



**RHI MAGNESITA**

**RHI MAGNESITA INDIA LTD.**

19<sup>th</sup> & 20<sup>th</sup> Floor, DLF Square,  
M-Block, Phase II, Jacaranda Marg,  
DLF City, Gurugram, Haryana 122002  
T +91 124 4299000  
E corporate.india@rhimagnesita.com  
www.rhimagnesitaindia.com

**21 June 2025**

**BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street, Mumbai-400001**

**National Stock Exchange of India Limited**  
**Exchange Plaza, Bandra Kurla Complex**  
**Bandra (East), Mumbai**

**STOCK CODE: 534076**

**STOCK CODE: RHIM**

Dear Sirs,

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“SEBI Listing Regulations”)**

This is further to our letter dated 28 May 2025, informing the Stock Exchanges about the decision of the Board of Directors of RHI Magnesita India Limited (“**Company**”) for Appointment of Mr. Priyabrata Panda (DIN: 07048273) as a Non-Executive Independent Director for a term of five years from 28 May 2025, up to 27 May 2030, Appointment of Mr. Azim Syed (DIN: 10641934) as Whole Time Director designated as Whole-Time Director and Chief Financial Officer of the Company and Re-appointment of Mr. Nazim Sheikh (DIN: 00064275) as a Non-Executive Independent Director for the second consecutive term of five years from 3 November 2025, up to 2 November 2030.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose the Postal Ballot Notice for seeking approval of the Members by way of Ordinary and/or Special Resolutions, as applicable, for the appointment and/or re-appointment of following directors:

Sr. No.	Particulars	Resolution Type
1.	Appointment of Mr. Priyabrata Panda (DIN: 07048273) as a Director and as an Independent Director	Special Resolution
2.	Re-appointment of Mr. Nazim Sheikh (DIN: 00064275) as an Independent Director for the second consecutive term	Special Resolution
3.	Appointment of Mr. Azim Syed (DIN: 10641934) as a Director of the Company	Ordinary Resolution
4.	Appointment and remuneration of Mr. Azim Syed (DIN: 10641934) as Whole-time Director and designated as Whole-time Director and Chief Financial Officer of the Company	Special Resolution

In compliance with the General Circular nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on Friday, 20 June 2025 (“**Cut-off date**”).

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide remote e-voting facility to its Members. The remote e-voting period commences from 9:00 a.m. (IST) on Wednesday, 25 June 2025, and ends at 5:00 p.m. (IST) on Thursday, 24 July 2025. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. The communication of assent or dissent of the Members would take place only through the remote e-voting system.



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www.rhimagnesitaindia.com

Members whose e-mail addresses are not registered with the Company/Depositories and wish to receive the Postal Ballot Notice are requested to register by 5:00 p.m. (IST) on or before Friday, 18 July 2025. Please contact the Company at [investors.india@Rhimagnesita.com](mailto:investors.india@Rhimagnesita.com) or Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company at [admin@skylinerta.com](mailto:admin@skylinerta.com) and follow the registration process as guided.

The Postal Ballot Notice is available on the Company's website <https://www.rhimagnesitaindia.com> and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and record.

Thanking you,

Yours faithfully,

For **RHI Magnesita India Limited**

Sanjay Kumar

**Company Secretary**

(Membership No. A17021)

**Encl:**

- Calendar of Event
- Postal Ballot Notice

**cc:**

1. National Securities Depository Limited
2. Central Depository Services (India) Limited
3. Skyline Financial Services Private Limited



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Calendar of events for Postal Ballot are as follows:

Sr. No.	Particulars	Date
1.	Cut-off date for sending Postal Ballot Notice	20 June 2025
2.	Date of commencement of e-voting	25 June 2025 (from 09:00 a.m. IST)
3.	Last date of e-voting	24 July 2025 (up to 05:00 p.m. IST)
4.	Date on which the resolution deemed to be passed	24 July 2025
5.	Date of submission of report by Scrutinizer	On or before 27 July 2025
6.	Date of declaration of results by Chairman or person authorized by Chairman	On or before 27 July 2025

# RHI Magnesita India Limited

[CIN: L28113MH2010PLC312871]

**Registered Office:** Unit No. 705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road,  
Kanjurmarg (East), Mumbai - 400042, Tel: +91 22 660 90 600

**E-mail:** [corporate.india@RHIMagnesita.com](mailto:corporate.india@RHIMagnesita.com)

**Website:** [www.rhimagnesitaindia.com](http://www.rhimagnesitaindia.com)

## POSTAL BALLOT NOTICE

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

**Dear Member(s),**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (**'Act'**) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), as amended from time to time, read with the General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs (**'MCA'**) (hereinafter collectively referred to as **'MCA Circulars'**), that the resolutions for the appointment or re-appointment of the following Directors of RHI Magnesita India Limited (**'Company'**) are proposed to be passed by the Members as Ordinary or Special Resolutions, as applicable, through Postal Ballot by means of electronic voting (**'remote e-voting'**) only.

