RHI MAGNESITA

# Unseen, Unmatched, Unyielding Resilience

Annual Report 2024-25

RHI Magnesita India Limited

# Unseen, Unmatched, Unyielding Resilience

In a world defined by constant change and unforeseen challenges, resilience has become the cornerstone of enduring success. This annual report reflects how RHI Magnesita India has demonstrated an extraordinary ability to rise above challenges-quietly, powerfully, and persistently.

Our resilience is not always visible, but it is deeply embedded in our culture. It is unmatched in its consistency and unyielding in its pursuit of progress. As a leader in the refractory industry, we have not only weathered global disruptions but have transformed them into opportunities for innovation and growth.

Over the past year, our journey has been marked by bold adaptation, strategic foresight, and relentless commitment to value creation. We have continued to deliver sustainable returns, driven by our people's strength and our organization's agility.

At RHI Magnesita India, resilience means investing in what matters—our people, our technologies, and our processes. It means learning from every experience and building a foundation that can withstand the tests of time.

We have proactively capitalized on emerging opportunities and consistently delivered meaningful value to our stakeholders.

# Corporate Information

| | |
|---|---|
| **Board of Directors (as on May 8, 2025)** | **Executive Directors**<br>Parmod Sagar, Chairman, Managing Director & CEO<br>Azim Syed, Whole Time Director & CFO<br><br>**Independent Directors**<br>Nazim Sheikh<br>Sonu Chadha<br>Kamal Sarda<br>Priyabrata Panda<br><br>**Non-Executive Directors**<br>Gustavo Lucio Goncalves Franco<br>Ticiana Kobel |
| **Company Secretary** | Sanjay Kumar |
| **Statutory Auditors** | Price Waterhouse Chartered Accountants LLP |
| **Secretarial Auditors** | Naresh Verma & Associates |
| **Cost Auditors** | K. G. Goyal & Associates |
| **Internal Auditors** | Chaturvedi & Partners |
| **Registered Office** | Unit No. 705, 7th Floor, Lodha Supremus,<br>Kanjurmarg Village Road,<br>Kanjurmarg (East), Mumbai,<br>Maharashtra – 400 042<br>**T:** +91 22 49851200<br>**E:** corporate.india@rhimagnesita.com<br>**W:** www.rhimagnesitaindia.com |
| **Corporate Office** | 19th & 20th Floor, DLF Square,<br>M-Block, Phase II, Jacaranda Marg,<br>DLF City, Gurugram, Haryana 122002<br>**T:** +91 124 4299000<br>**E:** corporate.india@rhimagnesita.com<br>**W:** www.rhimagnesitaindia.com |
| **Corporate Identity Number** | L28113MH2010PLC312871 |

| | |
|---|---|
| **International Securities Identification Number (ISIN)** | INE743MO1012 |
| **Stock Code** | **BSE Limited**<br>Stock Code: 534076<br><br>**National Stock Exchange of India Limited**<br>Stock Code: RHIM |
| **Works** | **Bhiwadi Plant**<br>SP-148 A+B, RIICO Industrial Area, Bhiwadi, Dist.-Alwar, Rajasthan - 301019<br><br>**Cuttack Plant**<br>Village- Bainchua, Damaka Village Road, Thana-Tangi, Cuttack, Odisha - 754022<br><br>**Visakhapatnam Plant**<br>Survey No. 255, 256, 303, 305, Venkatapuram, Munagapaka Mandal, Visakhapatnam, Andhra Pradesh - 531021<br><br>**Jamshedpur Plant**<br>M-20 (P), Vith Phase, Industrial Area, Gamharia, Jamshedpur, Jharkhand - 832108<br><br>**Dalmiapuram Plant**<br>Dalmiapuram, Lalgudi P.O. Kallakudi, Dist. Tiruchirapalli, Tamil Nadu - 621651<br><br>**Khambalia Plant**<br>P.O. Box 10, Jam-Khambalia, Dist. Devbhumi Dwarka, Gujarat - 361305<br><br>**Rajgangpur Plant**<br>Sundargarh, Rajgangpur, Odisha - 770017<br><br>**Katni Plant**<br>Plot No. 8 and 13, Lamtara Phase III Industrial Area, Chaka Bypass, Lamtara, Katni, Madhya Pradesh - 483501 |
| **Share Registrar and Transfer Agent** | **Skyline Financial Services Pvt. Ltd.**<br>D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020<br>**T:** + 91 - 11 - 40450193-97<br>**E:** admin@skylinerta.com grievances@skylinerta.com<br>**W:** www.skylinerta.com |

# Contents

# Message from CMD

**Parmod Sagar**
Chairman, MD & CEO
RHI Magnesita India Limited

**Dear Stakeholders,**

It is my privilege to present the Annual Report of RHI Magnesita India Limited for the Financial Year (FY) 2024-25, marking the 15th year of your Company's journey.

As we draw the curtain on yet another dynamic year, we do so with a sense of accomplishment.

The year 2024 has been a period of challenges, transformation, and forward momentum, not just for RHI Magnesita India Limited ("Company" or "RHIM" or "RHIM India"), but for industries across sectors including RHIM's end customers. Your Company has demonstrated operational resilience amidst shifting market dynamics and geopolitical uncertainties.

> **RHIM India's long-term vision is clear - to be the most reliable partner for refractory solutions in India's growth story**

### Fostering a Culture of 'Safety First'

'Safety first' remains RHIM India's core value and your Company remains steadfast in inculcating a culture of 'safety first'. RHIM India has launched robust programs with an external agency that specializes in safety, introduced seven life-saving rules campaigns to improve the safety culture at all plants, customer and operational sites. Your Company's efforts in fostering a culture of safety and well-being have been recognized externally, and we continue to invest in best practices and technologies to uphold the highest standards of safety.

### Operational Resilience Amidst Market Challenges

Despite a challenging market environment, your Company achieved a significant milestone of surpassing ₹ 1,000 crore in revenue in the third quarter for the first time, recorded consolidated revenue from operations of ₹ 3,675 crore and a turnaround in profitability, achieving a profit after tax of ₹ 203 crore.

EBITDA for the year stood at ₹ 505 crore, with operating margins softening to 13.7% from 14.7% in FY24, reflecting the impact of raw material inflation and realization pressures. Importantly, we reduced net debt by 53%, bringing the net debt to EBITDA ratio down to 0.3x, and improved debtor turnover ratio through focused working capital management.

This achievement is a testament to RHIM's strong business fundamentals marked by disciplined execution, strong market position, and making positive strides on strategic initiatives.

### Industry Landscape

India's steel and cement industry remains a cornerstone of RHIM India's business, with domestic demand expected to rise in FY26, supported by infrastructure investments and policy initiatives. RHIM's alignment with the steel industry's capacity expansion to 300 million tons by the year 2030 positions your Company as a key enabler of this growth. In cement, RHIM India is well placed to benefit from projected demand growth of 5-8% in FY26.

Despite structural challenges such as overcapacity and price pressures-exacerbated by cheaper imports and global trade uncertainties-RHIM's strategic focus remains unwavering. Your Company's proven end-to-end product portfolio for steel and cement industry ensures RHIM India continues as a market leader in the industry, supporting the growth of end-user industries and contributing towards India's overall economic growth.

