



**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

**30 September 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: Proceedings and Outcome of the 11<sup>th</sup> Annual General Meeting (AGM)**

We are pleased to submit herewith summary of proceedings of 11<sup>th</sup> Annual General Meeting (AGM) of the Company held on Wednesday, 29 September 2021 through Video Conferencing (VC)/ Other Audio Video Means (OAVM) commenced at 1:30 p.m. (IST) and concluded at 2:25 p.m. This is under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

The archive of the webcast of 11<sup>th</sup> Annual General Meeting is made available on the Company's website.

This is for your information and records.

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

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



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**Summary of the Proceedings of the 11<sup>th</sup> Annual General Meeting (AGM) of RHI Magnesita India Limited held through Video Conferencing (VC)/ Other Audio Video Means (OAVM) on 29 September 2021.**

**Meeting Day, Date and Time:** Wednesday, 29 September 2021 at 1.30 p.m.

**Mode :** Through Video Conferencing (VC)/ Other Audio Video Means (OAVM), which was held in compliance with the General Circular numbers 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI Listing Regulations.

**Chairman:** Dr. Vijay Sharma, Chairman of the Board, joined over VC from Gurugram took the Chair.

Mr. Sanjeev Bhardwaj, Chief Financial Officer and Mr. Sanjay Kumar, Company Secretary also joined over VC from Gurugram, at the venue of the meeting.

Mr. Nazim Sheikh, Independent Director & Chairman of Remuneration & Nomination Committee of the Board and Mr. RVS Rudraraju, Whole Time Director and later on Mr. Parmod Sagar, Managing Director & CEO and Ms. Sonu Chadha, Independent Director attended the meeting through VC mode from their respective locations.

The representatives of the Statutory Auditors and the Secretarial Auditor were also present through VC from their respective locations.

**Members attending the Meeting:** 93 Members were attending the meeting virtually in person/ through authorized representative. In terms of the circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for authorized representatives of corporate shareholders.

**Quorum:** The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

After declaring that requisite quorum for the meeting being present, the Chairman called the Meeting to order. It was announced that the Statutory Registers, as required, were available for inspection of the Members electronically.

With the consent of the Members, the Notice convening the Meeting was taken as read.

The Chairman made his opening remarks covering the performance of the Company in the financial year 2020-21, highlighting the performances of the India business as well as International businesses, future planning & strategy of the Company.



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The Company Secretary informed the Members that the Company had also provided the facility for e-voting during the AGM on all the resolutions to facilitate the Members who were attending the meeting and had not cast their votes earlier through Remote e-Voting.

The Members were also informed that the Board of Directors had appointed Mr. Naresh Verma, Practicing Company Secretary, as Scrutinizer for scrutinizing the Remote e-voting process and e-voting during the AGM of the Company, in a fair and transparent manner.

The following resolutions as set out in the Notice convening the AGM were put to vote by Remote e-voting and e-voting during the meeting:

<b>ORDINAR BUSINESS</b>	
1.	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. <b>(ORDINARY RESOLUTION)</b>
2.	To declare a dividend on equity shares for the financial year 2020-21. <b>(ORDINARY RESOLUTION)</b>
3.	To appoint a Director in place of Mr. Erwin Jankovits (DIN-07089589) who retires by rotation and being eligible, offers himself for re-appointment. <b>(ORDINARY RESOLUTION)</b>
<b>SPECIAL BUSINESS</b>	
4.	Appointment of Mr. Nazim Sheikh (DIN: 00129923) as an Independent Director for a period of 5 years. <b>(ORDINARY RESOLUTION)</b>
5.	Appointment of Mr. Rudraraju Venkata Suryanarayana Raju (DIN-00425640) as a Director of the Company. <b>(ORDINARY RESOLUTION)</b>
6.	Appointment of Mr. Rudraraju Venkata Suryanarayana Raju (DIN-00425640) as whole-time director of the company for a period of 5 years <b>(ORDINARY RESOLUTION)</b>
7.	Waiver and termination of voluntary lock-in obligations of certain shareholders of the Company. <b>(SPECIAL RESOLUTION)</b>
8.	To approve the remuneration of the Cost Auditors for the financial year 2021-22. <b>(ORDINARY RESOLUTION)</b>

The Chairman then invited the Members to express their views, make comments and seek clarifications on the operations and financial performance of the Company and on the resolutions set out in the Notice of the AGM. The Members were



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given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who wished to speak, the Mr. Parmod Sagar & Mr. Sanjeev Bhardwaj replied to the queries raised by the Members.

The Chairman then authorized the Company Secretary to carry out the voting process. The Chairman also authorized the Company Secretary to accept, acknowledge and counter sign the Scrutinizers report in connection with the AGM and declare the results of the voting in accordance with the requirements prescribed under the Companies Act, 2013 and other applicable laws.

The Chairman further informed that the consolidated results of the Remote e-voting and e-voting at the AGM venue would be announced within 48 hours of the conclusion of the meeting and the results along-with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the website of the Company and National Securities Depository Limited (NSDL).

Then the Chairman conclude the meeting.

The Chairman then thanked the Members for their continued support and for attending and participating in the meeting. He also thanked the Directors for joining the meeting virtually. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their votes. Upon completion of the e-voting process, the Company Secretary declared the meeting closed.

The Meeting concluded at 2:25 p.m.



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**10 September 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**

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Dear Sirs,

**Sub: Newspaper Advertisement – Disclosure under Regulation 30 and Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Pursuant to Regulation 30 read with Schedule III Part A Para A and Regulation 47 of SEBI Listing Regulations, we enclose copies of newspaper advertisement published in Business Standard and Mumbai Lakshdeep, regarding Intimation of 11<sup>th</sup> AGM, Book Closure Date, Cut-off Date & Period of e-voting, in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards of General Meetings issued by the Institute of Company Secretaries of India.

The above information is also available on the website of the Company [www.orientrefractories.com](http://www.orientrefractories.com).

This is for your information and record.

Thanking You,  
Yours faithfully,  
for **RHI Magnesita India Limited**

Sanjay Kumar  
**Company Secretary**  
(Membership No. ACS-17021)