



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

1 October 2021

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

STOCK CODE: 534076

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

STOCK CODE: RHIM

Total no. of pages including covering letter 11

Dear Sir/Madam,

Re: Voting Results of the 11th Annual General Meeting (AGM) of RHI Magnesita India Limited & Scrutinizer Report thereon.

The 11th AGM of the Company was held on Wednesday, 29 September 2021 at 1:30 P.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) to transact the business as stated in the Notice dated 11 August 2021, convening the said AGM.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations - **Annexure I**
- 2) Report of the Scrutinizer dated **1 October 2021**, 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 is also available on the Company's web site at www.orientrefractories.com

This is for your information and records.

Thanking you,
For **RHI Magnesita India Limited**

Sanjay Kumar
Company Secretary
(ACS-17021)

11th Annual General Meeting Voting Results

Date of the AGM	29 September 2021
Total number of shareholders on record date	32522
No. of shareholders present in the meeting either in person or through proxy:	NIL
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	93
Promoters and Promoter Group:	3
Public:	90

Resolution No. 1 (Ordinary Resolution)	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2021, together with the Reports of the Board of Directors and the Auditors' thereon and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021, together with the Report of the Auditors' thereon.
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	104885385	92.8169	104885385	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	104885385	92.8169	104885385	0	100.0000
Public-Institutions	E-Voting	15341396	12602189	82.1450	12602189	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		15341396	12602189	82.1450	12602189	0	100.0000
Public- Non Institutions	E-Voting	32652470	8016664	24.5515	8016410	254	99.9968	0.0032
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		32652470	8016664	24.5515	8016410	254	99.9968
Total		160996331	125504238	77.9547	125503984	254	99.9998	0.0002

Resolution No. 2 (Ordinary Resolution)	To declare Final Dividend on Equity Shares for the financial year 2020-21
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	104885385	92.8169	104885385	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	104885385	92.8169	104885385	0	100.0000
Public-Institutions	E-Voting	15341396	12602189	82.1450	12602189	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		15341396	12602189	82.1450	12602189	0	100.0000
Public- Non Institutions	E-Voting	32652470	8016664	24.5515	8016410	254	99.9968	0.0032
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		32652470	8016664	24.5515	8016410	254	99.9968
Total		160996331	125504238	77.9547	125503984	254	99.9998	0.0002

Resolution No. 3 (Ordinary Resolution)			To appoint a Director in place of Mr. Erwin Jankovits (DIN-07089589) who retires by rotation and being eligible, offers himself for re-appointment.					
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	104885385	92.8169	104885385	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	104885385	92.8169	104885385	0	100.0000
Public-Institutions	E-Voting	15341396	12602189	82.1450	12392524	209665	98.3363	1.6637
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		15341396	12602189	82.1450	12392524	209665	98.3363
Public- Non Institutions	E-Voting	32652470	8016614	24.5513	8016319	295	99.9963	0.0037
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		32652470	8016614	24.5513	8016319	295	99.9963
Total		160996331	125504188	77.9547	125294228	209960	99.8327	0.1673

Resolution No. 4 (Ordinary Resolution)			Appointment of Mr. Nazim Sheikh as an Independent 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	104885385	92.8169	104885385	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	104885385	92.8169	104885385	0	100.0000
Public-Institutions	E-Voting	15341396	12602189	82.1450	12602189	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		15341396	12602189	82.1450	12602189	0	100.0000
Public- Non Institutions	E-Voting	32652470	8016614	24.5513	8016279	335	99.9958	0.0042
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		32652470	8016614	24.5513	8016279	335	99.9958
Total		160996331	125504188	77.9547	125503853	335	99.9997	0.0003

Resolution No. 5 (Ordinary Resolution)				To appoint Mr. Rudraraju Venkata Suryanarayana Raju (Mr. RVS Rudraraju) as Director 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	104885385	92.8169	104885385	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	104885385	92.8169	104885385	0	100.0000	0.0000
Public-Institutions	E-Voting	15341396	12602189	82.1450	12602189	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	15341396	12602189	82.1450	12602189	0	100.0000	0.0000
Public- Non Institutions	E-Voting	32652470	7458194	22.8411	7457859	335	99.9955	0.0045
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	32652470	7458194	22.8411	7457859	335	99.9955	0.0045
Total		160996331	124945768	77.6078	124945433	335	99.9997	0.0003

Resolution No. 6 (Ordinary Resolution)				To appoint Mr. Rudraraju Venkata Suryanarayana Raju (Mr. RVS Rudraraju) as whole-time director of the company for a period of 5 years				
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	104885385	92.8169	104885385	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	104885385	92.8169	104885385	0	100.0000	0.0000
Public-Institutions	E-Voting	15341396	12602189	82.1450	12392524	209665	98.3363	1.6637
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15341396	12602189	82.1450	12392524	209665	98.3363	1.6637
Public- Non Institutions	E-Voting	32652470	7458194	22.8411	7457859	335	99.9955	0.0045
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	32652470	7458194	22.8411	7457859	335	99.9955	0.0045
Total		160996331	124945768	77.6078	124735768	210000	99.8319	0.1681

