



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

May 26, 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

Subject : Annual Secretarial Compliance Report for the financial year ended March 31. 2022

Dear Sirs,

In terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CJR/CFD/CMDI/27 /2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2022, issued by M/s Naresh Verma & Associates, Company Secretaries. We request you to kindly take the same on record.

This is for your information and records.

Thanking you,

For **RHI Magnesita India Limited**

Sanjay Kumar
Company Secretary
(ICSI Membership: ACS 17021)
Encl.: As above.

NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

To,

The Board of Directors
RHI Magnesita India Limited
(Formerly known as Orient Refractories Limited)

CIN: L28113MH2010PLC312871

Unit No. 705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road,
Kanjurmarg (East) Mumbai MH 400042

Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year 2021-2022

We have been engaged by RHI Magnesita India Limited hereinafter referred to as 'the Company') bearing CIN: L28113MH2010PLC312871 whose Equity Shares are listed on BSE Limited and National Stock Exchange of India Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

For **NARESH VERMA & ASSOCIATES**
COMPANY SECRETARIES

NARESH VERMA
FCS- 5403; CP-4424



Date: 24.05.2022
Place: Delhi

UDIN: F005403D000374695
Peer Review Certificate No. 574/2018

**Secretarial Compliance Report of RHI Magnesita India Limited
for the year ended 31st March, 2022**

I, Naresh Verma have examined:

- (a) all the documents and records made available to us and explanation provided by RHI Magnesita India Limited (**"the listed entity"**),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable as there was no reportable event during the financial year under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable as there was no reportable event during the financial year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as there was no reportable event during the financial year under review;**



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable as there was no reportable event during the financial year under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except in respect of matters specified below:** -

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: -

Sr. No	Action Taken By	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any
1	NSE	Notice for non-compliance with Regulation 34 regarding late dispatch of annual report	Proposed to impose fine of Rs. 2,000 per day totalling Rs. 4,000 for 2 days delay vide their letter dated Letter No. NSE/LIST-SOP/COMB/FINES/0822 dated 30 December 2021	The Company filed its reply citing reasons for delay and seeking withdrawal of notice. NSE vide its letter Ref. No.NSE/LIST/SOP/RHIM dated 23.05.2022 communicated the waiver of said fine.




2	BSE Limited	Notice for non-compliance with Regulation 34 regarding late dispatch of annual report	Proposed to impose fine of Rs. 2,000 per day totalling Rs. 4,000 for 2 days delay vide their Letter No SOP- C Review- (30-Dec-2021) dated 30 December 2021	The Company filed its reply citing reasons for delay and seeking withdrawal of notice. No further communication was received from BSE
---	-------------	---	--	---

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: -

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
There were no observations in the report for the previous year for which any action is required to be taken by the listed entity.				

For **NARESH VERMA & ASSOCIATES**
COMPANY SECRETARIES


NARESH VERMA
FCS- 5403; CP-4424



Date: 24.05.2022
Place: Delhi

UDIN: F005403D000374695
Peer Review Certificate No. 574/2018