

# RHI Magnesita India Limited

CIN: L28113MH2010PLC312871

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## NOTICE OF THE 2<sup>ND</sup> EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 2<sup>nd</sup> Extra Ordinary General Meeting ("EGM") of the Members of RHI Magnesita India Limited (the Company) will be held on **Monday, 13 March 2023 at 02:30 p.m. IST** through Video Conferencing ("VC") or Other Audio Video Means ("OAVM") to transact the following businesses:

### SPECIAL BUSINESSES:

#### Item no. 1

**Appointment of Ms. Ticiana Kobel (DIN: 0009850411) as a Non-Executive Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other applicable laws, rules, regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association, and on recommendation of the Nomination & Remuneration Committee & the Board of Directors of the Company, Ms. Ticiana Kobel (DIN: 0009850411), who was appointed as a Non-Independent & Non-Executive Additional Director, effective from 5 January 2023 in accordance with the provisions of Section 161(1) of the Act and qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from a member of the Company, proposing her candidature for the office of Director, be and is hereby appointed as Non-Independent & Non-Executive Director of the Company, liable to retire by rotation with effect from the date of this meeting i.e. 13 March 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### Item no. 2

**Increase in borrowing limits to ₹ 5,000 Crore pursuant to Section 180(1)(c) 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)(c) 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") and the Articles of Association of the Company, 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 borrow from time to time, any sum or sums of monies in Indian Rupees or its equivalent Foreign Currency (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate, whether by way of cash credit, advance, loans or bill discounting, issue of Non-Convertible Debentures/Fully and/or Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of ₹ 5,000 Crore (Rupees Five thousand Crore) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board and such person(s) authorized by the Board be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard."

#### Item no. 3

**Power to create charge on the assets of the Company to secure borrowings up to ₹ 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 ₹ 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."

#### Item no. 4

**Raising of funds through issuance of securities of the Company 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 Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), 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 amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the uniform listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") on which the equity shares having face value of ₹ 1 each of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended (the "**FEMA**"), including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the current Consolidated FDI Policy (effective from October 15, 2020), as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, (the "**Debt Listing Regulations**"), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), the Registrar of Companies, Maharashtra at Mumbai, Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Government of India ("**GoI**"), Stock Exchanges and/ or any competent statutory, regulatory, governmental or any other authorities, whether in India or abroad (herein referred to as "**Applicable Regulatory Authorities**"), from time to time and to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any or all of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent, authority and approval of the members of the Company be and is hereby accorded to the Board and the Company is hereby authorised to raise further capital and to create, offer, issue and allot (including with provisions for reservations on firm and/or

competitive basis, of such part of issue and for such categories of persons, including employees, as may be permitted under applicable law) with or without green shoe option, such number of Equity Shares and/ or securities convertible into Equity Shares at the option of the Company and/ or holders of such securities, and/ or securities linked to Equity Shares, and/ or any instrument or securities representing Equity Shares, and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and/or domestic offerings, in one or more foreign markets and/or domestic markets, by way of a further public offer (including under the fast track route, subject to meeting the requisite prescribed criteria under the SEBI ICDR Regulations) (the "**Offer**") and/or qualified institutions placement ("**QIP**"), to qualified institutional buyers ("**QIBs**") in accordance with SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "**Investors**"), to all or any of them, jointly or severally through a prospectus and/or an offer document and/ or a private placement offer letter and/or placement document and/or such other documents/writings/circulars/memoranda ("**Offer Documents**") in such a manner on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary, as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate consideration of up to ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crore only) or an equivalent amount thereof in any foreign currency (inclusive of such premium as may be fixed on such Securities) by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws and in such manner and on such terms and conditions including security, rate of interest, etc. and any other matters incidental thereto as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/ or other advisor(s) appointed and/or to be appointed by the Board, as the Board in its absolute discretion may deem fit and appropriate (the "**Issue**").

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (a) the allotment of the Equity Shares, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- (b) the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations;
- (c) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (d) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two, where the issue size is less than or equal to ₹ 250 crores and five, where the issue size is greater than ₹ 250 crores, in accordance with Chapter VI of the SEBI ICDR Regulations;
- (e) in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board (or relevant committee thereof) decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law and such Securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (f) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations; and
- (g) any issue of Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the "**QIP Floor Price**"), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price.