Sr. No.	Particulars	Resolution Type
1.	Appointment of Mr. Priyabrata Panda (DIN: 07048273) as a Director and as an Independent Director	Special Resolution
2.	Re-appointment of Mr. Nazim Sheikh (DIN: 00064275) as an Independent Director for the second term	Special Resolution
3.	Appointment of Mr. Azim Syed (DIN: 10641934) as a Director of the Company	Ordinary Resolution
4.	Appointment and remuneration of Mr. Azim Syed (DIN: 10641934) as Whole-Time Director and designated as Whole-Time Director and Chief Financial Officer of the Company	Special Resolution

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Ordinary and Special Resolutions seeking out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Naresh Verma (Membership No. FCS 5403; CP No. 4424) of M/s. Naresh Verma and Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting

process in a fair and transparent manner. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 25 June 2025, and ends at 5:00 p.m. (IST) on Thursday, 24 July 2025. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5:00 p.m. (IST) on Sunday, 27 July 2025. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://www.rhimagnesitaindia.com/investors/disclosures-announcements/postal-ballot-egm> and on the website of National Securities Depository Limited (**'NSDL'**) <https://www.evoting.nsdl.com/>.

### SPECIAL BUSINESS:

#### Item No. 1

#### Appointment of Mr. Priyabrata Panda (DIN: 07048273) as a Director and as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Priyabrata Panda (DIN: 07048273), who was appointed as an Additional Director on 28 May 2025 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting or three months from the date of appointment, whichever is earlier, who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, under the Act (including any statutory modification or re-enactment thereof for the time being in force read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), as amended from time to time, the appointment of Mr. Priyabrata Panda, who has submitted a declaration



that he meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from 28 May 2025 up to 27 May 2030 (both days inclusive) be and is hereby approved.”

#### Item No. 2

##### Re-appointment of Mr. Nazim Sheikh (DIN: 00064275) as an Independent Director for the Second term

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (**‘Act’**), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Nazim Sheikh (DIN: 00064275), who was appointed as an Independent Director of the Company at the 11<sup>th</sup> Annual General Meeting of the Company for a period of five years, i.e., from 3 November 2020 up to 2 November 2025 (both days inclusive), and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second consecutive term, i.e., from 3 November 2025 up to 2 November 2030 (both days inclusive).”

#### Item No. 3

##### Appointment of Mr. Azim Syed (DIN: 10641934) as Director of the Company

To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) {including any statutory modification(s) or re-enactment(s) thereof for the time being in force} and based on the recommendation of the Nomination and Remuneration Committee, Mr. Azim Syed (DIN: 10641934), who was appointed as an Additional Director on 28 May 2025 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting or three months from the date of appointment, whichever is earlier, who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### Item No. 4

##### Appointment and remuneration of Mr. Azim Syed (DIN: 10641934) as Whole-time Director and designated as Whole-time Director and Chief Financial Officer of the Company

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder {including any statutory modification(s) or re-enactment(s) thereof for the time being in force} (**‘Act’**) and based on the recommendation of the Nomination and Remuneration Committee (**‘NRC’**) and the approval of Board of Directors of the Company and subject to such approvals as may be necessary, the appointment of Mr. Azim Syed (DIN: 10641934) as ‘Whole-time Director’ and designated as ‘Whole-Time Director and Chief Financial Officer’ of the Company, for a period of five years, commencing from 28 May 2025 to 27 May 2030 (both days inclusive), be and is hereby approved on the following terms and conditions:

- a. **Basic Salary**  
₹ 15.37 lakh per month, with annual increments as may be decided by the Board of Directors of the Company from time to time (**‘Board’** which term shall be deemed to include any Committee thereof, including the **‘NRC’** of the Board) in the scale of ₹ 15.37 lakh to ₹ 25.00 lakh per month.
- b. **Perquisites, Allowances, Retirals, Other Benefits, Reimbursements, and Earned Leave**  
As per the Company’s policy and/or as may be approved by the Board from time to time, subject to a ceiling of 150% of the Basic Salary as mentioned above.
- c. **Performance Linked Incentive / Bonus**  
As per the Company’s policy and/or as may be recommended by the Nomination and Remuneration Committee and approved by the Board, subject to a maximum of 80% of gross salary (Basic Salary plus Perquisites, Allowances, Retirals and Benefits).
- d. **Long-Term Incentive Plan**  
In recognition of the seniority of his role, Mr. Azim Syed shall be eligible to participate in the Long-Term Incentive Plan of RHI Magnesita NV, an ultimate holding company, as may be applicable from time to time.
- e. **Sitting Fees**  
Mr. Azim Syed shall not be entitled to any sitting fees for attending meetings of the Board or its Committees.
- f. **Termination**  
The appointment may be terminated by either party by giving three calendar months’ notice in writing.
- g. **Ceiling on Remuneration**  
The aggregate remuneration shall not exceed the limits provided in Section 197 of the Act.

Pursuant to Schedule V and other applicable provisions of the Act, and subject to such approvals as may be necessary, wherein in any financial year during the tenure of his service, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Azim Syed, Whole-time Director of the Company by way of salary, perquisites and other terms as specified supra, as minimum remuneration.





**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix, increase, vary, reduce or amend the remuneration and other terms as it may deem expedient or necessary from time to time during the tenure of his appointment, subject to the limits specified herein above and prescribed under Section 197 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to execute all such documents and do all acts, deeds and things which are necessary or desirable in order to give effect to the aforesaid resolution including, but not limited to, making applications, reporting and filing of requisite forms with the Registrar of Companies and any other authorities as may be required.”

**By Order of the Board of Directors**

Sanjay Kumar

Place: Gurugram

**Company Secretary**

Date: 12 June 2025

(Membership No. A 17021)

#### NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions are annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment are also annexed to this Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories/ Skyline Financial Services Private Limited, the Company's Registrar and Share Transfer Agents ('RTA') as on Friday, 20 June 2025 ('Cut-off date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants ('DP') or who will register their e-mail address in accordance with the process outlined in this Notice.

**If your e-mail address is not registered with the Company/RTA/Depositories/DPs, you may register on or before 5:00 p.m. (IST) on Friday, 18 July 2025, to receive this Postal Ballot Notice by completing the process for registration of e-mail address as under:**

- i. In case shares are held in physical mode please provide Folio No., Name of Members, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [investors.india@Rhimaginesita.com](mailto:investors.india@Rhimaginesita.com).
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhar Card (self-attested scanned copy of Aadhar Card) to [investors.india@RHIMagnesita.com](mailto:investors.india@RHIMagnesita.com). If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for remote e-voting for Individual shareholders holding securities in dematerialized mode.

- iii. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated 9 December 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

Members may note that this Postal Ballot Notice will also be available on the Company's website <https://www.rhimagnesita.com/investors/disclosures-announcements/postal-ballot-egm>, websites of the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

3. The Ordinary and Special Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Thursday, 24 July 2025.
4. **The instructions for remote e-voting are as under:**
  - i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and 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 remote e-voting services provided by NSDL on the resolution set forth in this Notice.
  - ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity Share capital of the Company as on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9:00 a.m. (IST) on Wednesday, 25 June 2025, and ends at 5:00 p.m. (IST) on Thursday, 24 July 2025. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
  - iii. 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

##### A) Login method for remote e-voting for Individual shareholders holding securities in dematerialized mode


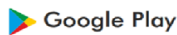


Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on 'e-voting facility provided by Listed



Companies', e-voting process has been enabled to all the individual dematerialized account holders, by way of single login credential, through their dematerialized accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual dematerialized 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialized mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li> <li>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.</li> <li>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.</li> <li>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.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>b. Select 'Register Online for IDeAS' Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c. Please follow steps given in points 1-5.</li> </ol> <p><b>B. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>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.</li> </ol>
	<p><b>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</b></p> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>
Shareholders holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab and then enter your existing Myeasi username and password.</li> <li>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting vote during the remote e-voting period. Additionally, there are 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website</li> </ol>



Type of shareholders	Login Method
	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding securities in dematerialized mode) login through their DPs	<p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</p> <p>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.</p> <p>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.</p>

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

**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 helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at +91 22 4886 7000
Securities held with CDSL	Please contact helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login method for e-voting for shareholders other than Individual shareholders holding securities in dematerialized mode and shareholders holding securities in physical mode.**

- 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.
- Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.

