

NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

Report of Scrutinizer on voting through remote e-voting for Postal Ballot [Pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014

To

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

Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in terms of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014

- A. In accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 I, Naresh Verma, FCS (Membership No. FCS 5403; COP: 4424) proprietor of M/s Naresh Verma & Associates, Practising Company Secretaries, having office at 416/7 & 8, First Floor, Opposite Karkarduma Metro Station, New Delhi 110092, have been appointed as Scrutinizer by the Board of Directors for scrutiny of the votes casted through electronic means for the postal ballot process in respect of resolutions as set out in the Postal ballot notice dated 12 June, 2025("Notice")
- B. Members approval was sought for the following agenda items:-

Sr. No.	Agenda	Resolution
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 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



Pursuant to Section 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2024 on 19 September 2024 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, 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 other applicable laws and regulations (including any statutory modification(s) and/or enactments(s) thereof for the time being in force, the resolutions as set out in the Notice were placed for the approval of members of the company through remote e-voting only. The company has confirmed that the electronic copy of the notice dated 12 June 2025 and the explanatory setting out material facts under Section 102 of the Act along with the procedure for remote evoting in terms of the MCA circular were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories as on 20 June 2025 ("cut-off").

- D. The Company had appointed the National Securities Depository Limited ("NSDL") for providing remote e-voting facility to its members.
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the MCA circular.
- F. The remote e-voting period commenced from 9.00 a.m. (IST) on Wednesday, 25 June 2025 and ended at 5.00 p.m. (IST) on Thursday, 24 July 2025.
- G. Accordingly the vote cast through remote e-voting were taken into account and at the end of the remote e-voting period on Thursday, 24 July 2025, the remote e-voting module was thereafter disabled for voting by NSDL. The remote e-voting summary statements was thereafter downloaded from e-voting website of NSDL i.e www.evoting.nsdl.com
- H. The register, in accordance with Rule 20(4)(xiv) and 22(10) of the Companies (Management and Administration) Rules, 2014 has been maintained electronically to record the assent or dissent received, mentioning the particulars of the name, addresses, folio number or client ID of the Member, no. of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the company, hence there is no requirement of maintaining the list of shareholders with differential voting rights.
- I. 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 resolutions. On the basis of the Vote exercised by the shareholders of the company through remote evoting, I have issued scrutinizer's report dated 25 July, 2025

Results of the postal ballot through remote e-voting are as under

Item No. 1 – Special Resolution

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



- (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
464	138534735	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
30	3575	0.01

- (iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 2 – Special Resolution

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

- (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
443	138418273	99.91

- (ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
48	119705	0.09

- (iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 3 – Ordinary Resolution

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

- (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
443	138455878	99.94



(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
52	81300	0.06

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 4 – Special Resolution

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

(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
435	131479075	94.90

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
60	7058903	5.1

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

For Naresh Verma & Associates
Company Secretaries



Naresh Verma
FCS-5403; CP-4424

Place: Delhi

Date: 25.07.2025

UDIN: F005403G000859520

Peer Review Certificate No. 3266/2023