



RHI MAGNESITA

RHI MAGNESITA INDIA LTD.
(Formerly Orient Refractories Ltd.)
301, 316-19, Tower B, EMAAR Digital Greens
Golf Course Extension Road, Sector 61,
Gurugram, Haryana-122011, INDIA
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E corporate.india@rhimagnesia.com
www.rhimagnesiaindia.com

29 September 2023

Department of Corporate Services
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001.

Department of Corporate Services
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai

STOCK CODE: 534076

STOCK CODE: RHIM

Dear Sir(s),

Sub: Voting Results of the 13th Annual General Meeting (AGM) of RHI Magnesita India Limited & Scrutinizer Report thereon

The 13th AGM of the Company was held on Thursday, 28 September 2023 at 12:30 P.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) to transact the business as stated in the Notice dated 10 August 2023, convening the said AGM.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the AGM, as required under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 — Annexure I
- 2) Report of the Scrutinizer dated 28 September 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule, 2014 — Annexure II

Pursuant to regulation 30 read with part A of schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith summary of proceedings of the AGM.

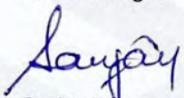
The Voting Results along with the Scrutinizer Report would also be available on the Company's web site at www.rhimagnesiaindia.com

This is for your information and records.

Thanking you,

Yours Faithfully,

For **RHI Magnesita India Limited**


Sanjay Kumar
Company Secretary
(ACS-17021)

Encl: As above



Disclosure as per regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015
Declaration of voting results of Annual General Meeting

Name of the Company	RHI Magnesita India Limited
Total number of shareholders on record date	Record Date : 21 September 2023 No. of Shareholders : 73,624
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	3
Public:	64

Resolution No. 1

To receive, consider and adopt:

- (a) the audited standalone financial statement of the Company for the financial year ended 31 March 2023, the reports of the Board of Directors and Auditors thereon; and
(b) the audited consolidated financial statement of the Company for the financial year ended 31 March 2023, and the report of Auditors thereon.

Resolution required: (Ordinary/ Special)

Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

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	115792526	115792526	100.0000	115792526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	115792526	115792526	100.0000	115792526	0	100.0000	0.0000
Public-Institutions	E-Voting	35787597	33993768	94.9876	33993768	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35787597	33993768	94.9876	33993768	0	100.0000	0.0000
Public- Non Institutions	E-Voting	54921303	27874407	50.7534	27873627	780	99.9972	0.0028
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54921303	27874407	50.7534	27873627	780	99.9972	0.0028
	Total	206501426	177660701	86.0336	177659921	780	99.9996	0.0004

Whether resolution is Pass or Not.

Yes



Resolution No. 2

To declare a dividend on equity shares for the financial year ended 31 March 2023

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
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	115792526	115792526	100.0000	115792526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	115792526	115792526	100.0000	115792526	0	100.0000	0.0000
Public- Institutions	E-Voting	35787597	33993768	94.9876	33993768	0	100.0000	0.0000
	Poll		0	0.0000	0		0	0
	Postal Ballot (if applicable)		0	0.0000	0		0	0
	Total	35787597	33993768	94.9876	33993768	0	100.0000	0.0000
Public- Non Institutions	E-Voting	54921303	27874407	50.7534	27873545	862	99.9969	0.0031
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54921303	27874407	50.7534	27873545	862	99.9969	0.0031
Total		206501426	177660701	86.0336	177659839	862	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	



Resolution No. 3

To appoint Mr. Erwin Jankovits (DIN- 07089589), who retires by rotation as a Director

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
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	115792526	115792526	100.0000	115792526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	115792526	115792526	100.0000	115792526	0	100.0000	0.0000
Public- Institutions	E-Voting	35787597	33993768	94.9876	33801391	192377	99.4341	0.5659
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35787597	33993768	94.9876	33801391	192377	99.4341	0.5659
Public- Non Institutions	E-Voting	54921303	27874407	50.7534	27873568	839	99.9970	0.0030
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54921303	27874407	50.7534	27873568	839	99.9970	0.0030
Total		206501426	177660701	86.0336	177467485	193216	99.8912	0.1088
Whether resolution is Pass or Not.							Yes	