- A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
- 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.
- Your User ID details are given below:

Manner of holding shares i.e. Dematerialized mode (NSDL or CDSL) or Physical form	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***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from [evoting@nsdl.com](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'.
    - If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.





7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - i. Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
  - ii. '**Physical User Reset Password?**' (If you are holding shares in physical form) option available on <https://www.evoting.nsdl.com/>.
  - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, PAN, name and registered address.
  - iv. 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.

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

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 is in active status.
2. Select 'EVEN' of Company, which is **134079** for which you wish to cast your vote during the remote e-voting period.
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 from depository.
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. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rhim.scrutinizer@gmail.com](mailto:rhim.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. 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.

3. In case of any queries, 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, Senior Manager, T301, 3rd Floor, Naman Chambers, G Block, Plot No - C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400051, e-mail: [evoting@nsdl.com](mailto:evoting@nsdl.com), contact at: +91 22 4886 7000.

## FOR THE ATTENTION OF THE MEMBERS OF THE COMPANY

1. SEBI has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent ('RTA').
2. 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.
3. 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 and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is Know Your Customer ('KYC') Compliant. SEBI vide its Circular dated 25 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 dematerialization, Members are advised to dematerialise the shares held by them in physical form.
4. Members can contact the Company or RTA, for assistance in this regard. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, 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.
5. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
6. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
  - a. Form ISR-3: For opting out of nomination by shareholder(s)
  - b. Form SH-14: For cancellation or variation to the existing nomination of the shareholder(s)



## EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ('Act')

The following statement sets out all material facts relating to the resolutions to be passed as mentioned in the accompanying Notice.

### Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Priyabrata Panda (DIN: 07048273) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from 28 May 2025 up to 27 May 2030 (both days inclusive), subject to approval by the Members. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act') and the Articles of Association of the Company, Mr. Panda shall hold office up to the date of the ensuing Annual General Meeting or three months from the date of appointment, whichever is earlier and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Panda are provided as Annexure to this Notice. Mr. Panda has given his declaration to the Board, *inter alia*, that he (i) meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties, with an objective independent judgment and without any external influence. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Panda is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management.

In view of Mr. Panda's extensive experience in the refractory industry, the Board believes it is both desirable and in the best interest of the Company to appoint Mr. Panda to the Board. Accordingly, the Board recommends the appointment of Mr. Panda as an Independent Director, as proposed in the Special Resolution outlined in Item No. 1 of the accompanying Notice, for the approval of the Members.

Relevant details in accordance with Regulation 36(3) of Listing Regulations and Secretarial Standard – 2 on General Meetings issued by Institute of Company Secretaries of India are set out in Annexure of this Notice.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for and is also available on the website of the Company at

[https://www.rhimagnesitaindia.com/uploads/pdf/295pdctfile\\_termofa\\_ppointmentofindependentdirector.pdf](https://www.rhimagnesitaindia.com/uploads/pdf/295pdctfile_termofa_ppointmentofindependentdirector.pdf).

Members desiring inspection of terms and conditions of appointment of the Independent Directors and other relevant documents may send their request in writing to the Company at [investors.india@rhimagnesita.com](mailto:investors.india@rhimagnesita.com).

Except for Mr. Panda and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

### Item No. 2

Mr. Nazim Sheikh (DIN: 00064275) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Appointment Rules') at the 11<sup>th</sup> Annual General Meeting of the Company for a period of five years, i.e., from 3 November 2020 up to 2 November 2025. Pursuant to the performance evaluation of Mr. Nazim Sheikh and considering that his continued association as a Member of the Board would be beneficial to the Company, based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to approval of the Members, had re-appointed Mr. Nazim Sheikh as an Independent Director, not liable to retire by rotation, for the second consecutive term, for a period from 3 November 2025 up to 2 November 2030 (both days inclusive). It is to be noted that during his second term, Mr. Sheikh will attain the age of 75 years.

The Company has in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Nazim Sheikh are provided as Annexure to this Notice. Mr. Sheikh has given his declaration to the Board, *inter alia*, confirming that he (i) meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties, with an objective independent judgment and without any external influence. He has also given his consent in writing to act as a Director. In the opinion of the Board, Mr. Sheikh is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director for a second consecutive term of five years and he is independent of the Management.