### Innovation and Technology

Adoption and investments in technology and innovation have been a major factor in your Company's growth over the years. RHIM India's strategic initiatives to invest in high-growth verticals such as iron making and flow control and scaling up R&D initiatives and advancing digitalization to develop next-generation refractory solutions will continue to improve shareholders' return. These investments support RHIM India's objective to be cost competitive, further enabling local production to transfer technologies from RHIM Group. RHIM India continues to leverage digital technologies through the 4 Pro offerings to its customers.

Furthermore, your Company's sustainability agenda is integral to this growth, with investments also earmarked for circular economy initiatives and net zero commitments.

### Leadership

This year, your Company strengthened the Board with the appointment of Priyabrata Panda as Independent Director, an industry veteran with unparalleled knowledge and experience in Refractories, Azim Syed as Whole-Time Director and to continue in his capacity as Chief Financial Officer, and the re-appointment of Nazim Sheikh as Independent Director. Their wealth of experience and knowledge will be instrumental in driving RHIM India's next phase of growth and value creation.

### Upholding Ethos of Sustainable Business Practice

RHIM India continued to uphold the ethos of responsible business practices, driving business with the highest standards of corporate governance, ethics, and transparency. RHIM India's ESG initiatives focused on minimizing environmental impact, promoting diversity and inclusion, and supporting community development in education, healthcare, and skill-building. In FY25, your Company continued to take forward CSR initiatives to empower the communities it works with. I am happy to inform you that this year, your Company invested ₹ 6.84 crore in different projects under education, skills development & youth empowerment, rural transformation and health, positively impacting 20,000+ community stakeholders.

### Embracing the Future

While FY25 presented headwinds, it also underscored the strength and resilience of your Company's business model. We are cautiously optimistic about FY26, expecting growth and margin improvement driven by demand from steel and cement sectors, cost optimization, recycling, and R&D initiatives.

As we look ahead, we remain confident in the underlying strength of the business fundamentals and industries we serve. RHIM India's long-term vision is clear – to be the most reliable partner for refractory solutions in India's growth story.

I take this opportunity to thank the Board of Directors for their continuous guidance, shareholders, customers, partners and all employees across the organization for their unwavering support. Together, we will build a stronger, greener, bolder RHI Magnesita, which will shape a future that is purposeful, sustainable, and economically resilient.

Warm regards,

**Parmod Sagar**

RHI MAGNESITA

# Board of Directors

**Parmod Sagar** comes with more than three decades of extensive experience of serving the steel and refractory industry. A mechanical engineer, he started his career in the steel industry and worked in the sector for over seven years gaining valuable insights. Thereafter, he transitioned to the refractories business, joining Orient Refractories Limited (ORL) as the Manager - Technical Marketing in 1992.

In 2013, after RHI AG acquired ORL, he was appointed as the Managing Director & CEO of ORL. He currently holds the position of Chairman, Managing Director and CEO of RHI Magnesita India Limited and is also the Regional President of India, West Asia, Africa Business Unit.

He serves as the Chairman, Managing Director, and CEO of RHI Magnesita India Refractories Limited. He also holds the positions of Chairman and Director at RHI Magnesita Seven Refractories Limited and Intermetal Engineers (India) Private Limited. Additionally, he is a Director at the Indian Refractory Makers Association.

**Parmod Sagar**
Chairman,
Managing Director & CEO

**Azim Syed** joined RHI Magnesita in 2019 and was appointed as Head of Finance for India in April 2024. Prior to that he was responsible for Global Supply Chain and IBP. He has worked in supply chains in various verticals, hi-tech, telecom, Fast-Moving Consumer Goods, Retail and manufacturing, focusing on transformations to enable customer-centric, competitive advantage supply chains, utilising his strategic and financial skills to improve business performance and drive team performance. He is a digital evangelist and has implemented TMS and Everest (ongoing) at RHIM, as well as various significant digital initiatives in other organizations. He has implemented Integrated Business Planning in different large-scale & complex organizations to drive and deliver financial plans on tactical and strategic levels. He leverages his detailed knowledge of financial planning, RHIM operations and business knowledge to perform his role in India.

**Azim Syed**
Whole Time Director &
Chief Financial Officer

**Nazim Sheikh** is a metallurgical engineer with over 44 years of varied experience in Ferroalloys, Manganese and Iron Ore mining operations, procurement and raw materials management.

He served as the Managing Director of Sandur Manganese & Iron Ores Ltd. (SMIORE) prior to his retirement in 2020. He played a key role in strategizing mining and ferroalloy operations for the company along with setting up a new 32 MW thermal power plant. He led the efficient implementation of a Coke Oven Plant to produce 0.4 mn tons of Metallurgical Coke, a WHR Boiler Unit to provide alternate free fuel for the 32 MW Power Plant and setting up a new 25 MW Submerged electric arc ferroalloy furnace.

He had also been involved in the direct administration of the company's Corporate Social Responsibility activities in Sandur and neighboring villages. He is a Bachelor of Engineering in Metallurgy from National Institute of Technology, Surathkal, Karnataka (1976).

Apart from RHI Magnesita India Limited, Nazim Sheikh holds Directorship of the Board of Directors of RHI Magnesita India Refractories Limited and RHI Magnesita Seven Refractories Limited.

**Nazim Sheikh**
Independent Director

**Sonu Chadha** is an entrepreneur with extensive experience of over 25 years in managing all aspects of business operations. Ms. Chadha is the Founder Director of Impressions Services Pvt. Ltd. She has been responsible for expanding the company's geographic service footprint to over 45 cities and towns throughout the country. She has also facilitated the establishment of a single-window procurement experience as a Partner at Wildflower Mercantile.

In addition, she serves as a principal advisor to the founder of Cartellagroup.com, an HR technology start-up. She is associated with Unnayan Foundation as its Trustee and is committed to the cause of clean, Open Defecation Free India and promoting the dignity of women. She is a Bachelor of Arts degree holder from University of Delhi (1992). She has a diploma in Interior Design from South Delhi Polytechnic (1993) and has a CPSS Certification from British Institute of Cleaning Science (2011).

Apart from RHI Magnesita India Limited, she holds Directorship of Board of Directors of Impressions Services Private Limited, Digiveritas Outsourcing Solutions Private Limited and Cartella India Private Limited.

**Sonu Chadha**
Independent Director

**Kamal Sarda** is a prominent figure in the manufacturing industry, with approximately 35 years of professional experience. He has been with IFGL Refractories Limited, a leading refractory company, for nearly 26 years, driving the company's growth through various leadership roles, including Chief Financial Officer, Chief Operating Officer, Chief Executive Officer, and Director.

In addition to his extensive experience in the refractory industry, Kamal has worked as an independent financial consultant and has been associated with Shristi Infrastructure Development Corporation Limited, Stone India Limited, and Incab Industries Limited. He has also served as the Chairman of the Indian Refractory Makers Association for two terms, further solidifying his influence in the industry.

Kamal Sarda is a Fellow of the Institute of Chartered Accountants of India, a law graduate, and holds a B.Com. (Hons.) degree from Calcutta University. Currently, he serves as the CEO of The Alumina Industrial Company LLC in Abu Dhabi, a greenfield project dedicated to manufacturing alumina-based raw materials, a primary raw material required by the refractory industry.

