



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
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www.rhimagnesitaindia.com

21 January 2022

**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: Minutes of the Resolutions passed by way of Postal Ballot through remote e-voting process

We are enclosing copy of the minutes of resolutions passed by way of postal ballot through remote e-voting process on 19 January 2022. The results of postal ballot were announced vide our letter dated 20 January 2022.

This is for your information and records.

Thanking you,

Yours faithfully

For **RHI Magnesita India Limited**

Sanjay Kumar

Company Secretary
(ICSI M.No.-17021)

Encl.: As above.



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MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON 19 JANUARY 2022, RESULTS OF WHICH WERE DECLARED ON 20 JANUARY 2022

At its meeting held on 12 November 2021, the Board of Directors (“Board”) of the Company approved the proposal to conduct a Postal Ballot pursuant to section 110 and Section 108 and other applicable provision, if any, of the Company’s Act 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) to seek approval of the Members for the following ordinary resolution:

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

The Board appointed Mr. Naresh Verma, of Naresh Verma and Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through National Securities Depository Limited. The e-voting period commenced at 9 a.m. IST on Monday, 20 December 2021 and ended at 5 p.m. IST on Wednesday, 19 January 2022. A newspaper advertisement as required under the Companies Act, 2013 was published in Business Standard (English) and Pratahkal (Regional language Marathi), Mumbai edition on 16 December 2021. The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on 20 January 2022.

Summary of the Scrutinizer’s Report is as under:

1. Pursuant to General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, and the General Circular No. 39/2020 dated December 31, 2020 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19” issued by the Ministry of Corporate Affairs, and due to difficulty in dispatch of Postal Ballot notice, the postal ballot notice dated 12 November, 2021 was sent to the members whose name(s) appeared on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. Friday, 10 December 2021.
2. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
3. The votes cast through electronic means were unblocked on Thursday, 20 January 2022.
4. Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on Friday, 10 December 2021.
5. Votes cast through electronic means up to 5.00 PM of 19 January 2022 being the last time and date fixed by the company for voting through electronic means were considered for scrutiny.
6. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated 20 January 2022, to the Chairman of the Company. Based on the report, the ordinary resolution set out in the postal ballot notice dated 12 November 2021, have been passed with requisite majority.



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The details of voting on the ordinary resolution as per the Scrutinizer’s report are as under:

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

Result of voting through Postal Ballot by remote e-voting was as follows:

Particulars	E-Voting		% of total number of valid votes cast
	No. of member voted through e-voting system	No. of votes cast (Equity Shares of Re. 1/- each)	
e-votes with assent for the Resolution as a percentage of net valid shares polled	239	2,01,30,025	99.99
e votes with dissent for the Resolution as a percentage of net valid shares polled	22	2,966	0.01%

The Chairman noted the results of voting as stated above and it was declared and recorded that the ordinary resolution as set out in the Notice of Postal Ballot dated 12 November 2021 was duly passed by the Members on 19 January 2022 with requisite majority.

CHAIRMAN

Minutes preparation date: 20 January 2022