**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Securities, the number of Securities to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of Securities, the price and the time period as aforesaid shall be suitably adjusted; and
- (c) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** the Board may invite the existing shareholders of the Company to participate in the offer by undertaking an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the book running lead manager(s) ("BRLMs"), subject to the receipt of consent of SEBI, Gol, RBI, RoC, and / or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, which may be agreed to by the Board, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at par or at such premium or discount per Equity Share as allowed under the Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and / or underwriters and / or the stabilizing agent and / or other advisors or such persons appointed for the Offer.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (the "**Reservation**") or to provide a discount

to the offer price to retail individual bidders or eligible employees (the "**Discount**"); to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; to seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- (b) the Securities to be created, offered, issued and allotted in terms of this Resolution (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering), shall rank *pari passu* in all respects, including entitlement to dividend, with the existing Securities of the Company, as may be provided under the terms of issue and in accordance with the Offer Document(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue or allotment of Equity Shares and/ or Securities or instruments representing the same, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, on one or more Stock Exchanges in India or outside India.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations or notice required in connection with the Offer

Documents for issue of the Securities, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the “**Transaction Documents**”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the “**Ancillary Documents**”) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, escrow agents, monitoring agency and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

**RESOLVED FURTHER THAT** the Board or person(s) as may be authorized by the Board, be and is / are hereby severally authorized to finalize all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things as it may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may *suo moto* decide in its absolute discretion in the best interests of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Chief Financial Officer or other persons authorized by the Board,

in its absolute discretion for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, including making necessary filings with the Stock Exchange(s) and statutory/regulatory authorities and execution of any deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

**By Order of the Board of Directors**

**Sanjay Kumar**

Company Secretary  
Membership No. A 17021

**Gurugram, 13 February 2023**

**Registered Office:**

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**Notes:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular no. 14/2020 dated 13 April 2020, General Circular No. 22/2020 dated 15 June 2020, General Circular No. 33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31 December 2020 and Circular No. 10/2021 dated 23 June 2021, General Circular No. 03/2022 dated 5 May 2022 General Circular No. 11/2022 dated 28 December 2022 and any updates thereto issued by the Ministry of Corporate Affairs (“MCA”) (together referred as “MCA Circulars”) along with other relevant circulars of Securities and exchange Board of India permitted the holding of the Extra-ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under the items specified in the Notice, is annexed hereto.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.

Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this Notice.

4. 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 attend the EGM through VC/OAVM on their behalf and to vote through remote 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](mailto:RHIM.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.
5. Members are requested to intimate 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/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3 November 2021. The Company has sent letters for furnishing the required details.
6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25 January 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](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.

7. SEBI vide its notification dated 24 January 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 dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or SFSPL, for assistance in this regard.
8. 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.
9. 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.
10. 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 EGM.
11. Members seeking any information with regard to the notice and any matter to be placed at the EGM, are requested to write to the Company from 4 March 2023 (9:00 am IST) to 10 March 2023 (5:00 pm IST) through email on [investors.india@rhimagnesita.com](mailto:investors.india@rhimagnesita.com). The same will be replied by the Company suitably.
12. Notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. Members may note that the Notice will also be available on the Company's website [www.rhimagnesitaindia.com](http://www.rhimagnesitaindia.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and

[www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL <https://www.evoting.nsdl.com>

13. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
14. During the EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
15. Instructions for e-voting and joining the EGM 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 SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 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 Friday, 10 March 2023 (9:00 a.m. IST) and ends on Sunday, 12 March 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, 3 March 2023 i.e. cut-off date**, may cast their vote electronically.  
  
The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing 10 March 2023 to 12 March 2023 or e-voting during the EGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the EGM.
- iii. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- 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.

- v. 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.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "**Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.**"
- vii. 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:

##### l) **Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in dematerialized mode**

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 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.nsd.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 or joining virtual meeting and e-voting during the meeting.

**If you are not registered, follow the below steps:**

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

**B. e-voting website of NSDL**

1. Open web browser and type the following URL: <https://www.evoting.nsd.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 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 or joining virtual meeting and e-voting during the meeting.

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

**NSDL Mobile App is available on**

 **App Store**  **Google Play**



**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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user 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](http://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](http://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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

**II) Login method for e-voting and joining virtual meeting 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:
  - a) If you are already registered for e-voting, then you can use your existing Password to login and cast your vote.
  - b) 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.

- c) How to retrieve your 'initial password'?
- (i) 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](mailto: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'.
  - (ii) 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:
- a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, PAN, name and registered address.
  - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. 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?

1. 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 and general meeting is in active status.
2. Select "EVEN" of Company, which is **123473** for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-voting as the voting page opens.
4. 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.
5. 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.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General guidelines for shareholders**

1. 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.nsdl.com> to reset the Password.
2. 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.nsdl.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](mailto:evoting@nsdl.co.in), toll free no: 1800 1020 990/1800 224 430.

