

RHI Magnesita India Limited

CIN: L28113MH2010PLC312871

Registered Office: Unit No. 705, 7th Floor, Lodha Supremus,
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Mumbai - 400042 Tel: 91 22 66090600

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RHI MAGNESITA

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended from time to time]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended read together with the Companies (Management and Administration) Rules, 2014, as amended ("**Act**"), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, and any other relevant circulars issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), secretarial standard on general meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and any other applicable law, rules and regulations, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution appended below for raising of funds through issue of equity shares on preferential basis to one of the promoter is proposed to be passed by the members of RHI Magnesita India Limited ("**Company**") by way of postal ballot through voting by electronic means ("**e-voting**"). An explanatory statement pertaining to the said resolution pursuant to section 102 of the Act setting out the material facts and the reasons/ rationale thereof form part of this Postal Ballot Notice ("**Notice**" or "**Postal Ballot Notice**").

In compliance with the requirements of the Act including MCA circulars, SEBI Listing Regulations and relevant SEBI circulars the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms physically. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ depository participant(s) and the communication of assent/ dissent of the members will only take place through the e-voting system.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating e-voting. The

Company has made necessary arrangements with Skyline Financial Services Private Limited, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions for e-voting facility stated below under the section "Voting through Electronic Means" and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on Thursday, June 1, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Members holding equity shares of the Company as on **Friday, April 28, 2023 ("Cut-off Date")** have the option of voting by E-voting process.

The Board of Directors has appointed Mr. Naresh Verma (Membership No. FCS 5403) of M/s. Naresh Verma & Associates, Company Secretaries as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

After completion of scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman of the Company ("**Chairman**") or to any other person authorized by the Chairman within the stipulated time for declaration of results. The results of Postal Ballot shall be declared within 2 (two) working days from the end of voting i.e. on or before Saturday, June 3, 2023, at the registered office of the Company and communicated to the stock exchange(s), depository(ies), registrar and share transfer agent and shall also be displayed on the Company's website, viz., www.rhimagnesitaindia.com and the website of E-voting agency, <https://www.evoting.nsdl.com/>.

The Special Resolution mentioned below shall be declared as passed if the number of votes cast in its favor are not less than three times the number of votes cast, if any, against the said Resolution. In accordance with SS-2, issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolution shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. Thursday, June 1, 2023.

**Special Business****Item no. 1**

Raising of funds through issuance of further equity shares to Dutch US Holding B.V., promoter on preferential basis, and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to (i) the provisions of Sections 23(1)(b), 42, and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force); (the “**Act**”) (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “**SEBI Takeover Regulations**”) and the listing agreements entered into by the Company with the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (BSE and NSE shall be collectively referred to as the “**Stock Exchanges**”) on which the Equity Shares of the Company having face value of Re. 1 (Rupee One) each (“**Equity Shares**”) are listed; (iii) the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, as amended (iv) the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and or any other competent authority from time to time to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary or required, which the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept the consent and further approval of the Members be and is hereby accorded to create, issue, offer and allot up to 27,90,061 (Twenty seven lakh ninety thousand sixty one) Equity Shares at a price of Rs.716.83 (Rupees Seven hundred sixteen and Paise Eighty three) per Equity Share including a premium of Rs. 715.83 (Rupees Seven hundred fifteen and Paise Eighty three) per Equity Share, aggregating to Rs. 1,99,99,99,426.63 (Rupees One hundred ninety nine crore ninety nine lakh ninety nine thousand four hundred twenty six and Paise Sixty three), to Dutch US Holding B.V., a promoter of the Company and a company incorporated under the laws of

Netherlands, having its registered office at Hofplein 19, 3e Verdieping, 3032AC, Rotterdam, Netherlands (“**Proposed Allottee**”), on a preferential and private placement basis and on such terms and considerations as may be determined by the Board in accordance with applicable laws, for cash consideration (“**Preferential Allotment**”):

RESOLVED FURTHER THAT in accordance with the provisions of Part II and IV of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determining the floor price for the Preferential Allotment of the Equity Shares to be allotted shall be considered as Tuesday, May 2, 2023, being the date thirty days prior to the deemed date of passing of resolution through postal ballot;