As on date, except RHI Magnesita India Limited, he does not hold directorship in any other Company.

**Kamal Sarda**
Independent Director

**Priyabrata Panda** is a distinguished veteran of the refractory industry, bringing over four decades of expertise to RHIM India. He began his journey with TRL Krosaki Refractories Limited in 1981 as a Graduate Trainee and steadily advanced through a series of technical and leadership roles. Notably, he served as Chief Operating Officer from 2009 to 2014 and led TRL Krosaki's China operations as President & CEO from 2006 to 2009. In 2015, he was appointed Managing Director, a position he held with distinction until his retirement in 2024.

He holds a Bachelor of Science (Technology) degree from Calcutta University. He is a Fellow of the Indian Institute of Ceramics and a Life Member of both the Indian Institute of Metals and the Indian Ceramic Society. In recognition of his outstanding contributions to the industry, he was honoured with the Lifetime Achievement Award by the Indian Refractory Makers Association in 2024.

**Priyabrata Panda**
Independent Director

**Gustavo Franco** joined Magnesita in 2001. During the first years of his career, he progressed through various technical and sales managerial roles in South America, North America and Europe, resulting in vast international experience, having lived in Brazil, USA, Germany, the Netherlands and Austria. In the last two decades, he has also built an extensive understanding of the refractory industry and the market forces within it. He has deep familiarity with customers of RHI Magnesita and brings a tactical as well as strategic view to his executive role.

In 2017 he led the go-to-market integration of RHI and Magnesita. He was appointed Chief Sales Officer in 2019, and since 2022, he has been the Regional President, responsible for the regional P&Ls, as well as the Global Business Units. The Global Procurement, Supply Chain, and Commercial organizations have reported to him in his role as Chief Customer Officer.

Apart from RHI Magnesita India Limited, Gustavo Lucio also holds directorship in RHI Magnesita India Refractories Limited and RHI Magnesita Seven Refractories Limited. Along with this, he also holds the position of Managing Director of Magnesita Refractories S.R.L., Radex Vertriebsgesellschaft m.b.H., RHI Magnesita (China) Co. Ltd. and Veitscher Vertriebsgesellschaft m.b.H.

**Gustavo Lucio Goncalves Franco**
Non-Executive Director

**Ticiana Kobel** is an Executive Vice President, Legal & Digital Transformation in RHI Magnesita N.V. She has extensive legal experience in a wide range of global businesses, such as SR Technics Group and Buhler Group, leading legal departments in manufacturing, aviation, technology, the service sector and engineering industries. In those roles, she was in charge of crucial projects pertaining to varied matters, such as complex strategic procurement, spinoffs, sales and acquisitions and corporate governance issues and assisted with the design and implementation of compliance functions, mergers and acquisitions and partnerships.

Ticiana Kobel has a law degree with an emphasis in corporate law from the Federal University of Minas Gerais and an LLM in International Economic Law and European Law from the University of Geneva.

She also holds Directorship of Board of Directors of RHI Magnesita India Refractories Limited and RHI Magnesita Switzerland AG. She also holds the position as Managing Director of RHI Magnesita HELP -Verein zur Unterstutzung von Arbeitnehmern in Notsituationen, RHI Refractories Raw Material GmbH and Veitscher Vertriebsgesellschaft m.b.H.

**Ticiana Kobel**
Non-Executive Director

# Consolidated Financial Highlights

**Revenue**

₹ 36,745 Mn.

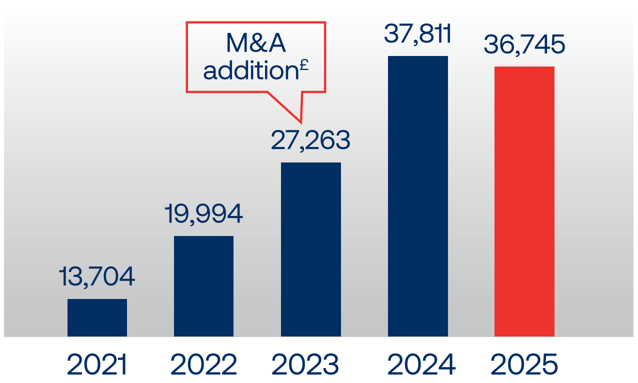
3%

**PAT**

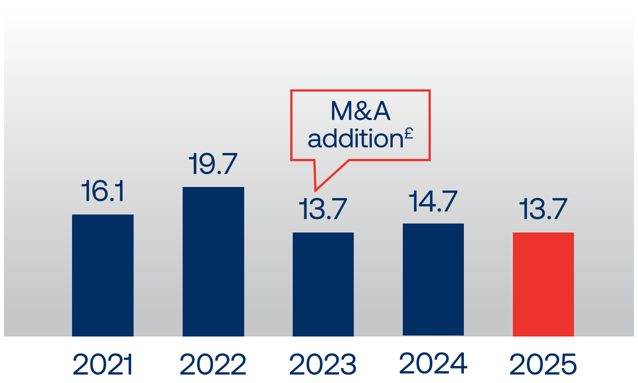
₹ 2,025 Mn.

302%

## Revenue (₹ Mn)

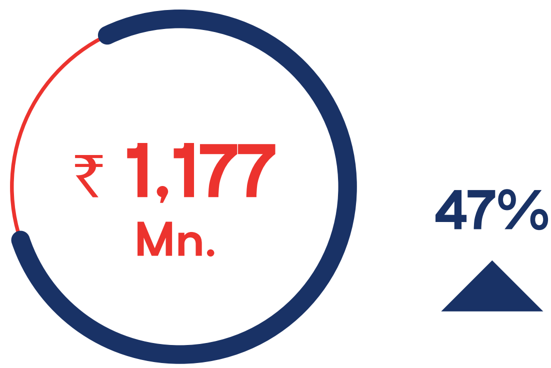



## EBITDA Margin (%)



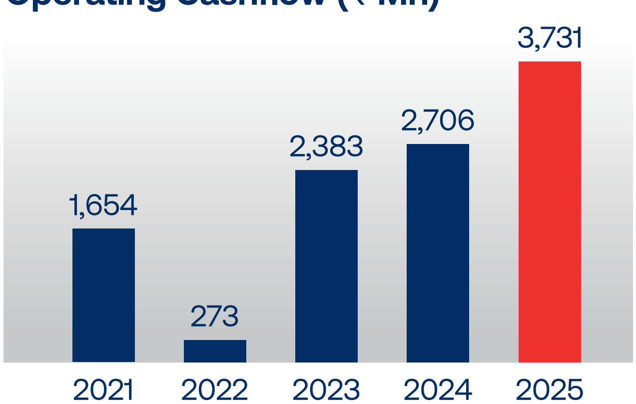

£ Acquisition of the refractory business of Hi-Tech Chemicals Limited, along with the India-based refractory business of Dalmia Bharat Refractories Limited

