



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

15 December 2021

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

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

STOCK CODE: 534076

STOCK CODE: RHIM

Dear Sir/Madam

Sub: Postal ballot notice for approval and amendment of material related party transaction limit with RHI Magnesita GmbH

Pursuant to the Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company for "Approval and Amendment of Material Related Party Transaction Limits with RHI Magnesita GmbH".

The Postal Ballot Notice was sent today i.e. 15 December 2021 to all the Members, whose names appeared in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on 10 December 2021. The voting period will commence from 20 December 2021, IST at 9.00 a.m. and will end on 19 January 2022, IST at 5.00 p.m.

This is for the information of the exchange and the members.

Thanking you,

Yours faithfully

For **RHI Magnesita India Limited**

Sanjay Kumar
Company Secretary
(ACS-17021)

Encl.:a/a



RHI MAGNESITA

RHI Magnesita India Limited

(formerly known as Orient Refractories Limited)

CIN: L28113MH2010PLC312871

C-604, Neelkanth Business Park, Opp. Railway Station, Vidhyavihar (West),
Mumbai, MAHARASHTRA-400086

Tel: +91 22 660 90 600, Fax: +91 2266090601

investors.india@rhimagnesita.com ; www.rhimagnesitaindia.com

POSTAL BALLOT NOTICE

Dear Shareholders,

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020 and 10/2021 dated 23 June 2021, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary Resolution by way of postal ballot only through voting by electronic means (remote e-voting).

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on 19 January 2022. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed Mr. Naresh Verma, Practicing Company Secretary, Delhi (FCS: 5403) as scrutinizer to conduct the postal ballot E-voting process in a fair and transparent manner. Mr. Naresh Verma, has consented to act as Scrutinizer for this Postal Ballot Process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman. The result of the Postal Ballot will be announced on or before Friday, 21 January 2022 at 5:00 p.m. and will be displayed at the Company's website www.rhimagnesitaindia.com besides communicating to the stock exchanges and depositories. The last date for casting votes vide e-voting i.e., 19 January 2022 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with Secretarial Standards-2 on General Meetings.

The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning item and the reasons thereof is annexed hereto, for your consideration.

To approve and amend material related party transaction limits with RHI Magnesita GmbH

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the



Board of Directors of the Company, and in supersession of the earlier resolution passed by the members on 27 May 2017 through postal ballot, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with RHI Magnesita GmbH a related party of the Company, for purchase and sale of materials, goods including capital goods and other related products, materials, any type of services etc., availing license for use of brand of RHIM and other transactions as more particularly set out in the explanatory statement to this notice for an amount not exceeding in the aggregate Rs. 100,000 Lacs (Rupees One thousand crore), for the financial year 2021-2022 and onwards with yearly increase of 30% every year in the value of such transactions up to the financial year 2025-2026, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

By order of the Board

Sanjay Kumar

Company Secretary

(Membership No. ACS17021)

Gurugram, 12 November, 2021

Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to the notice

The members of the Company on 27 May 2017 through postal ballot approved entering into related party transactions with RHI Ag, Austria (now known as RHI Magnesita GmbH) up to Rs.12,600 lakhs for the financial year 2017-18 and onwards with yearly increase of 30% every year in the value of such transactions, so for the financial year 2021-2022 limit is Rs. 48,404 lakhs. RHI Magnesita India Limited by the order dated 5 May 2021 of National Company Law Board Tribunal, Mumbai Bench, Mumbai has been merged with RHI India Private Limited and RHI Clasil Private Limited and limit for the financial year 2021-2022 and onward requires to be increased.

Due to fast market growth and expansion, the products of the Company made a good reputation in global and domestic refractory market and therefore, there is a high demand of the Company's products. In the present scenario, the Company's purchase and sale of products from/to RHI Magnesita GmbH, to fulfil increased demand of the Company's products in global and domestic market also increased. Taking into account the unexpected present & future demand of the Company products the limit of Rs. 48,404 lakhs would be crossed in year 2021-22 and it became necessary to modify the resolution passed by the members through postal ballot on 27 May 2017.

For purchase and sale of materials, goods including capital goods and other related products, materials, any type of services etc., availing license for use of brand of RHIM and other transactions from RHI Magnesita GmbH will be at arms' length pricing and in ordinary course of business of the Company. In view of merger of all the Indian entities of RHI Magnesita N.V., infrastructure growth of India, demand of refractory product in domestic and international market has been increased and is further expected to increase substantially over the next 5 (five) financial years. In order to have sustained availability of quality raw materials, finished goods, avail quantitative benefits for sale of its products, ease of customer reach and in the best interest of the Company and its members/shareholders, the Company proposes the revision of transaction limit for entering into material related party transactions with RHI Magnesita GmbH, a related party of the Company from time to time in suppression of the limits as approved by the members of the Company on 27 May 2017.

Pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), the material related party transactions to be entered by the Company on arm's length basis with RHI Magnesita GmbH as set out in the notice requires approval of the members of the Company through the ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company (“material related party limit”).

Though the proposed material transactions with RHI Magnesita GmbH as per resolution as set out in this notice would be in the ordinary course of business of the Company, the approval of the members of the Company is being sought as per the applicable provisions of the Act and SEBI Listing Regulations also for availing services as a measure of good corporate governance.

It is expected that the total transactions of the Company with RHI Magnesita GmbH commencing from financial year 2021-2022 and upto and including financial year 2025-2026 would be as stated below.