3. Members may send a request to [evoting@nsdl.co.in](mailto: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.
4. The instructions for members for e-voting on the day of the EGM are mentioned in point number 18(A).

#### B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/ OAVM ARE AS UNDER:

1. Members will be able to attend the EGM through VC/OAVM or view the live webcast of EGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system.

After successful login, you can see VC/ OAVM link placed under Join meeting menu against company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the EGM through VC/OAVM shall open 30 minutes before the time scheduled for the EGM.
3. Members who need assistance before or during the meeting, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 18001020 990 and 1800 224 430.
4. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [investors.india@rhimagnesita.com](mailto:investors.india@rhimagnesita.com) from 4 March 2023 (9:00 am IST) to 10 March 2023 (5:00 pm IST).

Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

#### Other instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting (votes cast during the EGM and 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.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rhimagnesitaindia.com](http://www.rhimagnesitaindia.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, 13 February 2023**

#### Registered Office:

Unit No. 705, 7th Floor, Lodha Supremus  
Kanjurmarg Village Road, Kanjurmarg (East)  
Mumbai - 400042  
CIN: L28113MH2010PLC312871  
Tel: 91 22 66090600  
E-mail: [corporate.india@RHIMagnesita.com](mailto:corporate.india@RHIMagnesita.com)  
Website: [www.rhimagnesitaindia.com](http://www.rhimagnesitaindia.com)

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

The explanatory statement given hereunder sets out all the material facts relating to the business mentioned in this Notice.

#### Item no. 1

The Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Board, and in accordance with the provisions of Section 161(1) of the Companies Act, 2013 ("Act") & the Articles of Association of the Company, had appointed Ms. Ticiana Kobel (DIN:09850411) as a Non-Independent & Non-Executive Additional Director of the Company with effect from 5 January 2023. Pursuant to the provisions of regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations & Disclosure requirements) Regulations, 2015 the Company is required to take approval for the appointment of Ms. Ticiana Kobel in the next general meeting or within three months from the date of her appointment, whichever is earlier.

The Company has received requisite notice in writing from a member proposing the appointment of Ms. Ticiana Kobel as a candidate for the office of Directors of the Company.

The Company has also received from Ms. Ticiana (i) her consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. Further she is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority

Details of Ms. Ticiana Kobel are provided in the “Annexure-I” to the Notice, pursuant to the provisions of SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

The Board on the recommendation of Nomination and Remuneration Committee considers it desirable that the Company should continue to avail the services of Ms. Ticiana as Non-Independent & Non-Executive Director and accordingly commends the ordinary resolution at item no. 1 for approval by the members. She will be liable to retire by rotation.

A copy of the draft letter for appointment as Non-Independent & Non-Executive Director setting out the terms and conditions is available for inspection without any fee by the members at the Company’s registered office during normal business hours on working days up to the date of the EGM.

None of the Director, Key Managerial Personnel or their relatives, except Ms. Ticiana, to whom the resolution relates, are interested or concerned in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

#### Item nos. 2 & 3

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 ₹ 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 ₹ 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).

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors at its meeting held on 13 February, 2023 proposed and approved increase in the borrowing limits to ₹ 5,000 Crore (Rupees Five Thousand Crore) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of ₹ 5,000 Crore (Rupees Five Thousand Crore) pursuant to Section 180 (1) (a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors can exercise the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company only with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors can exercise the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company’s undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto ₹ 5,000 Crore as stated in the proposed special resolutions.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board commends the Special Resolution set out at item nos. 2 and 3 of the Notice for approval by the members.