Mr. Sheikh holds the position of Chairman of the Nomination and Remuneration Committee and also serves as a Member of the Audit Committee of the Board of Directors of the Company.

The Board considers that the continued association of Mr. Sheikh would be of immense benefits to the Company and is desirable to continue availing of services as an Independent Director. Accordingly the Board recommends the re-appointment of Mr. Sheikh as an Independent Director as proposed in the Special Resolution outlined in Item No. 2 of the accompanying Notice, for the approval of the Members.

Relevant details in accordance with Regulation 36(3) of Listing Regulations and Secretarial Standard – 2 on General Meetings issued by Institute of Company Secretaries of India are set out in Annexure of this Notice.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for and is also available on the website of the Company at

[https://www.rhimagnesitaindia.com/uploads/pdf/295pdctfile\\_termofa\\_ppointmentofindependentdirector.pdf](https://www.rhimagnesitaindia.com/uploads/pdf/295pdctfile_termofa_ppointmentofindependentdirector.pdf).

Members desiring inspection of terms and conditions of appointment of the Independent Directors and other relevant documents may send their request in writing to the Company at [investors.india@rhimagnesita.com](mailto:investors.india@rhimagnesita.com)



Except for Mr. Sheikh and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

#### Item No. 3 & 4

Mr. Azim Syed (DIN: 10641934) was appointed as Chief Financial Officer of the Company and designated as Key Managerial Personnel since 1 May 2024. Further, the Nomination and Remuneration Committee ('NRC') and the Board of Directors of the Company in their meeting held on 26 May 2025 and 28 May 2025 respectively, had appointed, Mr. Azim Syed as an Additional Director and Whole-Time Director of the Company designated as Whole-Time Director & Chief Financial Officer of the Company, subject to the approval of shareholders.

The NRC and Board, had also in their meetings held on 26 May 2025 and 28 May 2025 respectively, recommended the appointment of Mr. Azim Syed:

1. As a Director of the Company as specified in Item No. 3 of this Notice, and
2. As a 'Whole-Time Director' of the Company designated as 'Whole-Time Director & Chief Financial Officer' for a period of five years commencing from 28 May 2025 to 27 May 2030, (both days inclusive), subject to approval of the shareholders, at such remuneration as specified in Item No. 4 of this Notice.

Mr. Azim Syed, an India-born Dutch citizen, brings over 20 years of cross-industry experience spanning hi-tech, telecom, retail, FMCG, and manufacturing. He joined RHI Magnesita GmbH in 2019 and has since held key leadership roles, including Head of Global Supply Chain and Integrated Business Planning. In April 2024, he was appointed Head of Finance for the Company and subsequently elevated to Chief Financial Officer effective 1 May 2024. Mr. Azim also serves as the Chief Investor Relations Officer of the Company under SEBI regulations.

Throughout his tenure with RHI Magnesita group, Mr. Azim has led several strategic, cross-functional transformation initiatives, demonstrating strong financial acumen, leadership, and analytical capabilities. He has been instrumental in deploying Integrated Business Planning to align financial and operational strategies across complex global environments.

An engineering graduate from Crescent Engineering College, Chennai, Tamil Nadu, Mr. Azim is also a transformation advocate to improve performance through strategic & digital initiatives. He has successfully implemented enterprise-wide systems such as Tactical Network optimization, Integrated Business planning, End to End customer value creation, Advanced Planning System and supported the organization by successfully navigating through supply chain crisis post pandemic, across RHI Magnesita group, along with other digital initiatives which improved our working capital, cost optimization and improving customer service level metrics.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act'), Mr. Azim Syed has been appointed as Additional Director who holds office up to the date of ensuing Annual General Meeting or three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, accordingly, approval of the members of the Company is being sought by your Company through this postal ballot, under Item No. 3 by an ordinary resolution to appoint Mr. Azim Syed as Director of the Company, liable to retire by rotation.

In this regard, the Company has received a notice under Section 160 of the Act from a member, nominating Mr. Azim to the office of Director of the Company. Mr. Azim is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as Director of the Company along with all statutory disclosures and declarations.