RESOLVED FURTHER THAT the Equity Shares shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company listed on the Stock Exchanges bearing ISIN NO.: INE743M01012 in all aspects (including with respect to dividend and voting powers) from the date of respective allotment thereof, in accordance with the applicable law;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable law:

- (i) the Equity Shares shall be allotted in dematerialized form by the Company to the Proposed Allottee within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions; and
- (ii) the Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Part V of Chapter V of the SEBI ICDR Regulations and such Equity Shares allotted will be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals;

RESOLVED FURTHER THAT the Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organization or restructuring;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issue of invitation to subscribe to the Equity Shares;

RESOLVED FURTHER THAT pursuant to Regulation 162A of the SEBI ICDR Regulations, the Board is authorized to appoint a credit rating agency as for monitoring the proceeds of the Preferential Allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;



RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Allotment) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Allotment, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Allotment, apply to Stock Exchanges for obtaining of listing and trading approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

Sanjay Kumar
Company Secretary
Membership No. A 17021

Gurugram, April 29, 2023

Registered Office:

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Kanjurmarg Village Road, Kanjurmarg (East),
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CIN: L28113MH2010PLC312871

Tel: 91 22 66090600

E-mail: corporate.india@RHIMagnesita.com

Website: www.rhimagnesitaindia.com

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under the item specified in the Postal Ballot Notice, is annexed hereto.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company/ depository participant(s), as on Friday, April 28, 2023 ("**Cut-off Date**"). Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on the Cut-off Date. Only those members whose names are recorded in the Register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by e-voting. Members whose e-mail addresses are not registered, shall register their e-mail as per the instructions given in the notes below. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. Members are requested to intimate or update changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has already sent letters for furnishing the required details.
4. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange



- of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://www.rhimagnesitaindia.com/> and on the website of the Company’s Registrar and Transfer Agents, Skyline Financial Services Private Limited (“SFSPL”) at https://www.skylinerta.com/downloads_page.php. It may be noted that any service request can be processed only after the folio is KYC Compliant.
5. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or SFSPL, for assistance in this regard.
 6. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or SFSPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
 7. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website <https://www.rhimagnesitaindia.com/> Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to SFSPL in case the shares are held in physical form.
 8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the voting period.
 9. Members seeking any information with regard to the Notice are requested to write to the Company from May 3, 2023 (9:00 AM IST) to June 1, 2023 (5:00 PM IST) through e-mail on investors.india@rhimagnesita.com. The same will be replied by the Company suitably.
 10. Members may note that the Notice will also be available on the Company’s website www.rhimagnesitaindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com>.
 11. Instructions for e-voting during Postal Ballot Period are as follows:
 - A. **VOTING THROUGH ELECTRONIC MEANS**
 - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/ 242 dated December 9, 2020 in relation to “e-voting facility Provided by Listed Entities”, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
 - ii. The remote e-voting period commences on Wednesday, May 3, 2023 (9:00 A.M. IST) and ends on Thursday, June 1, 2023 (5:00 P.M. IST). During this postal ballot period, Members holding shares either in physical form or in dematerialized form, as on **Friday, April 28, 2023 i.e. cut-off date**, may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The e-voting module shall be disabled by NSDL for voting after 5:00 P.M. (IST), Thursday, June 1, 2023. Members have the option to cast their vote on the resolution using the e-voting facility, during the postal ballot period i.e. from May 3, 2023 to June 1, 2023.
 - iii. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF’s, NRI’s, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to RHIM.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-Voting” tab in their login.
 - iv. The Board of Directors has appointed Mr. Naresh Verma (Membership No. FCS 5403) of M/s. Naresh Verma & Associates, Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Notice

The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

I) Login method for remote e-voting individual shareholders holding securities in dematerialized mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ DPs, to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for individual shareholders holding securities in dematerialized mode with NSDL is given below:

A. NSDL IDEAS facility

If you are already registered, follow the below steps:

1. Visit the e-Services website of NSDL. Open web browser and type the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile;
2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section;
3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services;
4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page;
5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the

remote e-voting period in accordance with this Notice If you are not registered, follow the below steps:

- a. Option to register is available at <https://eservices.nsdl.com/>;
- b. Select “Register Online for IDeAS” Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- c. Please follow steps given in points 1-5 as stated above

B. E-voting website of NSDL

1. Open web browser and type the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will need to enter your User ID [i.e. your sixteen (16) digit demat account number held with NSDL], Password/OTP and a Verification Code as shown on the screen.
4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

C. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Login method for Shareholders holding securities in dematerialized mode with CDSL:

Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.



1. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
2. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System MYEASI Tab and then click on registration option.
3. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Login method for individual shareholders (holding securities in dematerialized mode) login through their DPs

1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.
2. Once logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.
3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User details/Password option available at respective websites.

Helpdesk for individual shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

II) Login method for e-voting for shareholders other than individual shareholders holding securities in dematerialized mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if EVEN is 123456 and folio number is 001*** then User ID is 123456001***



6. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-voting, then you can use your existing Password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your Password.
 - How to retrieve your 'initial password'?
 - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned in this Notice.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, PAN, name and registered address.
- Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, home page of e-voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of Company, which is **123879** for which you wish to cast your vote during the remote e-voting period.
- Now you are ready for e-voting as the voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep the same. The e-voting website will be disabled upon five unsuccessful attempts. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsd.com> to reset the Password.
- In case of any queries related to e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsd.com>. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in, toll free no: 1800 1020 990/1800 224 430.



- Members may send a request to evoting@nsdl.co.in for procuring User id and Password for e-voting by providing demat account number/ folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in dematerialized mode, you are requested to refer to the login method explained above.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors.india@rhimagnesia.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors.india@rhimagnesia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other instructions

- The Scrutinizer shall, immediately after the conclusion of voting during postal ballot period, unblock the votes cast through remote e-voting and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.rhimagnesiaindia.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock

Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Sanjay Kumar
Company Secretary
Membership No. A 17021

Gurugram, April 29, 2023

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

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following statement set out the material facts relating to Item no. 1 of this Notice:

Item no. 1

In accordance with Sections 23(1)(b), 42, 62(1)(c), 188 and other applicable provisions of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Dutch US Holding B.V., one of the promoters of the Company. Dutch US Holding B.V. is a company incorporated under the laws of Netherlands, having its registered office at Hofplein 19, 3e Verdieping, 3032AC, Rotterdam, Netherlands and is holding 7,98,77,771 or 39.21% of equity shares of the Company on the date of passing of this resolution, ("Proposed Allottee") on a preferential and private placement basis and on such terms and considerations as may be determined by the Board in accordance with applicable laws, for cash consideration ("Preferential Allotment").

The Board of Directors of the Company (the "Board") at its meeting held on April 1, 2023 had, subject to the approval of the Members and such other approvals as may be required, approved the proposal to issue, offer and allot on preferential and private placement basis to the Proposed Allottee.

Necessary information/ details in respect of the proposed Preferential Allotment in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

**i. Particulars of the offer including date of passing of Board resolution**

The Board of Directors at its meeting held on April 1, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of such number of equity shares of the face value of Re. 1 (Rupee One) each (“Equity Shares”), aggregating up to Rs. 200 crore to the Proposed Allottee, for cash consideration, by way of a preferential issue on a private placement basis. The Preferential Allotment to the Proposed Allottee will be subject to applicable transfer restrictions stipulated under Regulation 168 of the SEBI ICDR Regulations.

ii. Kind of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 27,90,061 (Twenty seven lakh ninety thousand sixty one) Equity Shares of the Company, at a price of Rs.716.83 (Rupees Seven hundred sixteen and Paise Eighty three) per Equity Share (at a premium of Rs. 715.83 (Rupees Seven hundred fifteen and Paise Eighty three) per Equity Share), aggregating up to Rs. 1,99,99,99,426.63 (Rupees One hundred ninety nine crore ninety nine lakh ninety nine thousand four hundred twenty six and Paise Sixty three) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii. Basis or justification for the price (including premium, if any) at which offer or invitation is being made

