

## RHI Magnesita India Limited

CIN: L28113MH2010PLC312871

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### Addendum to the notice of 2<sup>nd</sup> Extra Ordinary General Meeting

RHI Magnesita India Limited (“the Company”) had issued Notice of 2<sup>nd</sup> Extra Ordinary General Meeting (“EGM Notice”) dated 13 February 2023 (“EGM Notice”) to all members and stakeholders of the Company.

Subsequent to the EGM Notice, the Company has observed certain errors and deem it appropriate to bring the following updated disclosure to the notice of members and other stakeholders. Accordingly, this addendum is being issued which shall be deemed to be in substitute with EGM Notice for the context detailed herein below.

Except the changes mentioned here in below, all other details given in the EGM Notice including the resolutions, explanatory statement, processes, notes and instructions relating to e-voting shall remain unchanged.

1. On page no. 1 of EGM Notice, item no. 3 (text highlighted in bold and underlined is removed) shall be replaced as per the details specified herein below:

#### Existing Resolution

##### Item no. 3

**Power to create charge on the assets of the Company to secure borrowings up to Rs. 5,000 Crore pursuant to Section 180(1)(a) of the Companies Act, 2013 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION:**

**“RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders of the Company on 20 September 2014 through Postal Ballot and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, if any, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part**

of the undertaking(s) of the Company for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time Rs.5,000 Crore (Rupees Five thousand Crore) in Indian Rupees/ its equivalent Foreign Currency or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and/or Financial Institutions and/ or any other lending institutions in India or abroad and/or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/ revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/agent(s) and trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).

**RESOLVED FURTHER THAT** the Board and such persons authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

#### Revised Proposed Resolution

##### Item no. 3

**Power to create charge on the assets of the Company to secure borrowings up to Rs. 5,000 Crore pursuant to Section 180(1)(a) of the Companies Act, 2013 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted

by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, if any, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time Rs.5,000 Crore (Rupees Five thousand Crore) in Indian Rupees/ its equivalent Foreign Currency or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and/or Financial Institutions and/ or any other lending institutions in India or abroad and/or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/ revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/agent(s) and trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).

**RESOLVED FURTHER THAT** the Board and such persons authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

2. In consequence of aforesaid change, on page no. 12 of EGM Notice, para no. 1 of explanatory statement for item nos. 2 & 3 shall be replaced (text highlighted in bold and underlined is modified) as per the details specified herein below :

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Existing Para no. 1**

The members of the Company may recall that the shareholders through Postal Ballot accorded their consent on 20 September 2014 to the Board of Directors of the Company (“Board”) for borrowing monies (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) upto Rs.150 Crore or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher under Section 180(1)(c) of the Companies Act, 2013. The members of the Company on the said date **had also accorded their** consent to the Board to create charge on properties or assets of the Company to secure borrowings upto Rs.150 Crore or the aggregate of the paid-up

capital, free reserves and securities premium account of the Company, whichever is higher under Section 180(1)(a) of the Companies Act, 2013. Eventually the limit has been increased due to increase in paid up capital, free reserves and securities premium of the Company as per the provisions of Section **180(1)(a) and** 180(1)(c).

**Revised Para no. 1**

The members of the Company may recall that the shareholders through Postal Ballot accorded their consent on 20 September 2014 to the Board of Directors of the Company (“Board”) for borrowing monies (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) upto Rs.150 Crore or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher under Section 180(1)(c) of the Companies Act, 2013. The members of the Company on the said date **not** accorded their consent to the Board to create charge on properties or assets of the Company to secure borrowings upto Rs.150 Crore or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher under Section 180(1)(a) of the Companies Act, 2013. Eventually the limit has been increased due to increase in paid up capital, free reserves and securities premium of the Company as per the provisions of 180(1)(c).

**By Order of the Board of Directors**

**Gurugram  
1 March 2023**

**Sanjay Kumar**  
Company Secretary  
Membership No. A 17021