



RHI MAGNESITA

RHI MAGNESITA INDIA LTD.

(Formerly Orient Refractories Ltd.)
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Golf Course Extension Road, Sector 61,
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www.rhimagnesitaindia.com

27 September 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(s),

Re: Voting Results of the 12th Annual General Meeting (AGM) of RHI Magnesita India Limited & Scrutinizer Report thereon

The 12th AGM of the Company was held on Monday, 26 September 2022 at 3:30 P.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) to transact the business as stated in the Notice dated 10 August 2022, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Annexure I
- 2) Report of the Scrutinizer dated 27 September 2022, 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 would also be available on the Company's web site at www.rhimagnesitaindia.com/

This is for your information and records.

Thanking you,

Yours Faithfully,

For RHI Magnesita India Limited

Sanjay Kumar
Company Secretary
(ACS-17021)



12th Annual General Meeting Voting Results

Date of the AGM	:	26 September 2022
Total number of shareholders on record date	:	62491
No. of shareholders present in the meeting either in person or through proxy	:	NA
Promoters and Promoter Group	:	-
Public	:	-
No. of Shareholders attended the meeting through Video Conferencing	:	85
Promoters and Promoter Group	:	3
Public	:	82

Resolution No. 1

(Ordinary Resolution)

To consider and adopt:

- the audited standalone financial statements of the Company for the financial year ended 31 March 2022, together with reports of the Auditors' and Directors' thereon, and
- the audited consolidated financial statements of the Company for the financial year ended 31 March 2022, together with 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	113002465	100.0000	113002465	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	113002465	100.0000	113002465	0	100.0000
Public- Institutions	E-Voting	17300536	15021870	86.8289	15021870	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		17300536	15021870	86.8289	15021870	0	100.0000
Public- Non Institutions	E-Voting	30693330	5757196	18.7572	5756428	768	99.9867	0.0133
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30693330	5757196	18.7572	5756428	768	99.9867
Total		160996331	133781531	83.0960	133780763	768	99.9994	0.0006



Resolution No. 2

(Ordinary Resolution)

To declare final dividend of Rs. 2.50 per equity share 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	113002465	100.0000	113002465	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	113002465	100.0000	113002465	0	100.0000
Public- Institutions	E-Voting	17300536	15021870	86.8289	15021870	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		17300536	15021870	86.8289	15021870	0	100.0000
Public- Non Institutions	E-Voting	30693330	5757193	18.7571	5756474	719	99.9875	0.0125
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30693330	5757193	18.7571	5756474	719	99.9875
Total		160996331	133781528	83.0960	133780809	719	99.9995	0.0005

Resolution No. 3

(Ordinary Resolution)

To re-appoint Mr. Gustavo Lucio Goncalves Franco (DIN-008754857), Director 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	113002465	100.0000	113002465	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	113002465	100.0000	113002465	0	100.0000
Public- Institutions	E-Voting	17300536	15021870	86.8289	14862409	159461	98.9385	1.0615
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17300536	15021870	86.8289	14862409	159461	98.9385
Public- Non Institutions	E-Voting	30693330	5757196	18.7572	5756429	767	99.9867	0.0133
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30693330	5757196	18.7572	5756429	767	99.9867
Total		160996331	133781531	83.0960	133621303	160228	99.8802	0.1198



Resolution No. 4

(Ordinary Resolution)

To re-appoint statutory auditors and fix their remuneration

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	113002465	100.0000	113002465	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	
	Total		113002465	113002465	100.0000	113002465	0	100.0000
Public- Institutions	E-Voting	17300536	15021870	86.8289	14884898	136972	99.0882	0.9118
	Poll		0	0.0000	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	
	Total		17300536	15021870	86.8289	14884898	136972	99.0882
Public- Non Institutions	E-Voting	30693330	5757173	18.7571	5756350	823	99.9857	0.0143
	Poll		0	0.0000	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	
	Total		30693330	5757173	18.7571	5756350	823	99.9857
Total		160996331	133781508	83.0960	133643713	137795	99.8970	0.1030

Resolution No. 5

(Ordinary Resolution)

To re-appoint Mr. Parmod Sagar (DIN: 06500871) as Managing Director and Chief Executive Officer and fix his remuneration

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	113002465	100.0000	113002465	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	
	Total		113002465	113002465	100.0000	113002465	0	100.0000
Public- Institutions	E-Voting	17300536	15021870	86.8289	13911465	1110405	92.6081	7.3919
	Poll		0	0.0000	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	
	Total		17300536	15021870	86.8289	13911465	1110405	92.6081
Public- Non Institutions	E-Voting	30693330	5757173	18.7571	5754030	3143	99.9454	0.0546
	Poll		0	0.0000	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	
	Total		30693330	5757173	18.7571	5754030	3143	99.9454
Total		160996331	133781508	83.0960	132667960	1113548	99.1676	0.8324



**Resolution No. 6
(Ordinary Resolution)**

To approve the remuneration of the Cost Auditors for the financial year 2022-23

Whether promoter/promoter group are interested in the agenda/resolution? No

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	113002465	113002465	100.0000	113002465	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	113002465	100.0000	113002465	0	100.0000
Public- Institutions	E-Voting	17300536	15021870	86.8289	15021870	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		17300536	15021870	86.8289	15021870	0	100.0000
Public- Non Institutions	E-Voting	30693330	5757173	18.7571	5756386	787	99.9863	0.0137
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30693330	5757173	18.7571	5756386	787	99.9863
Total		160996331	133781508	83.0960	133780721	787	99.9994	0.0006

For RHI Magnesita India Limited


Sanjay Kumar
Company Secretary
(ACS: 17021)

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

Unit No. 705, 7th Floor, Lodha Supremus,

Kanjurmarg Village Road, Kanjurmarg (East)

Mumbai - 400042 |

The 12th Annual General Meeting (12th AGM) of RHI Magnesita India Limited held on Monday, September 26, 2022, at 3:30 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 12th AGM of the Company held on September 26, 2022 at 3:30 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 12th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process 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 12th 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 August 24, 2022 and August 25, 2022 in the newspapers i.e. Business Standard and Pratahkal, the remote e-voting opened at 9:00 a.m. on September 23, 2022 and remained open up to 5:00 p.m. on September 25, 2022.

4. The Equity Shareholders holding shares as on September 19, 2022, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the 12th 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 2022, 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 2022, 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
358	133780763	99.99



ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	768	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 of Rs. 2.50 per equity shares for the financial year 2021-2022.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
357	133780809	99.99

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	719	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 re-appoint Mr. Gustavo Lucio Goncalves (DIN-008754857) Director 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
351	133621303	99.88



ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	160228	0.12

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

To re-appoint statutory auditors and fix their remuneration.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
353	133643713	99.90

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	137795	0.10

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 re-appoint Mr Pramod Sagar (DIN: 06500871) as Managing Director and Chief Executive Officer and fix his remuneration.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
330	132667960	99.17



ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
36	1113548	0.83

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 approve the remuneration of the Cost Auditors for the financial year 2022-2023.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
356	133780721	99.99

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	787	.01

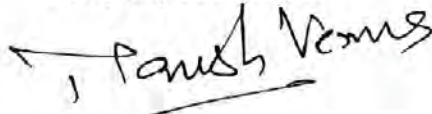
iii. Invalid votes:

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



8. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 12th 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: 27.09.2022

UDIN: F005403D001056563
Peer Review Certificate No. 574/2018