Further, approval of the members of the Company is also sought by your Company through this postal ballot, under Item No. 4 by special resolution to appoint Mr. Azim Syed (DIN: 10641934) as 'Whole-Time Director' and designated as 'Whole-Time Director and Chief Financial Officer' of the Company, at such remuneration as mentioned under Item No. 4, for a period of five years commencing from 28 May 2025 to 27 May 2030 (both days inclusive).

The members may note that Mr. Azim satisfies all the conditions of Sections 196 and Schedule V of the Act for being eligible for appointment as a Whole-Time Director.

Also, the Board while appointing Mr. Azim Syed as the 'Whole-Time Director' designated as 'Whole-Time Director & Chief Financial Officer' of the Company, considered his background, experience and his role/ contributions towards financial as well as strategic decisions of the Company during his tenure as Chief Financial Officer and also with his association with RHI Magnesita group.

Relevant details in accordance with Regulation 36(3) of Listing Regulations and Secretarial Standard – 2 on General Meetings issued by Institute of Company Secretaries of India are set out in Annexure of this Notice. The details with regard to the remuneration payable to Mr. Azim are specified in the resolution to Item No. 4.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Azim Syed under Section 190 of the Act.

Accordingly, in terms of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V of the Act, the appointment of Mr. Azim Syed as the 'Whole-Time Director' is placed before the members for their approval by way of special resolution in Item No. 4. The Board recommends passing of an Ordinary Resolution and Special Resolution as set out in Item No. 3 and Item No. 4 respectively of the Notice, respectively, for approval of members.

Except for Mr. Azim and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**By Order of the Board of Directors**

**Place:** Gurugram  
**Date:** 12 June 2025

Sanjay Kumar  
**Company Secretary**  
(Membership No. A 17021)

## Details of Director seeking appointment

[In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]

Name of Director	Mr. Priyabrata Panda	Mr. Nazim Sheikh	Mr. Azim Syed
Director Identification Number	07048273	00064275	10641934
Designation / Category of Director	Additional Non-Executive Independent Director	Non-Executive Independent Director	Additional Whole Time Director and Chief Financial Officer
Age (in years)	67	71	43
Date of first Appointment	28 May 2025	3 November 2020	28 May 2025
Qualifications	Bachelor of Science (Technology)	Bachelor of Engineering (Metallurgy)	Bachelor of Engineering (Instrumentation and Control)
Expertise in specific functional areas	<p>Mr. Priyabrata Panda is a refractory expert, senior industry leader, and strategic business executive with over 43 years of leadership experience in India's premier refractories industry. He has a proven track record in operational excellence, strategic growth, and global business development.</p> <p>He holds a Bachelor's degree in Science (Technology) from Calcutta University. He has also undergone executive training through the Advanced Management Program at IIM Calcutta, the Strategic Leadership Program at ISB Hyderabad, and the Productivity Enhancement Program by AOTS, Japan (CII/JIPM).</p> <p><b>Summarized Professional Experience</b></p> <p>TRL Krosaki Refractories Ltd. Managing Director (2015–2024)</p> <ul style="list-style-type: none"> <li>- Led strategic transformation and sustained growth</li> <li>- Aligned operations with long-term business goals</li> </ul> <p>TATA Refractories Ltd., Chief Operating Officer (2009–2014)</p> <ul style="list-style-type: none"> <li>- Oversaw operations, R&amp;D, marketing, and support services</li> <li>- Drove key initiatives to enhance productivity</li> </ul> <p>TRL Krosaki, China President &amp; CEO (2006–2009)</p> <ul style="list-style-type: none"> <li>- Managed China operations; Board Director until 2024</li> <li>- Contributed to international strategy and governance</li> </ul>	<p>Mr. Nazim Sheikh is the former Managing Director of The Sandur Manganese &amp; Iron Ores Ltd. (SMIORE). He holds a Bachelor's degree in Metallurgy from NIT, Surathkal.</p> <p><b>Key Contributions &amp; Achievements</b></p> <p><b>Corporate Turnaround:</b> Spearheaded SMIORE's revival from BIFR status by implementing a comprehensive rehabilitation scheme, clearing institutional and electricity board debts, and securing the company's discharge from BIFR in the year 2007.</p> <p><b>Operational Expansion:</b> Restarted ferroalloy operations, commissioned a 32 MW thermal power plant, and expanded infrastructure using internal accruals.</p> <p><b>Crisis Leadership:</b> Successfully navigated the Supreme Court-imposed mining ban. Under his leadership, SMIORE was classified as a Category 'A' lease-free of illegalities and resumed operations in the year 2013.</p> <p><b>Strategic Growth:</b> He led a team to successfully implement a multi-phase ferroalloy operations consolidation project. Oversaw the implementation of a 4 lakh tonne coke oven plant with waste heat recovery boilers, new furnace, and also conceived a 1 Mtpa downhill conveyor system-enhancing energy efficiency, product diversification, and operational sustainability. He successfully implemented several</p>	<p>Mr. Azim Syed has worked primarily in the area of Supply Chain and Analytics across various verticals (Manufacturing, Retail, Consulting, Telecom and Hi-tech industries). He holds a Bachelor's degree in Instrumentation and control and a certified lean and six sigma black belt.</p> <p><b>Summarized Professional Experience:</b></p> <p>RHI Magnesita group ('RHIM') Global Head of Supply Chain &amp; Integrated Business planning (2019-2024)</p> <ul style="list-style-type: none"> <li>- Responsible for global supply chain across RHIM footprint and delivering strategic initiatives to improve cost, capital and service levels through operational and strategic initiatives</li> <li>- Responsible for creating and to realize our business plans</li> </ul> <p>Liberty Global Limited, Netherlands Director-Supply Chain (2015-2018)</p> <ul style="list-style-type: none"> <li>- Responsible for improving capex efficiency to support the upgrade of telecom, internet and setup box technology across liberty global footprint</li> </ul> <p>Genpact Limited, Netherlands Assistant Vice President (2013-2014) Genpact Limited, Bangalore Lead Black Belt (2009-2011)</p> <ul style="list-style-type: none"> <li>- Spearheaded the transformation and consulting for fortune 500 clients in supply chain &amp; Analytics</li> <li>- Lead black belt for the procurement and supply chain practice</li> </ul>





