

# NARESH VERMA & ASSOCIATES

COMPANY SECRETARIES

To

The Chairman,

**RHI MAGNESITA LIMITED**

C-604, Neelkanth Business Park Opp. Railway Station

Vidhyavihar (West) Mumbai City-400086

## Report of Scrutinizer

I, Naresh Verma, FCS of Naresh Verma & Associates, Practising Company Secretaries (Membership No. FCS 5403), having my office at 416/7 & 8, First Floor, Opposite Karkarduma Metro station, New Delhi 110092, have been appointed as the Scrutinizer to conduct the postal ballot process in respect of Ordinary Resolution pertaining to following agenda:

### Item No. 1

**To approve and amend material related party transaction limits with RHI Magnesita GmbH**

Pursuant to the Notice dated 12 November 2021 issued under Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020 and 10/2021 dated 23 June 2021, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India.

The Notice dated 12 November 2021 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories. The Company had engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members.

The shareholders of the Company holding shares as on the "cut-off" date of 10 December 2021 were entitled to vote on the resolution as contained in the Notice. The remote e-voting period commenced from 9.00 a.m. (IST) on Monday, 20 December, 2021 and ended at 5.00 p.m. (IST) on Wednesday, January 19, 2022 and the NSDL e-voting module was disabled thereafter. The votes cast under remote e-voting facility were thereafter unblocked

and were counted. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot. My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the special resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through remote e-voting mode in respect of the said Ordinary Resolution to approve and amend material related party transaction limits with RHI Magnesita GmbH, as under:

**To approve and amend material related party transaction limits with RHI Magnesita GmbH**

(i) Voted in favour of the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
239	20130025	99.99%

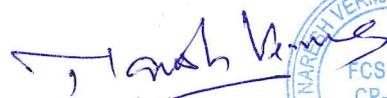
(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
22	2966	0.01%

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of invalid votes cast (Shares)
NIL	NIL

**For Naresh Verma & Associates  
Company Secretaries**



**Naresh Verma  
FCS-5403; CP-4424**



Place: Delhi

Date: 20.01.2022

UDIN: F005403C002226578

Peer Review Certificate No. 574/2018