## CAPEX

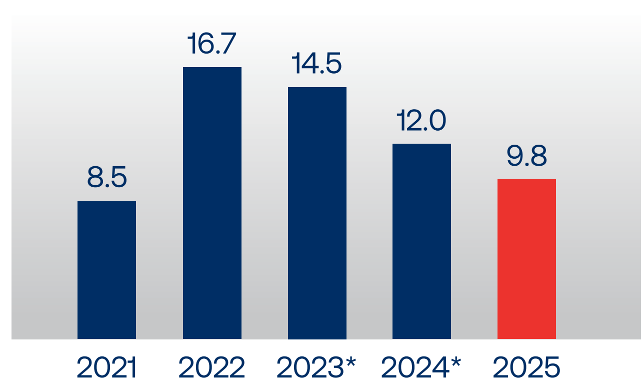



## Cash Returned to Shareholders


## Operating Cashflow (₹ Mn)



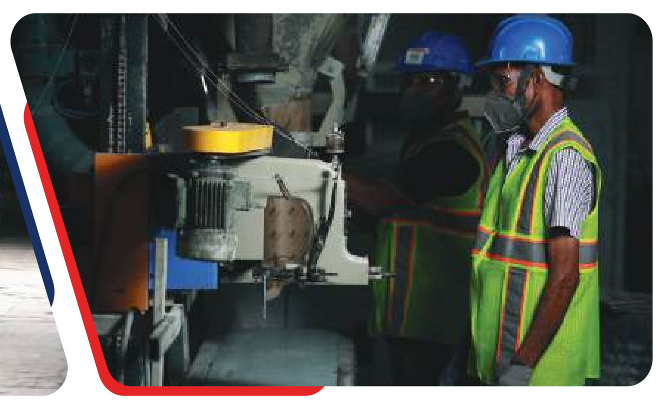

## EPS (₹)




* Adjusted for one timers

# An Unwavering Commitment to 'Safety First'

Safety goes beyond mere rules and regulations; it involves fostering a culture where every employee feels safe and is responsible for their own safety and that of their colleagues. RHI Magnesita India (RHIM India) is committed to inculcating a culture of 'safety-first' across all offices, and operational sites, ensuring that a safe workplace provides a foundation for all RHIM employees to flourish in their careers. Through proactive initiatives, RHIM India is dedicated to achieving the highest safety standards and realizing the goal of 100% workplace safety. Workplace safety isn't just a strategy; it's a commitment that we live by every day. Focus is on continuous improvement, ensuring that as work protocols evolve, so do the safety procedures that need to be followed.

## Cross-Functional Audit 2025 - A Vision for Safety Excellence in Refractory Services

RHIM India initiated a new program for site safety internal audits and reviewed the health and safety (H&S) performance of individual site locations. Under this initiative, cross-functional audits were launched and conducted by our safety professionals, reviewing the HSE Excellence Roadmap, and established a new safety plan for 2024 that includes a standard reality check audit for the consistent implementation of safety standards across various site locations. This initiative was successfully rolled out, yielding valuable results that helped identify and address gaps in making the workplace safer.

## Sharing Safety Best Practices with Customers

RHIM India participated in Learning from Each Other (LEO) workshop organized by a valued customer as part of their 'Safety Systems & Practices in Refractory Works in Steel Plant'. RHIM India team delivered a presentation titled 'Best Safety Practices on Refractory in the Steel industry' and provided an overview of the best practices, giving a supportive direction to the customer's employees and helped them understand the nuances of 'safety first'.

## National Safety Campaigns - 54th National Safety Week, 36th National Road Safety Week & Fire Service Week

To commemorate the 54th National Safety Week, RHIM India undertook several initiatives to promote safety awareness among all employees. Aligning with the theme "Safety & Well-being Crucial for Viksit Bharat", the internal campaigns emphasized the importance of 'safety' and how individual well-being contributes to the growth of the nation.

Participating in the 36th National Road Safety Week, RHIM India undertook internal campaigns to highlight the critical challenges of road safety and encourage widespread participation in addressing this significant issue.

Taking part in the 'National Fire Service Week' campaign, RHIM India showcased the commitment towards "Fire Safety" by providing communication to all employees on various aspects of 'fire safety'

**Know About Fire; Types & PASS rules of Fire Extinguisher; Component & Inspection of Fire Extinguishers; Storage & Handling of Flammable Gas Cylinders; Electrical Fire & Prevention & Domestic Fire & Prevention**

**RHIM India commemorated the 54th National Safety Week, through several initiatives to promote safety awareness among all employees.**

## Awards & Accolades

RHIM India continued the trend of being recognized by our valued customers for exceptional commitment towards maintaining a safe and secure work environment at various sites. These achievements not only highlight the efforts but also reflect the safety culture RHIM India strives to uphold every day.

- Safety Award and certificate – from a valued customer for the exceptional commitment to maintaining a safe and secure work environment – prioritizing safety on the job through consistent dedication, vigilance, and proactive approach.
- Top safety performing sites – Developed an HSE Road map to achieve the required targets. In 2024, RHIM India has become the winner 9 times for creating a workplace with zero injuries at valued customer sites.
- Site Achievement – Achieved and sustained 4-star rating in the external audit of CSM (Contractor Safety Management) at customer site.

# Strategic Partnerships

The year 2024 witnessed a transformational milestone with a strategic partnership with Capgemini, a global business and technology transformation partner. This strategic partnership is aimed to enhance efficiency, scalability, and customer focus through an integrated Global Shared Services (GSS) model. At the heart of this partnership lies a commitment to collaboration and inclusivity. By adopting a One Team approach, this seamless integration ensures continuity and opens new opportunities for learning, innovation, and professional development. Employees will benefit from Capgemini's cutting-edge technologies, best-in-class tools, and a broader network of expertise. This focus on personal growth ensures that the partnership drives not only organizational success but also individual career advancement.

# Creating Value for Customers with Innovation

## Innovative solution to address the complex Blast Furnace Hearth Repair

RHIM India is proud to announce the successful completion of a critical Blast Furnace Hearth Repair for one of its valued customers. The team was tasked with studying the Blast Furnace hearth and recommended a repair solution.
Given the complexity of the job and the conditions inside the furnace, RHIM India's dedicated team recommended using manual casting, shotcrete for hearth repair, and **robotic stack shotcrete as the optimal method.** This approach, along with careful planning and coordination of manpower, machinery, and materials, ensured reliability and technical excellence, all the while maintaining the highest safety standards.
This is a testament to the trust RHIM India has built over the years with the customers and an example of the Total Refractory Management & Solutions that the company offers. RHIM India is proud to have been a trusted partner in this project and looks forward to continuing this collaboration on future blast furnace repairs.

## TURNKEY PROJECT

# 3 months. 9 critical zones. One great team effort!

This was a milestone project! One that came with a tight deadline and unforeseen challenges, which encouraged the team to think out of the box. RHIM India's Industrial team stood steadfast and completed the project end-to-end, earning high praise from the customer!

Indeed, the refractory turnkey project for the 12mw incineration boiler for one of our valued customers was no small feat! In just three months, RHIM India supplied and installed 550 MT of castable refractories from the plant in Katni, Madhya Pradesh, meeting the tight deadlines set by the customer. The boiler had nine critical zones, each requiring specialized high-quality materials like SiC-based bricks, ceramic anchors, and LC castable, backed by insulation layers for maximum durability.

