



RHI MAGNESITA

RHI MAGNESITA INDIA LTD.

(Formerly Orient Refractories Ltd.)
301, 316-19, Tower B, EMAAR Digital Greens
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www.rhimagnesitaindia.com

2 June 2023

**Department of Corporate Services
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001.
STOCK CODE: 534076**

**Department of Corporate Services
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai
STOCK CODE: RHIM**

Dear Sir/Madam,

Sub: Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and scrutinizer report.

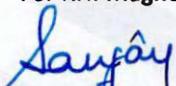
Pursuant to Regulation 44(3) of the SEBI Listing Regulations, please find enclosed herewith the voting results in the prescribed format and wish to state that items of the businesses as contained in the Notice of Postal Ballot dated 29 April 2023 including its corrigendum dated 11 May 2023, have been duly passed, with the requisite majority by the Members effective from 1 June 2023. We are also enclosing herewith Scrutinizer's Report in this regard.

The Voting Results along with the Scrutinizer Report would also be available on the Company's web site at www.rhimagnesitaindia.com/

This is for your information and records.

Yours faithfully,

For RHI Magnesita India Limited


Sanjay Kumar

Company Secretary
(ICSI Membership No. -17021)

Encl.:
As above



A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS

Sr. No.	Particulars	Details
1.	Date of the Notice of Postal Ballot	29 April 2023 and corrigendum of 11 May 2023
2.	Total Number of shareholders as on record date	67,041 as on cut-off date i.e. 28 April 2023
3.	Special Resolution	Raising of funds through issuance of further equity shares to Dutch US Holding B.V., promoter on preferential basis
4.	Mode of voting	Remote e-voting

B) RESULTS OF THE POSTAL BALLOT

Sr. No.	Agenda	Resolution required	Mode of Voting	Remarks
1.	Raising of funds through issuance of further equity shares to Dutch US Holding B.V., promoter on preferential basis	Special	Remote e-voting	Passed with requisite majority



Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Raising of funds through issuance of further equity shares to Dutch US Holding B.V., promoter on preferential basis			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	113002465	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		113002465	100.0000	113002465	0	100.0000	0.0000
	Total		113002465	113002465	100.0000	113002465	0	100.0000
Public- Institutions	E-Voting	35197655	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		29945007	85.0767	29945007	0	100.0000	0.0000
	Total		35197655	29945007	85.0767	29945007	0	100.0000
Public- Non Institutions	E-Voting	55511245	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		27083403	48.7890	27069589	13814	99.9490	0.0510
	Total		55511245	27083403	48.7890	27069589	13814	99.9490
Total		203711365	170030875	83.4666	170017061	13814	99.9919	0.0081
Whether resolution is Pass or Not.							Yes	



NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

To

The Chairman,
RHI MAGNESITA INDIA LIMITED
Unit No. 705, 7th Floor,
Lodha Supremus, Kanjurmarg Village Road,
Kanjurmarg (East) Mumbai, Maharashtra - 400042

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 Special Resolution pertaining to following agenda:

Item No. 1

To Raising of funds through issuance of further equity shares to Dutch US Holding B.V., promoter on preferential basis:

Pursuant to the Notice dated 29 April 2023 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 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 issued by the Ministry of Corporate Affairs, Government of India (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.

The Notice dated 29 April 2023 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.



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The shareholders of the Company holding shares as on the “cut-off” date of 28 April 2023 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 Wednesday, 3 May, 2023 and ended at 5.00 p.m. (IST) on Thursday, June 1, 2023 and the NSDL e-voting module was disabled thereafter.

On the advice of NSE to modify certain disclosures, the Company issued a corrigendum to the said notice on 11th May, 2023. The Company vide said corrigendum gave an option to the Shareholders, who had already voted before the date of issuance of corrigendum, to change/modify their assent or dissent by sending an email request to the scrutinizer on or before 5: 00P.M (IST), Wednesday, May 31st, 2023.

However, no e-mail requesting the change of assent/dissent has been received by us me the scrutinizer

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 Special Resolution, as under:

To Raising of funds through issuance of further equity shares to Dutch US Holding B.V., promoter on preferential basis:

(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
394	170017061	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
33	13814	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: 02.06.2023**

**UDIN: F005403E000445469
Peer Review Certificate No. 3266/2023**