#### Item no. 4

- a. The special resolution contained in the Notice under item no. 4 relates to a resolution passed by the Board on 13 February 2023 seeking approval of the members of the Company to raise further capital and to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, of such part of issue and for such categories of persons, including employees, as may be permitted under applicable law), with or without green shoe option, such number of Equity Shares and/ or securities convertible into Equity Shares at the option of the Company and/ or holders of such securities, and/ or securities linked to Equity Shares, and/ or any instrument or securities representing Equity Shares, and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and/or domestic offerings, in one or more foreign markets and/or domestic markets, by way of further public offer (including under the fast track route, subject to meeting the requisite prescribed criteria under the SEBI ICDR Regulations) and/or qualified institutions placement, in accordance with the SEBI ICDR Regulations and all other applicable laws, subject to the applicable regulations issued by the Securities and Exchange Board of India and any other governmental, regulatory or statutory approvals as may be required, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the creation, issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.
- b. This special resolution enables the Board to issue Securities of the Company for an aggregate amount not exceeding ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crore only) or its equivalent in any foreign currency, (inclusive of such premium as may be fixed on such Securities).
- c. **Objects of the proposed Issue:** The Board shall, subject to applicable law, issue Securities pursuant to this special resolution and proposes to utilize the proceeds of the proposed Issue towards Repayment/prepayment of certain borrowings availed by our Company, and other general corporate purposes (which will include, investment in subsidiaries, joint ventures, associates or others (either through debt or equity or any convertible securities), meeting ongoing general corporate exigencies and contingencies, capital expenditure, expenses of our Company, funding working capital requirements of our Company and / or any other general purposes as may be permissible under applicable laws). The proceeds of the proposed Issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Equity Shares allotted would be listed. The Issue and allotment would be subject to the availability of regulatory approvals, if any.
- d. **Basis or Justification of Price:** As the pricing of the Issue cannot be decided except at a later stage, it is not possible to state upfront the price of securities to be issued. The pricing of the Equity Shares to be issued to QIBs pursuant to Chapter VI of the SEBI ICDR Regulations shall be determined by the Board in accordance with the SEBI ICDR Regulations. The resolution enables the Board, to in accordance with applicable laws, offer a discount of not more than 5% (five percent) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.
- e. The "Relevant Date" for this purpose will be the date when the Board (including any committee thereof) decides to open the Issue for subscription or any other date in accordance with applicable law.
- f. In connection with the proposed issue of securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the type and quantum of securities to be issued to them. Hence, the details of the proposed allottees, percentage of post offer holding pattern of Securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board thereof to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. As the Issue may result in the issue of Securities of the Company to investors who may or may not be members of the Company, consent of the Members is being sought pursuant to Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- g. The aforesaid proposal is in the interest of the Company and our Directors recommend the special resolution set out at item no. 4 of the accompanying Notice for approval by the members of the Company.
- h. The Promoters, Directors and Key Managerial Personnel of the Company shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with the applicable laws.

- i. None of the Promoters, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at item no. 4, except to the extent of Equity Shares that may be subscribed to by them or by companies / firms / institutions in which they are interested as Director or member or otherwise.
  - j. Other than through their participation in the Offer as mentioned above, none of the directors or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.
  - k. No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.
  - l. The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.
  - m. Proposed time within which the allotment shall be completed:
    - In case of a QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at item no. 4 of this Notice.
    - The detailed terms and conditions for the Issue will be determined in consultation with the advisors, lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including further public offerings or QIP.
- The equity shares to be allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and rank *pari-passu* in all respects, including entitlement to dividend, with the existing equity shares of the Company, as may be provided under the terms of issue and in accordance with the placement document(s).
  - Pursuant to Section 62 of the Companies Act, 2013 and the SEBI Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the members decide otherwise in a general meeting. The Board recommends passing of the resolution as set out at item no. 4 of this Notice for the approval of the members as special resolution.

**By Order of the Board of Directors**

**Sanjay Kumar**

Company Secretary

Membership No. A 17021

**Gurugram, 13 February 2023**

**Registered Office:**

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Kanjurmarg Village Road, Kanjurmarg (East)  
Mumbai - 400042

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**Annexure-I****ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS**

Particulars	Ms. Ticiana Kobel
DIN	0009850411
Date of Birth (Age)	18-June-1970 (52 Years)
Date of first Appointment	5-January-2023
Qualifications	LLB and LLM
Expertise in specific functional areas	Complex strategic procurement, spin-offs, sales and acquisitions and corporate governance issues, implementation of compliance functions, merger, acquisitions and partnerships
Relationships with other directors and Key Managerial Personnel	None
Directorships held in other companies/ body corporates	<ul style="list-style-type: none"> <li>- Refractory Intellectual Property GmbH</li> <li>- Refractory Intellectual Property GmbH &amp; Co KG</li> <li>- RHI Refractories Raw Material GmbH</li> <li>- Veitscher Vertriebsgesellschaft m.b.H.</li> <li>- VEITSCH-RADEX Vertriebsgesellschaft m.b.H.</li> <li>- Sinterco, S.A.</li> </ul>
Memberships / Chairmanships of committees of other companies	NIL
Number of shares held in the Company	NIL
Relationship between directors inter-se and with key managerial personnel of the Company	There is no inter-se relationship between Ms. Ticiana Kobel and other directors or key managerial personnel of the Company.
Terms and conditions of appointment/ reappointment	The Directors have been appointed in terms of the provisions of Act and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force. In addition, they are also responsible to undertake the roles and responsibilities assigned by the Board from time to time
Details of remuneration and the remuneration last drawn, if any	Ms. Ticiana Kobel shall not entitled to any remuneration from the Company.