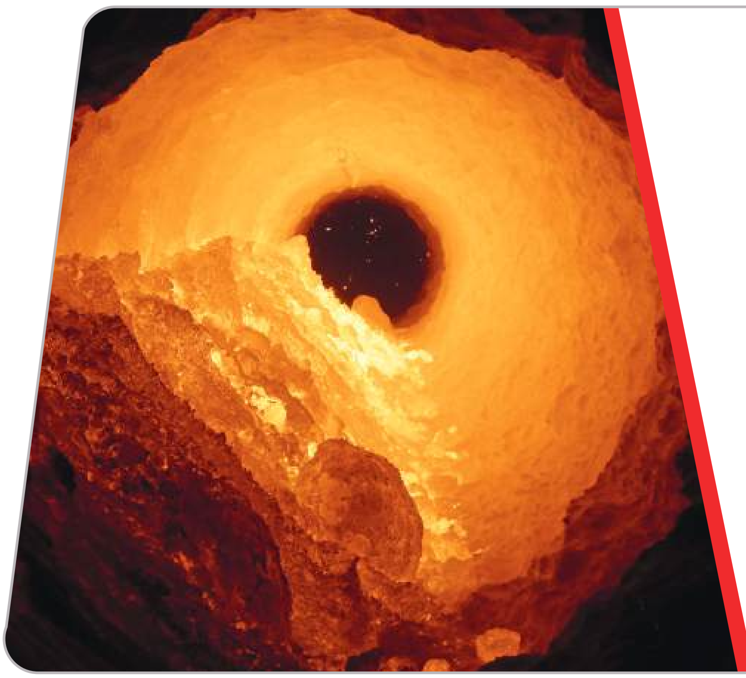
In addition to the installation, the team also took charge of the dry-out process, ensuring optimal performance. Over 108 hours, meticulously brought up the temperature to 550°C. The result was a refractory application that proved RHIM India's expertise and commitment to excellence.

The customer specifically appreciated the technical expertise, service quality, and manpower engagement and none of this would have been possible without the incredible dedication of our Service Team.

Here's to more successful projects and teamwork that drives us forward!

# Taking Innovation Beyond 1200°C!

RHIM India is proud to provide customers across the country with refractory products that sustain heat beyond 1200°C. These milestones and achievements are a testament of the innovation that makes RHIM India a market leader in the refractory industry.



## New Records Unlocked!

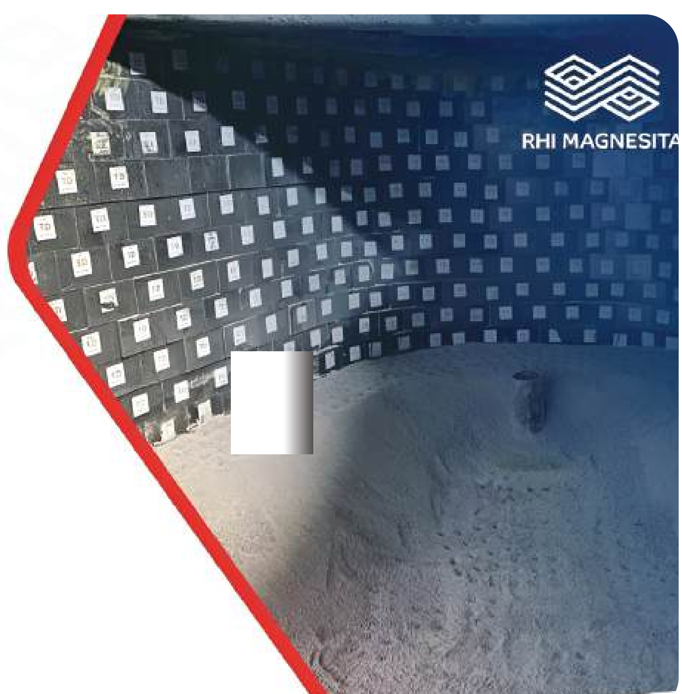
- Highest ever TLC life of 2335 heats with RHIM's full ASC set at Tata Jamshedpur. Smashed our previous record of 2226 heats in Aug '24.
- Highest ever life of 687 in EAF with arcing at SMS-2 – Jayaswal Neco, Raipur!
- Ladle bricks achieved a milestone life of 106 heats at Jayaswal Neco, Raipur!
- Achieved the highest ever Life of 377 heats at Bajaj Mukand Ltd, Maharashtra – powered by 100% RHIM bricks and monolithics.

4PRO

## Taking Innovation Beyond 1200 °C

### 4PRO solution business

We are thrilled to announce a significant milestone under our 4PRO solution business – **Ever Highest life of 342 heat for our valued customer – Bajaj Mukand Ltd Thane** with 100% RHIM bricks and monolithics



# Expanding Footprints

## Driving Business Growth with New RHIM India Offices

Taking forward significant investments in India to drive business growth, RHIM India inaugurated its new Regional Corporate Office in Gurugram and a new office in Kolkata. The new offices have been designed with the latest accessibility, safety, and sustainability features, reflecting the company's dedication to promoting sustainable business practices and a 'safety first' culture. The new regional office underlines RHIM India's commitment to serve customers more efficiently and drive sustainable, resilient and profitable growth. India stands out in the region for its IT capabilities, and vibrant young population of professionals. The new facilities will support attracting the best of talent and enable employees to provide an excellent service to our valued customers.

## Manthan Vistaar - Annual Dealers Meet

RHIM India brought together its valuable dealer network from across the country and outlined its next phase of growth and expansion. The high impact annual dealers meet titled "Manthan Vistaar," provided the company and its dealer network an opportunity to strengthen the existing partnership and discuss the role the refractory industry will play going forward as an enabler of the infrastructure growth in India.

In addition to the strategic discussions, RHIM India felicitated the top-performing dealers, celebrating their contributions and achievements over the past year