Resolution No. 7 (Special Resolution)				To waiver and termination of voluntary lock-in obligations of certain shareholders 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	104885385	92.8169	104885385	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	104885385	92.8169	104885385	0	100.0000
Public-Institutions	E-Voting	15341396	12143460	79.1549	12143460	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		15341396	12143460	79.1549	12143460	0	100.0000
Public- Non Institutions	E-Voting	32652470	292449	0.8956	274130	18319	93.7360	6.2640
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		32652470	292449	0.8956	274130	18319	93.7360
Total		160996331	117321294	72.8720	117302975	18319	99.9844	0.0156

Resolution No. 8 (Ordinary Resolution)				To approve the remuneration of the Cost Auditors for the financial year 2021-22				
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	104885385	92.8169	104885385	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	104885385	92.8169	104885385	0	100.0000
Public-Institutions	E-Voting	15341396	12602189	82.1450	12591251	10938	99.9132	0.0868
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		15341396	12602189	82.1450	12591251	10938	99.9132
Public- Non Institutions	E-Voting	32652470	8016664	24.5515	8016345	319	99.9960	0.0040
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		32652470	8016664	24.5515	8016345	319	99.9960
Total		160996331	125504238	77.9547	125492981	11257	99.9910	0.0090



NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies
 (Management and Administration) Rules, 2014)

To,
 The Chairman
 RHI Magnesita India Limited
CIN: L28113MH2010PLC312871
 C-604, Neelkanth Business Park,
 Opps. Railway Station, Vidhyavihar (West),
 Mumbai, Maharashtra – 400086

The 11th Annual General Meeting (11th AGM) of RHI Magnesita India Limited (formerly known as Orient Refractories Limited) held on Wednesday, September 29, 2021, at 1:30 p.m. (IST) through Video Conferencing (VC) / Other Audio - Visual Means (OAVM).

Dear Sir,

I, Naresh Verma, Practicing Company Secretary, 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) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 11th AGM of the Company held on September 29, 2021 at 1:30 p.m. 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 AGM by the shareholders on the resolutions proposed in the Notice of the 11th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM 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 AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL).
3. In accordance with the Notice of the 11th Annual General Meeting 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 September 6, 2021, the remote e-voting opened at 9:00 a.m. IST on September 26, 2021 and remained open up to 5:00 p.m. IST on September 28, 2021.
4. The Equity Shareholders holding shares as on September 22, 2021, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the 11th Annual General Meeting of the Company.



5. 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 AGM through VC and who had not voted on remote e- voting were allowed to cast their votes through e-voting system during the AGM.
6. After closure of e-voting at the AGM, the votes cast through e- voting at the AGM and through remote e-voting prior to the date of AGM 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.
7. 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 AGM are as under:

Resolution-1: Ordinary Resolution

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2021, together with the Reports of the Board of Directors and the Auditors' thereon and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021, together with the Report of the Auditors' thereon.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
184	125503984	99.99

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	254	0.01

iii. Invalid votes:

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

Resolution-2: Ordinary Resolution

To declare Final Dividend on Equity Shares for the financial year 2020-21.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
184	125503984	99.99



ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	254	0.01

iii. Invalid votes:

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

Resolution-3: Ordinary Resolution

To appoint a Director in place of Mr. Erwin Jankovits (DIN-07089589) who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
178	125294228	99.83

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	209960	0.17

iii. Invalid votes:

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

Resolution-4: Ordinary Resolution

Appointment of Mr. Nazim Sheikh as an Independent 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
180	125503853	99.99

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	335	0.01



iii. Invalid votes:

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

Resolution-5: Ordinary Resolution

To appoint Mr. Rudraraju Venkata Suryanarayana Raju (Mr. RVS Rudraraju) as Director 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
179	124945433	99.99

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	335	0.01

iii. Invalid votes:

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

Resolution-6: Ordinary Resolution

To appoint Mr. Rudraraju Venkata Suryanarayana Raju (Mr. RVS Rudraraju) as whole-time director of the company for a period of 5 years

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
176	124735768	99.83

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	210000	0.17



iii. Invalid votes:

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

Resolution-7: Special Resolution

To waiver and termination of voluntary lock-in obligations of certain shareholders 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
137	117302975	99.98

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	18319	0.02

iii. Invalid votes:

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

Resolution-8: Ordinary Resolution

To approve the remuneration of the Cost Auditors for the financial year 2021-22

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
181	125492981	99.99

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	11257	0.01

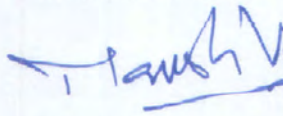
iii. Invalid votes:

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 11th Annual General Meeting 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: 01.10.2021

UDIN: F005403C001057905
Peer Review Certificate No. 574/2018