [investors@skylinerta.com](mailto:investors@skylinerta.com).
- (iii) Alternatively, those Members who have not registered their email addresses are required to send an email request to [evoting@nsdl.com](mailto:evoting@nsdl.com) along with the following documents for procuring user id and password for e-Voting for the resolutions set out in this Notice:
- (a) In case shares are held in physical mode, please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
- (b) In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master list or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
27. Those Members who have already registered their email IDs are requested to keep the same validated with their DP/RTA to enable serving of notices/documents/Annual Reports and other communications electronically to their email ID in future.
28. **VOTING BY MEMBERS:**
- (a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (i) remote e-Voting prior to the AGM (as explained at para 'g' herein below or (ii) remote e-Voting during the AGM (as explained at 'para h' below). Instructions for Members for attending the AGM through VC/OAVM are explained in 'para i' below.
- (b) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Friday, 20 September 2024 ('cut-off date')** shall be entitled to vote in respect of the shares held, by availing the facility of remote e-Voting prior to the AGM or remote e- voting during the AGM.
- (d) **Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of Friday, 20 September 2024, may cast their vote by remote e-Voting. The remote e-Voting period commences on Tuesday, 24 September 2024 at 9:00 a.m. (IST) and ends on Thursday, 26 September 2024 at 5:00 p.m. (IST).** The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (e) The Members can opt for only one mode of remote e-Voting i.e., either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-Voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-Voting during the Meeting. The Members who have cast their vote by remote e-Voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

(f) The Board of Directors has appointed Mr. Naresh Verma (Membership No. FCS : 5403) of M/s. Naresh Verma & Associates, Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(g) **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
<p><b>Individual Members holding securities in demat mode with NSDL.</b></p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz., <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of Members	Login Method
	<ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="1165 1675 1452 1827" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of Members	Login Method
Individual Members (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider <i>i.e.</i> , NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Help desk for Individual Members holding securities in demat mode in case of any technical issues related to login through Depository *i.e.*, NSDL and CDSL.**

Login type	Help desk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services *i.e.*, IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 *i.e.*, Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares <i>i.e.</i> , Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example, for Members holding equity Shares, if folio number is 001*** and EVEN is 128573 then user ID is 128573001***.

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment *i.e.*, a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for

CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
    - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting". **EVEN for Equity Shares is 129986.**
3. Cast your vote by selecting appropriate options *i.e.*, assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



## How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

### General Guidelines for Members

1. Institutional Members (*i.e.*, other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to RHIM.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members (*i.e.*, other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions ('FAQs') for Members and e-Voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### Process for those Members whose email IDs are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Members, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors.india@Rhimaginesita.com](mailto:investors.india@Rhimaginesita.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhar Card (self-attested scanned copy of Aadhar Card) to [investors.india@Rhimaginesita.com](mailto:investors.india@Rhimaginesita.com). If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**
3. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### (h) THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

### (i) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops/Desktops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop or through Desktop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matters to be placed at the AGM, from their



registered email ID, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email ID at investors.india@Rhimagnesia.com before 5:00 p.m. (IST) on Friday, 20 September 2024.

6. Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to investors.india@Rhimagnesia.com between Monday, 16 September 2024 (9:00 a.m. IST) and Friday, 20 September 2024 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

29. Any person holding shares in physical form and non-individual Members, who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, i.e., Friday, 20 September 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company/RTA. However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot User Details/ Password' or 'Physical User Reset Password' option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or by calling on 022 4886 7000.

In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date i.e., Friday, 20 September 2024, may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.

### 31. DECLARATION OF RESULTS ON THE RESOLUTIONS:

- The Scrutinizer shall, immediately after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rhimagnesiaindia.com](http://www.rhimagnesiaindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the securities of the Company are listed.

- Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., 27 September 2024.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

#### Item no. 5

Based on the recommendations of the Nomination and Remuneration Committee (the "NRC"), the Board of Directors has appointed Mr. Kamal Sarda (DIN: 03151258) as an Additional and Independent Director of the Company under Section 161 of the Companies Act, 2013 (the "Act") read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Articles of Association of the Company with effect from 14 August 2024 for a first term of 5 (five) consecutive years, subject to the approval of Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of amendment in the Listing Regulations effective from 1 January 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person in the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Kamal Sarda would require approval of Members of the Company on or before 27 September 2024.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Mr. Kamal Sarda for appointment as an Independent Director of the Company. Mr. Kamal Sarda has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Kamal Sarda fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years with effect from 14 August 2024.

Further, Mr. Kamal Sarda has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Kamal Sarda has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Kamal Sarda is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').



A brief profile of Mr. Kamal Sarda the nature of his expertise in specific functional areas, disclosure of relationship between Directors, inter-se, names of Companies in which he holds Directorship, Committee Memberships / Chairmanships, his shareholding etc. are provided herein.

**Brief profile of Mr. Kamal Sarda (Independent Director)**

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions is available for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days of the Company from the date of dispatch of this Notice till Friday, 27 September 2024 and the same is also available on the website of the Company at the link <https://www.rhimagnesitaindia.com>.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Notice.

Except Mr. Kamal Sarda and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

The Board of Directors recommends the resolution given in the Notice for approval of Members of the Company as a Special Resolution.

The Board recommends the resolution set forth at Item no. 5 for the approval of the Members.

**Item no. 6**

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have audit of its cost accounts relating to such products manufactured by the Company covered under Central Excise Tariff Act, 1985, as prescribed under Section 148 of the Act and

the Companies (Cost Records and Audit) Rules, 2014, conducted by a Cost Accountant.