The relevant information is as follows:-

1.	Name of related parties	RHI Magnesita GmbH
2.	Name of Director or KMP who is related	Mr. Gustavo Lucio Goncalves Franco (DIN: 08754857) and Mr. Erwin Jankovits (DIN: 07089589),Directors
3.	Nature of relationship	Mr. Gustavo Lucio Goncalves Franco & Mr. Erwin Jankovits are employees of RHI Magnesita N.V., an ultimate holding company. Three fellow subsidiary companies of RHI Magnesita N.V. i.e. Dutch US Holding B.V. hold 49.61%,Dutch Brasil Holding B.V. hold 12.81% and VRD Americas B.V. hold 7.77% of the paid up equity shares of the Company
4.	Monetary value	The estimated aggregate transaction for the matters proposed in the resolution shall not exceed Rs. 100,000 lakhs for the FY 2021-2022;Rs. 130,000 lakhs for the FY 2022-2023; Rs. 169,000 lakhs for the FY 2023-2024, Rs. 219,700 lakhs for the FY 2024-2025 & Rs. 285,610 lakhs for the FY 2025-2026.
5.	Nature, material terms and particulars of arrangement	Purchase of material by the Company from and the sale of Company's product(s) to RHI Magnesita GmbH is depends upon the requirement of the Company for its products from time to time and ability of supply of specified material by RHI Magnesita GmbH viz. refractory, capital goods and other related products and materials etc. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business.
6.	Any advance paid or received for the arrangement, If any.	As per industry norms,custom and uses


NOTES

- I. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the proposed resolution is annexed hereto.
- II. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
- III. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.



- IV. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 10 December 2021 and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. IX. Further, the Members whose names appear in the Register of Members / List of Beneficial Owners as on 10 December 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
- V. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 10 December 2021 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
- VI. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. 19 January 2022.
- VII. A member cannot exercise his vote by proxy on Postal Ballot.
- VIII. In compliance with the aforesaid MCA circulars, notice of this Postal Ballot is being sent only through electronic mode to Members whose e-mail address is registered with the Company or with the Depository Participant(s). The aforesaid Notice has been uploaded on the website of the Company i.e. www.rhimagnesitaindia.com the same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of NSDL (agency providing the remote e-Voting facility) at www.evoting.nsd.com.
- IX. Process for registration of email id for obtaining Postal Ballot Notice and user id/password for e-voting and updation of bank account mandate for receipt of dividend:
- For Physical Holding:** Send a request to the Registrar and Transfer Agents of the Company (RTA), at investors@skylinerta.com.in providing Folio No., Name of shareholder, 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) for registering e-mail address. Following additional details need to be provided in case of updating Bank Account Details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9-digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
- For Demat Holding:** Please contact your Depository Participant (DP) and register your e-mail address and bank account details in your demat account, as per the process advised by your DP. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the Members.
- X. The Postal Ballot Notice is also being published in Business Standard and Pratahkal, Mumbai publication and the same has been uploaded on the Company's website viz., www.rhimagnesitaindia.com.
- XI. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id investors.india@rhimagnesita.com, from the registered e-mail address, mentioning name, folio number/ DP ID-Client ID, as applicable and mobile number. Said queries shall be appropriately replied by the Company.
- XII. Instructions for Voting:
1. 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 from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below:
 2. The remote e-voting period commences on 20 December 2021 (9.00 a.m. IST) and ends on, 19 January 2022 (5.00 p.m. IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10 December 2021, may cast their vote by remote e-voting. 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.

3. Those who are not a member as on the cut-off date shall treat this notice for information purpose only.
4. The process and manner for remote e-voting are as under:
 - A. Login method for e-Voting to Individual shareholders holding securities in demat mode as per circular of SEBI dated 9 December 2020, on e-Voting Facility provided by Listed Entities, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the homepage 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site where in you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seam less voting experience. <div style="text-align: center; border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach E-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	3. If the user is not registered for Easi/Easiest, option o register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com homepage. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. 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.e. 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.

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. : 18001020990 and 1800224430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

- B. Login method for e-Voting to other than Individual shareholders holding securities in demat mode and in physical mode

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

- i. 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 phone.

- ii. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices 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.
- iv. Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For members who hold shares in demat accounts 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, followed by Folio Number registered with the company. For example, if your EVEN is 101456, and Folio Number is 001***, then your User ID is 101456001***.

- v. Your password details are given below:
 - a. If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - b. If you are using the 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’?
 - 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 by NSDL from your mailbox. Open the email and open the attachment (it will be a *.pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits client ID for your CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
- vi. If you have not received the ‘initial password’, or are unable to retrieve it, or have forgotten your password:
 - a. Click on the ‘Forgot User Details / Password?’
(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b. A ‘Physical User Reset Password?’ (If you are holding shares in physical mode) option is also available on www.evoting.nsd.com.
 - c. If you are still unable to get your password following the aforesaid options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name, and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- vii. After entering your password, agree to the terms and conditions by checking the box.
- viii. Next, click on the 'Login' button.
- ix. After you click on the 'Login' button, the homepage of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

- I. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
- II. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
- III. Select "EVEN 118955" of "RHI Magnesita India Limited".
- IV. Now you are ready for e-Voting as the Voting page opens. 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.
- V. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

General guidelines for shareholders

5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a 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.co.in.
6. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Log in 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 the 'Physical User Reset Password?' Option available on www.evoting.nsdl.com, to reset the password.
7. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Other Instructions

The Scrutinizer shall after the conclusion of the e-voting on 19 January 2022, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on 19 January 2022, being the last day of remote e-voting.

Results of voting shall be declared on or before 21 January 2022. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed, Depositories and Registrar & Share Transfer Agent and will be displayed on the Company's website www.rhimagnesitaindia.com. and on the website of NSDL www.evoting.nsdl.com and at the registered office of the Company.