# Thought Leadership in Action

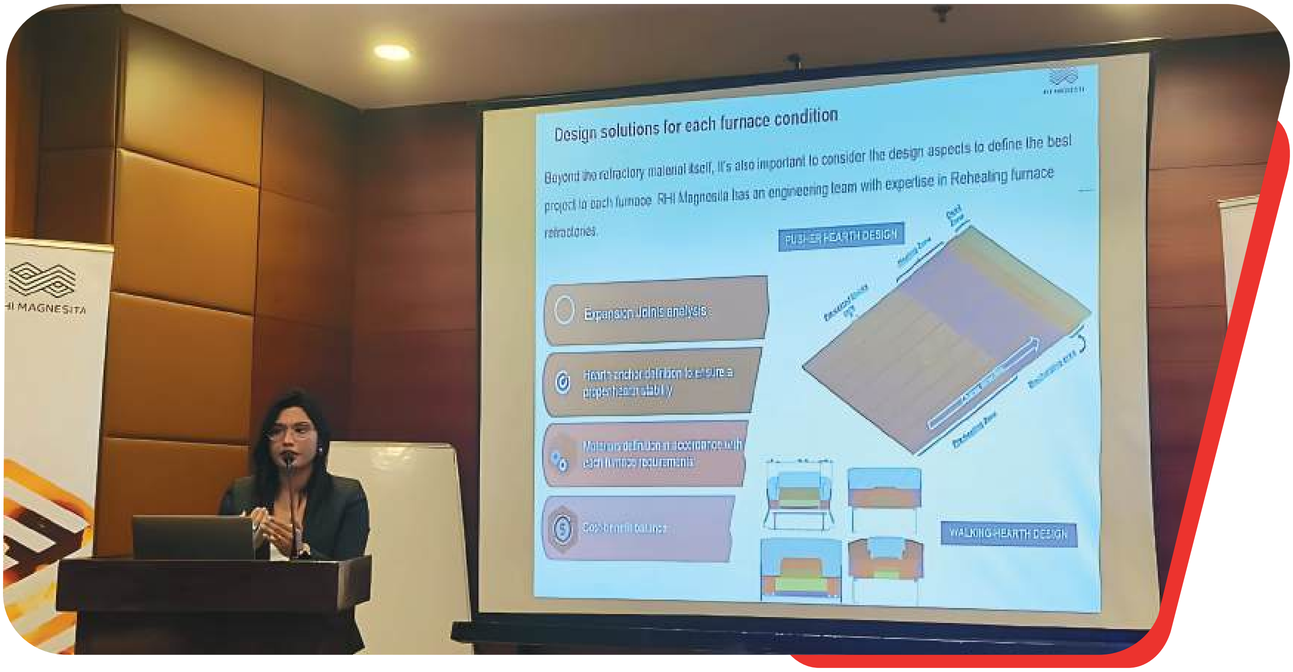

a. **IREFCON 2024: Shaping the future of refractories**

IREFCON 2024 was a defining moment for RHI Magnesita, fostering discussions that will shape the refractory industry's future. Over three transformative days, thought leaders engaged in plenary talks, panel discussions, and technical sessions, highlighting key industry challenges and innovations.

RHI Magnesita leadership set the tone on sustainable refractories, emphasizing decarbonization, policy advocacy, and diversity in the industry. RHIM led the CEO panel discussion, providing strategic insights on navigating economic shifts while driving innovation. A historic milestone was achieved with the first-ever "Women in Refractories" session in India, hosted by RHI Magnesita, spotlighting leadership, inclusion, and career advancement.

Additionally, expert-led technical sessions explored supply chain resilience, metallurgical advancements, and sustainability initiatives, reinforcing RHIM's commitment to progress.

These impactful dialogues at IREFCON 2024 will continue to shape a more agile, inclusive, and forward-thinking refractory industry.




**b. 'Refractory Express' launched to empower SMEs**

RHIM India kicked off the year with Refractory Express, a dynamic initiative designed to support our small and medium-sized customers through an extensive dealer network.

The first-ever Refractory Express workshop took place on January 10th in Jaipur, Rajasthan, in collaboration with Jainco Refractories, bringing together 50+ attendees from 30+ organizations. Participants gained insights into technical solutions, innovative refra products, supply chain best practices, and industry resilience strategies.

More than just a workshop, Refractory Express ensures express supply, expert guidance, and business empowerment. With upcoming sessions across India, this initiative is set to reshape industry engagement and growth in 2025.

c. **Roadmap & Challenges for DRI**

Pelletisation & Induction Furnaces in India Towards Decarbonization, organized by Steel & Metallurgy Magazine. Exploring the role of DRI for a greener future as industries worldwide accelerate the shift toward sustainable solutions, Direct Reduced Iron (DRI) has emerged as a crucial player in reducing carbon emissions in energy-intensive sectors like steel.

Recognizing its impact, RHI Magnesita India, represented by Sanat Ganguli, shared expert insights at a conference titled "Roadmap & Challenges for DRI, Pelletisation & Induction Furnaces in India Towards Decarbonization". The event was organized by the Steel & Metallurgy Magazine.

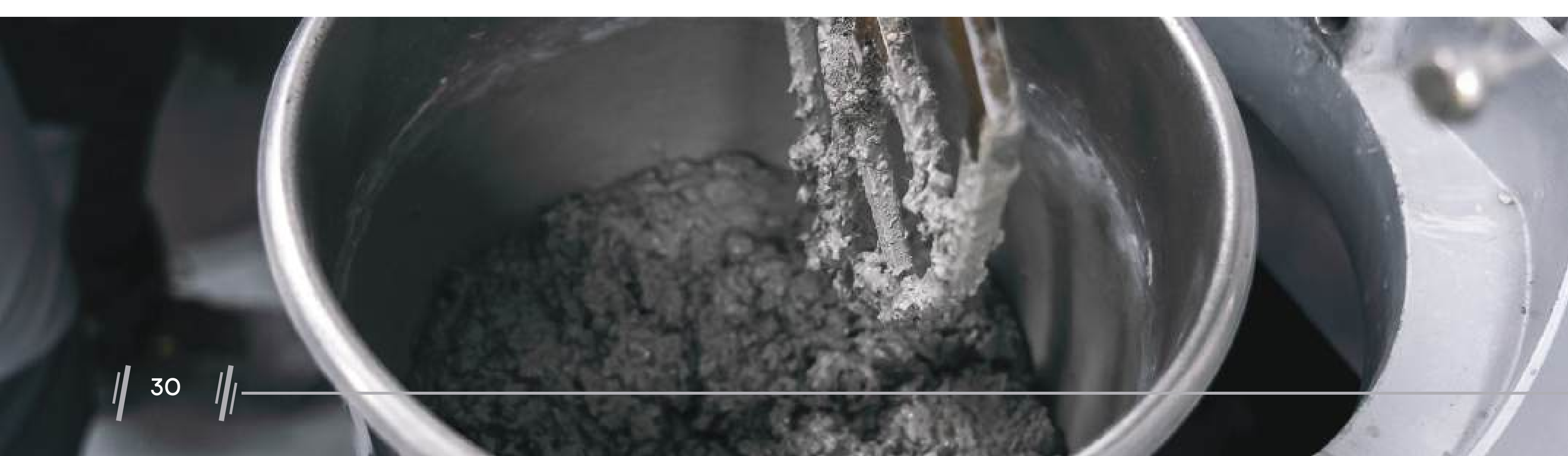
The discussion focused on DRI's role in shaping a greener future, its technical advancements, and strategies for industry-wide adoption. As the demand for sustainable steel production grows, initiatives like these pave the way for a low-carbon tomorrow.

**d. Strong presence at the CII National Manufacturing Summit 2024**

India's core industries-steel, cement, power, and manufacturing-stand at the forefront of the nation's economic surge, driving innovation, infrastructure, and global competitiveness. Recognising the role that these industries play in India's growth story, we are excited to share our views and insights on the topic. Parmod Sagar, shared insightful perspectives during the CEO Session on: **Core Industrial Sectors as Harbingers of the Indian Growth Story.**

"India's approach to manufacturing has shifted from merely producing goods to delivering value-added solutions. With increasing attention on lifecycle management, circular economy practices, and end-to-end supply chain digitization, the sector is setting new benchmarks for efficiency, sustainability and customer experience."

**Parmod Sagar**


**e. METEC India 2024 - an extraordinary event for RHI Magnesita India.**

RHIM showcased groundbreaking advancements in refractory solutions, immersive experiences in the VR-VERSE, and game-changing Digital Solutions. The Supermarket of Refractories captivated visitors with its diverse range of innovations, creating a dynamic and interactive atmosphere at the stall.

A standout moment was the visit by the Parmod Sagar, whose infectious enthusiasm and visionary leadership energized the event.