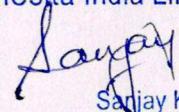


Resolution No. 4

To ratify the remuneration of Cost Auditor for the financial year ending 31 March 2024

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
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	115792526	115792526	100.0000	115792526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	115792526	115792526	100.0000	115792526	0	100.0000	0.0000
Public- Institutions	E-Voting	35787597	33993768	94.9876	33993768	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35787597	33993768	94.9876	33993768	0	100.0000	0.0000
Public- Non Institutions	E-Voting	54921303	27874407	50.7534	27873575	832	99.9970	0.0030
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54921303	27874407	50.7534	27873575	832	99.9970	0.0030
	Total	206501426	177660701	86.0336	177659869	832	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

For RHI Magnesita India Limited


 Sanjay Kumar
 Company Secretary
 (ACS: 17021)

NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

To,
The Chairman
RHI Magnesita India Limited
CIN: L28113MH2010PLC312871
Unit No. 705, 7th Floor, Lodha Supremus,
Kanjurmarg Village Road, Kanjurmarg (East)
Mumbai - 400042

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for 13th Annual General Meeting (AGM) of RHI Magnesita India Limited held on Thursday, September 28, 2023, at 12:30 P.M. (IST) through Video Conferencing (VC) / Other Audio - Visual Means (OAVM).

I, Naresh Verma, FCS proprietor of M/s Naresh Verma & Associates, Company Secretaries having office at 416/7 & 8, First Floor, Opposite Karkarduma Metro Station, Near Community Centre, Delhi-110092, had been appointed as Scrutinizer by the Board of Directors of RHI Magnesita India Limited (the Company) pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 13th AGM of RHI Magnesita India Limited on Thursday, September 28, 2023 at 12.30 PM (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM. The notice dated August 10, 2023 convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'). Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015). An advertisement was also published on September 5, 2023 in Business Standard (English Newspaper) and on September 5 and September 7, 2023 in Pratahkal (Marathi Newspaper) for the information of all stakeholders.

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The Voting period for remote e-voting commenced on September 25, 2023 at 9:00 a.m. and ended on September 27, 2023 at 5:00 p.m and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of September 21 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.



After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

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 resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

ORDINARY BUSINESS:-

Resolution-1: Ordinary Resolution

To receive, consider and adopt:

- a. the audited standalone financial statements of the Company for the financial year ended 31 March 2023 alongwith the reports of the Board of Directors and Auditors' thereon; and
- b. the audited consolidated financial statements of the Company for the financial year ended 31 March 2023, and the Report of Auditors' thereon.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1382	177659921	99.99

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	780	0.01

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Resolution-2: Ordinary Resolution

To declare final dividend of Rs. 2.50 per equity shares for the financial year ended 31st March 2023.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1383	177659839	99.99

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	862	0.01

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution-3: Ordinary Resolution

To re-appoint Mr. Erwin Jankovits (DIN- 07089589) Director who retires by rotation and being eligible, offers himself for re-appointment.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1371	177467485	99.89

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	193216	0.11

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



SPECIAL BUSINESS

Resolution-4: Ordinary Resolution

To ratify the remuneration of Cost Auditor for the financial year ending 31 March 2024

Voted in favour of the resolution: -

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1380	177659869	99.99

Voted against the resolution:-

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	832	0.01

Invalid votes:-

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking You

**For Naresh Verma & Associates
Company Secretaries**



**Naresh Verma
FCS-5403; CP-4424
(Scrutinizer)**



**Place: Delhi
Date: 29.09.2023**

**UDIN: F005403E001112828
Peer Review Certificate No. 3266/2023**