Name of Director	Mr. Priyabrata Panda	Mr. Nazim Sheikh	Mr. Azim Syed
	<p>TATA Refractories Ltd., Graduate Trainee to COO (1981–2005)</p> <ul style="list-style-type: none"> <li>- Progressed through technical and leadership roles</li> <li>- Led modernization of operations and technology</li> </ul> <p><b>Key Achievements</b></p> <ul style="list-style-type: none"> <li>- Revitalized TRL Krosaki's business performance</li> <li>- Lifetime Achievement Award (2024) – Indian Refractory Makers Association</li> <li>- Presented 15+ technical papers at national and international forums</li> </ul>	<p>noteworthy CSR projects which enhanced the Company's reputation as a responsible Miner which in turn repeatedly fetched the Company 5 star awards.</p>	<p>Other roles</p> <ul style="list-style-type: none"> <li>- Accountable for Central European operations at Tesco Hindustan Service Centre, Bangalore for planning, replenishment and allocations.</li> <li>- Setting up of supply chain and procurement practice at Maytas Properties Limited, Hyderabad.</li> <li>- Various roles at Dell Technologies, Bangalore with the last one at Global Strategy and analytics working on various analytics projects.</li> </ul>
The Number of Meetings of the Board attended during FY 2024-25	NIL	Five	NIL
No. of Shares held in the Company	NIL	NIL	NIL
Directorships held in other companies including equity listed companies and excluding foreign companies	NIL	<ul style="list-style-type: none"> <li>- RHI Magnesita India Refractories Limited</li> <li>- RHI Magnesita Seven Refractories Limited</li> </ul>	<ul style="list-style-type: none"> <li>- RHI Magnesita India Refractories Limited</li> <li>- RHI Magnesita Seven Refractories Limited</li> <li>- Intermetal Engineers (India) Private Limited</li> </ul>
Memberships/ Chairmanships of committees of other companies (excluding foreign companies)	NIL	NIL	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Remuneration last drawn in FY 2024-25	NIL	₹ 7.50 lakh as sitting fee for attending meetings of the Board or Committees thereof.	₹ 439.23 lakh has been drawn in the capacity of Chief Financial Officer of the Company.
Terms and Conditions of appointment / re-appointment	Appointment as an Additional Director and Independent Director with effect from 28 May 2025	Re-appointment as a Non- Executive and Independent Director for the second term with effect from 3 November 2025	Appointment as an Additional Director and Whole Time Director with effect from 28 May 2025
Details of Remuneration sought to be paid	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.	The details of the proposed remuneration are provided in the Item No. 4 of this Postal ballot Notice.
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	NIL	NIL	NIL