Based on the recommendation of the Audit Committee, the Board had at its meeting held on 29 May 2024, approved the re-appointment of M/s. K G Goyal & Associates, Cost Accountants (Firm Registration No. 000024) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products, for FY2024-25 at a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes, out-of pocket and other expenses.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item no. 6 of the Notice.

M/s. K G Goyal & Associates have furnished a certificate dated 1 April 2024 regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

None of the Directors, Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid matter. The Board recommends the Ordinary Resolution set out at Item no. 6 of the Notice for approval by the Members.

**By Order of the Board of Directors**

**Gurugram, 14 August 2024**

Sanjay Kumar  
**Company Secretary**  
Membership No. A17021

## ANNEXURE TO NOTICE

Details of Directors seeking appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard -2

## Particulars of Directors seeking Appointment / Re-appointment

Name of Director	Mr. Gustavo Lucio Goncalves Franco	Mr. Kamal Sarda
Director Identification Number	08754857	03151258
Designation / Category of Director	Non-Executive, Non- Independent Director	Additional Non-Executive, Independent Director
Age	46 years	61 years
Brief Resume & Experience/ Expertise	<p>Mr. Gustavo Franco joined Magnesita Refratários S.A. ("<b>Magnesita</b>") in 2001 after graduating from the Federal University of Minas Gerais and since then has developed his career in the refractory industry. During the first years of his career, he progressed through various technical and sales managerial roles in South and North America, until he became part of the Executive Committee of Magnesita in 2014 as Global Sales Vice President.</p> <p>In 2017, he led the go-to-market integration of RHI A.G. and Magnesita and in 2018 he completed the Senior Executive Program with the London Business School. Mr. Gustavo Franco was appointed Chief Sales Officer of RHI Magnesita N.V. in 2019 and since 2023 he has been responsible for Global business &amp; financial performance, currently serving as Chief Customer Officer.</p> <p>During his 22 years in the company, Mr. Gustavo Franco has had an active role in the merger, acquisition and integration of more than 10 companies. Over the years he has also accumulated a vast international experience in Brazil, United States of America, Germany, the Netherlands and Austria.</p>	<p>Mr. Kamal Sarda is a fellow member of the Institute of Chartered Accountants of India, a law graduate, and holds a B.Com. (Hons.) degree from Calcutta University. With approximately 35 years of professional experience in senior-level positions, primarily in the manufacturing industry, he has a wealth of expertise.</p> <p>Currently, he serves as the CEO of Alumina Industrial Company LLC in Abu Dhabi, a greenfield project focused on manufacturing alumina-based raw materials for the refractory industry. He spent around 26 years with a large refractory company, holding various roles such as Chief Financial Officer, Chief Operating Officer, Chief Executive Officer, and Director. Additionally, he has worked as an independent financial consultant. He was previously associated with Shristi Infrastructure Development Corporation Limited, Stone India Limited and Incab Industries Limited.</p> <p>He has also held prominent positions such as Chairman of the Indian Refractory Makers Association for two terms.</p>
Terms and conditions of appointment or re-appointment	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gustavo Franco who retires by rotation, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.	Appointment for a first term of five (5) consecutive years commencing from 14 August 2024 to 13 August 2029 and shall not be liable to retirement by rotation.
Remuneration to be paid	Not applicable	He shall be paid a fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings.
Remuneration last drawn	Not applicable	Not applicable
Date of first appointment on the Board	6 June 2020	14 August 2024
Shareholding in the Company including beneficial ownership	nil	4,000
Relationship with Other Directors and other Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Gustavo Franco and other directors or key managerial personnel of the Company except that he is in the employment of RHI Magnesita N.V. along with Mr. Erwin Jankovits and Ms. Ticiana Kobel.	Mr. Kamal Sarda is not related to any Directors and other Key Managerial Personnel of the Company.

The Number of Meetings of the Board attended during FY 2023-24	Two (2) out of Five (5)	Not applicable
Directorship in other listed entities (in India)	nil	nil
Chairmanship/Membership of the Committees of the Board of Directors of the listed entity (in India) (includes only Audit Committee and Stakeholders' Relationship Committee)	nil	nil
Resignation from listed entity (in India), if any, in the past three years.	Not applicable	IFGL Refractories Limited
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not applicable	<p><b>SKILLS AND CAPABILITIES REQUIRED FOR THE ROLE OF INDEPENDENT DIRECTOR</b></p> <ul style="list-style-type: none"> <li>- Operational Experience</li> <li>- Leadership</li> <li>- Industry Knowledge, Research Development and Innovation</li> <li>- Financial, Regulatory / Legal &amp; Risk Management</li> <li>- Understanding of laws, rules and regulations</li> <li>- Corporate Governance</li> <li>- Information Technology</li> <li>- Integrity and ethical standards</li> </ul> <p><b>MANNER IN WHICH THE PROPOSED APPOINTEE MEETS THE ABOVE REQUIREMENT:</b></p> <p>Mr. Kamal Sarda is a fellow member of the Institute of Chartered Accountants of India, a law graduate, and holds a B.Com. (Hons.) degree from Calcutta University. With approximately 35 years of professional experience in senior-level positions, primarily in the manufacturing industry, he has a wealth of expertise.</p> <p>Currently, he serves as the CEO of Alumina Industrial Company LLC in Abu Dhabi, a greenfield project focused on manufacturing alumina-based raw materials for the refractory industry. He has spent around 26 years with a large refractory company, holding various roles such as Chief Financial Officer, Chief Operating Officer, Chief Executive Officer, and Director.</p> <p>The Nomination and Remuneration Committee and Board is of the opinion that Mr. Kamal Sarda meets the above-mentioned skills and capabilities required for the role of Independent Director.</p>

By Order of the Board of Directors

Sanjay Kumar  
**Company Secretary**  
 Membership No. A17021

Gurugram, 14 August 2024