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date i.e. Tuesday, May 2, 2023, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of Part IV of Chapter V of the SEBI ICDR Regulations, the minimum floor price for the Preferential Allotment is Rs. 716.82 per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Allotment is fixed at Rs. 716.83, being not less than the floor price computed in accordance with Part IV of Chapter V of the SEBI ICDR Regulations.

iv. Amount which the company intends to raise by way of such securities

Aggregating up to Rs. 200 crore.

v. Purpose/Objects of the Preferential Allotment and aggregate amount proposed to be raised

The Board shall pursuant to this special resolution, proposes to utilize the proceeds of the proposed Preferential Issue in the following manner:

Sr. no	Particulars	Amount (in Rs. crores)
1	Repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by the Company	45.00
2	Investment into one of the Subsidiaries, i.e. Dalmia OCL Limited	105.00
3	General corporate purposes ⁽¹⁾	50.00

⁽¹⁾ The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the proposed Preferential Issue.

The proceeds of the Preferential Issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The proceeds of the Preferential Issue are proposed to be utilised for the aforesaid purposes in FY 2023-24 and FY 2024-25. The Equity Shares allotted would be listed. The Preferential Issue and allotment would be subject to the availability of regulatory approvals, if any.

Pending utilization of the proceeds of the proposed Preferential Issue for the purposes described above, the Company shall deposit such proceeds in one or more scheduled commercial banks, as may be approved by the Board or committee constituted by the Board.

vi. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Allotment is Tuesday, May 2, 2023, being the day 30 days preceding to the date of passing the resolution through Postal Ballot i.e. Thursday, June 1, 2023.

vii. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Allotment of Equity Shares is proposed to be made to a promoter of the Company, i.e. Dutch US Holding BV, a company incorporated under the laws of Netherlands, having its registered office at Hofplein 19, 3e Verdieping, 3032AC, Rotterdam, Netherlands.

viii. Intent of the promoters, directors, key managerial personnel, or senior management of the Company to subscribe to the Preferential Allotment

The Proposed Allottee is a promoter of the Company. Besides Preferential Allotment to the Proposed Allottee none of the promoters, directors, key managerial personnel, or senior management or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Allotment.

ix. Proposed time frame within which the Preferential Allotment shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this



Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

x. Principal terms of assets charged as securities

Not applicable.

xi. Shareholding pattern of the Company before and after the Preferential Allotment

Please refer **Annexure - A** to this Notice for details.

xii. Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

xiii. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the financial year 2023-24, the Company has issued and allotted 1,57,15,034 Equity Shares to 57 qualified institutional buyers at the issue price of Rs. 572.70 per Equity Share, i.e. at a premium of Rs. 571.70 per Equity Share, aggregating to Rs. 9,000 million on April 6, 2023, through qualified institutional placement on preferential basis.

xiv. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Allotment capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Allotment

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Name of the proposed allottee	Category	Present pre-issue shareholding		Post issue shareholding		Ultimate beneficial owners
		Pre-issue holding	% of total equity capital	Post-issue holding	% of total equity capital	
Dutch US Holding B.V.	Promoter	7,98,77,771	39.21	8,26,67,832	40.03	-

xv. The change in control, if any, in the Company that would occur consequent to the Preferential Allotment

There will be no change in control in the Company consequent to the completion of the Preferential Allotment to the Proposed Allottee.

xvi. Contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Allotment, apart as mentioned above.

xvii. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable, as the shares are being issued for cash consideration.

xviii. Lock-in Period

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

xix. The current and proposed status of the allottee(s) post Preferential Allotment namely, promoter or non-promoter

Promoter

xx. Undertakings

- None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

xxi. Company Secretary's Certificate

The certificate from M/s. Naresh Verma & Associate, Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the



requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <http://www.rhimagnesitaindia.com/>

xxii. Other disclosures

- a) During the period from April 1, 2023, until the date of Notice, the Company has issued and allotted 1,57,15,034 Equity Shares to 57 qualified institutional buyers at the issue price of Rs. 572.70 per Equity Share, i.e. at a premium of Rs. 571.70 per Equity Share, aggregating to Rs. 9,000 million on April 6, 2023, through qualified institutional placement on preferential basis.
- b) Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Allotment is not more than 5%, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment and under applicable provisions of SEBI ICDR Regulations.
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Allotment is for a cash consideration.
- d) Dutch US Holding B.V. has confirmed that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the

Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Allotment would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Allotment is in the best interest of the Company and its Members and, therefore, recommends the resolution at item no.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the directors, key managerial personnel, senior management, or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at item no.1 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

By Order of the Board of Directors

Sanjay Kumar

Company Secretary
Membership No. A 17021

Gurugram, April 29, 2023

Registered Office:

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Kanjurmarg Village Road, Kanjurmarg (East)
Mumbai - 400042
CIN: L28113MH2010PLC312871
Tel: 91 22 66090600
E-mail: corporate.india@RHIMagnesita.com
Website: www.rhimagnesitaindia.com



Notice

Annexure A

The pre-issue shareholding pattern of the Company as on 7 April 2023 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned hereinbelow:

Sr. no.	Category of Shareholder(s)	Pre-issue		Post issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A.	Promoter & Promoter Group Holding				
1	Indian	-	-	-	-
(a)	Individual	-	-	-	-
(b)	Body Corporates	-	-	-	-
	Sub-Total (A) (1)	-	-	-	-
2	Foreign	-	-	-	-
(a)	Individual	-	-	-	-
(b)	Body Corporates	113,002,465	55.47	115,792,526*	56.07
	Sub-Total (B) (2)	113,002,465	55.47	115,792,526	56.07
	Total Shareholding of Promoter and Promoter Group (A)	113,002,465	55.47	115,792,526	56.07
B.	Non-Promoters Holding				
1	Institutions Domestic				
(a)	Mutual Fund	25,607,947	12.57	25,607,947	12.40
(b)	Alternate Investment Funds	572,243	0.28	572,243	0.28
(c)	Banks	7,000	0.00	7,000	0.00
(d)	Insurance Companies	2,089,824	1.03	2,089,824	1.01
(e)	NBFCs Registered with RBI	25,000	0.01	25,000	0.01
	Sub Total (B)(1)	28,302,014	13.89	28,302,014	13.71
2	Institutions Foreign				
(a)	Foreign Portfolio Investors Category I	6,533,748	3.21	6,533,748	3.16
(b)	Foreign Portfolio Investors Category II	105,791	0.05	105,791	0.05
	Sub Total (B)(2)	6,639,539	3.26	6,639,539	3.22
3	Central Government/ State Government	-	-	-	-
	Sub Total (B)(3)	-	-	-	-
4	Non-Institutions				
(a)	Directors and their relatives	13,698	0.01	13,698	0.01
(b)	Investor Education and Protection Fund (IEPF)	3,197,760	1.57	3,197,760	1.55
(c)	Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	18,210,755	8.94	18,210,755	8.82
(d)	Individual Shareholders holding Nominal Share Capital in excess of 2 Lacs	2,672,674	1.31	2,672,674	1.29
(e)	Others				
(e1)	Non-Resident Indians (NRIs)	1,681,462	0.83	1,681,462	0.81
(e2)	Bodies Corporates	29,131,171	14.30	29,131,171	14.11
(e3)	Hindu Undivided Family	561,925	0.28	561,925	0.27
(e4)	Trusts	136,075	0.07	136,075	0.07
(e5)	Firms	146,902	0.07	146,902	0.07
(e6)	Clearing Members/House	14,925	0.01	14,925	0.01
	Sub Total (B)(4)	55,767,347	27.38	55,767,347	27.01
	Total Public Shareholding (B)	90,708,900	44.53	90,708,900	43.93
C.	Shares Held by custodians for ADR and GDR	-	-	-	-
Total (A) + (B) + (C)		203,711,365	100.00	206,501,426	100.00

* Includes 27,90,061 equity shares proposed to be allotted pursuant to Preferential Issue.

Notes:

- The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottee would have subscribed to and been allotted all the equity shares. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/ or is not allotted the equity shares, the shareholding pattern in the above table would undergo corresponding changes.

- It is further assumed that shareholding of the Company in all other categories will remain unchanged.