**f. RHI Magnesita India Shines as Platinum Sponsor at IIM-ATM 2024!**

RHIM India made a significant impact at the 78th Annual Technical Meeting of the Indian Institute of Metals (IIM-ATM 2024) at GKVK Bengaluru.

RHIM India had the privilege of hosting L.R. Singh, COO of JSW Vijayanagar Works, who engaged with the team on advancements in refractory solutions and sustainability.

During the event, Reinhard Ehrengruber, Global Head of Go-to-Market at RHI Magnesita, also won the Best Oral Presentation Award.

Jyotirmoy Bhattacherjee, Head of Sales Steel at RHIM India, chaired a technical session, adding valuable insights to the discussions.

RHIM India showcased its commitment to driving innovation, fostering collaboration, and advancing the metals and materials industry.

**g. Showcasing Innovation at the International Stainless Steel Expo 2024**

RHI Magnesita proudly showcased its latest refractory innovations at the 2nd International Stainless Steel Expo, held from October 3-5 at Yashobhoomi, New Delhi. With over 100 customers and industry leaders visiting our booth, we highlighted solutions that boost efficiency, support sustainability, and align with the #MakeInIndia vision.

### h. Conference on Indian Foundry: Towards a Globally Competitive & Sustainable Industry

RHIM India has been actively advancing its go-to-market initiatives, strategically positioning itself as a key player in the Ironmaking, DRI, Pellet, and Foundry sectors. The participation in industry-specific seminars and government forums has significantly boosted our visibility and engagement within these critical markets.

RHIM India had the privilege of participating in the session on Innovative and Technological Advancement aimed at making India a foundry hub, organized by the Confederation of Indian Industry (CII). This platform allowed to showcase the expertise and connect with industry leaders, further solidifying the presence of RHIM India in the foundry sector.

Additionally, RHI Magnesita India took on a pivotal role as a sponsor at the 7th India Iron Ore & Pellet Summit | 6th India DRI, Scrap, & Steel. RHIM India was also a key participant at the 4th India Coal Outlook Conference organized by BigMint. Represented by Sanat Ganguli, Head of Ironmaking, DRI, Dealer, and Foundry, the team contributed to insightful discussions on the future challenges and opportunities in the industry. The event also provided an opportunity to honor industry stalwarts in the shipping, bulk vessel, and freight markets, recognizing their substantial contributions.

These initiatives are not only enhancing the visibility of RHIM India but are also driving tangible results. A marked increase in customer inquiries and improved performance across our newly developed business vertical, reflect the success of our strategy. By actively participating in such high-impact forums, RHI Magnesita India continues to lead with innovation and technological advancements, ensuring our solutions remain at the forefront of the industry.

i. **Journey Towards Viksit Bharat: Post Union Budget 2024-2025 address by Hon'ble Prime Minister**

RHIM India was privileged to be part of the Post Union Budget 2024-25 Conference, centered around the visionary theme "Journey Towards Viksit Bharat." The conference was graced by a special address from the Hon'ble Prime Minister of India, Shri Narendra Modi, who outlined the government's roadmap for inclusive economic growth and national development.

Representing **RHI Magnesita India Ltd., Parmod Sagar**, was invited to this prestigious gathering, reaffirming the company's steadfast commitment to **India's industrial transformation and economic progress.**


# ICFAREFCON 2025

# Iron Ore, Coal, Ferro Alloys & Refractory Congress

RHIM India participated as a Gold Sponsors at this prestigious event showcasing the Digital Solutions and Supermarket of Refractories offerings. Parmod Sagar, RHIM India, delivered a key note address during the inauguration of ICFAREFCON 2025, on the topic '**From Challenges to Solutions: Transforming India's Refractory Industry for Global Leadership**', highlighting the indispensable role of refractory industry, particularly in developing and emerging economies and with dedicated efforts towards innovation and customer-centric solutions, the industry will continue to be a key contributor world's journey towards sustainable industrialization beneficial to society at large.



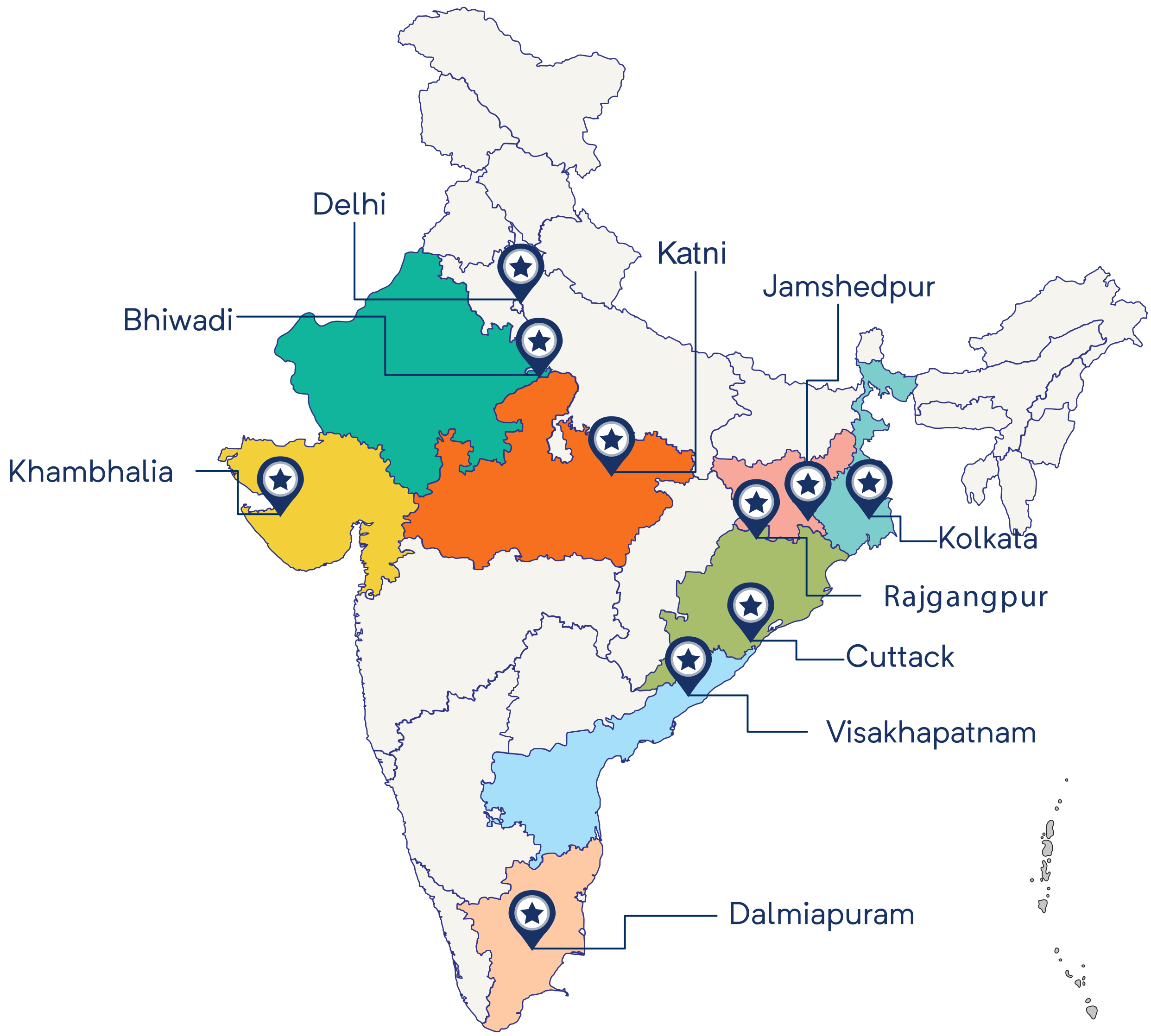
RISE Together

# CSR Initiatives and Impact

## Committed to Inclusive Growth

At RHI Magnesita, Corporate Social Responsibility is not just a commitment but a heartfelt journey of transformation, inclusion and empowerment. Through a series of thoughtful initiatives across India, RHIM has been actively involved in nurturing communities, creating opportunities and improving infrastructure and livelihoods. Our endeavor has been to make meaningful contributions towards enhancing the quality of life of the people whose lives we have touched.

## Our CSR Footprint



## Executive Summary

The CSR activities undertaken through the year reflect the approach "we firmly believe the health and welfare of our people, the community and society, as a whole, is intrinsic to our approach to business."

Through 2024-25, the Company has been scaling up its efforts to enhance impact on communities and stepped up on its endeavors to bring positive momentum on the lives of the people and enable an inclusive approach through initiatives in the areas of Rural Transformation, Health, Education, Skill development, Women Empowerment, and Environment.

The Company has fully spent the required amount towards CSR and there are no unspent CSR amounts for the year requiring a transfer to a fund specified in Schedule VII of the Act.

An amount of INR 102 lakhs (Eur 111K) has been transferred to the unspent account in accordance with sub-section (6) of Section 135 of the Act for 12 ongoing projects from FY 2024-2025.

## Empowering Through Education

RHIM India recognize the transformative power of education. That is why, the company has taken thoughtful steps to enhance learning environments in government schools across many rural areas in India. From supporting teachers' salaries to providing uniforms, smart classroom materials, books and stationery, RHIM India strive to ensure every child has the tools to thrive. To create safe and inspiring learning spaces, RHI Magnesita India rejuvenated and built classrooms, libraries, toilets, and washrooms- creating a positive impact that goes beyond academics.

## Transforming Rural Lives

Our commitment to rural development spans across many underdeveloped villages, where we have initiated projects to improve basic infrastructure and overall quality of life. These efforts include road construction, renovation of community centers, clearing of dilapidated structures, building bus shelters and providing access to clean drinking water.

## Skill and Vocational Training Programs for Youth Empowerment

In Rajasthan, Jamshedpur, and Rajgangpur, RHIM launched youth upskilling programs, with a special focus on empowering women by offering them incentives. By equipping young individuals with employable skills, we aim to create long-term, sustainable opportunities for a better future.

## Committed to Community Health and Well-being

Getting proper health care is a right for all people, not just for those who can afford or have access to it. To make this a success, RHIM has been been supporting VRD Trust Hospital since 2018 near Vizag, which provides essential medical services to over 10,000 residents. With no nearby medical facilities, our initiative fills a critical need within a 3-5 km radius.

The hospital offers daily consultations, tests, and free medicines with a nominal registration fee. The support extends to primary medical care, preventative health care, dental care, and assistance for disabled individuals. We also organize health camps and provide financial aid in case of medical emergencies.

RHI Magnesita's support for the VRD Trust under its CSR program significantly impacts the lives of underprivileged communities by improving healthcare access, infrastructure, water supply, and safety. These initiatives collectively foster sustainable development and empower individuals to lead better lives.

## Empowerment Through Vision: Skills for Success

The NAB India Centre for Blind Women & Disability Studies is dedicated to empowering blind women through vocational training and skill development.

RHI Magnesita India supports this initiative to transform the lives of visually impaired women by providing them with the necessary skills to achieve socio-economic independence. Support provided by RHI Magnesita will be utilized to support various impactful programs at the NAB India Centre for Blind Women & Disability Studies.

- Bakery & Café – To train blind women in baking and managing a café.
- Customer Care Executive Training – To equip blind women with skills required for customer care roles.
- Craft & Packaging – Empowers them to create and sell handmade products, fostering entrepreneurial skills and providing a source of income through small businesses or employment in related industries.
- Pain Relieving Therapies – To train women in therapeutic techniques such as massage and other pain relief methods.

## Inclusive Education for Underprivileged and Special Needs Children

Continuing its focus on the welfare of underprivileged children, RHIM supported project by Hope Kolkata Foundation (HKF) for all round development of children by providing shelter, nutrition, education, medical and health care, counselling, awareness generation, life skill training, and recreational activities.

The children with special needs are provided with 5 types of therapeutic supports- occupation therapy, speech therapy, physiotherapy, dance movement therapy and behavioral therapy. The project aims at ensuring that all children with special needs across Kolkata are accessing free rehabilitation support and thus can continue education. This project also ensures inclusion of children with special needs at schools. To carry out therapy services assistive aids and appliance were provided at resource centers.

The project also ensures basic educational rights of underprivileged children between 6 – 14 years, living in derelict and sprawling slums of Bhagar. Children from slum communities who have never been to school, or have dropped out of school, are enrolled in an age-appropriate class and find themselves unable to cope. This project proposes to integrate inclusive and quality education in schools where these children are enrolled to improve the learning environment.

# Special Activity

## Spreading Kindness on the International Day of Persons with Disabilities

On the International Day of Persons with Disabilities, RHIM India teams from all plant locations united to bring smiles to differently-abled individuals within the communities around. From organizing a voluntary food collection drive for NGOs supporting specially-abled individuals to distributing essentials like bags, groceries, and blankets, their efforts embodied true compassion.

A particularly touching initiative was providing white canes to visually impaired students, empowering them with tools for independence and mobility. These thoughtful gestures reflect the spirit of RHIM teams, who are always ready to step forward and make a difference.

# In Media

CNBC TV18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Business Today

SUSTAINABILITY • CARBON CREDITS

THE GREEN BARRIER

THE EU'S CARBON BORDER ADJUSTMENT MECHANISM COULD MAKE INDIAN EXPORTS UNCOMPETITIVE, UNLESS EFFORTS TO REDUCE CARBON EMISSIONS ARE ACCELERATED

BY NIDHI SINGAL

FOR JINDAL STAINLESS, exports constitute approximately 15% of sales volume; about 40% goes to Europe. While Europe presents a significant growth opportunity for the stainless steel major, the European Union's Carbon Border Adjustment Mechanism (CBAM) could have posed a hurdle. But the company's focus on sustainability and reducing carbon emissions has helped it stay competitive. "CBAM's transition period, starting from October 1, 2023, imposes extensive data compliance requirements on Indian exporters," says Abhyuday Jindal, MD of Jindal Stainless. "While CBAM won't immediately affect our business financially, the financial implications will begin on January 1, 2026."

CBAM, in its transition period till December 2025, mandates that importers of goods in the scope of the new rules will have to report greenhouse gas (GHG) emissions embedded in their imports (direct and indirect). But more on that later.

Jindal Stainless isn't the only Indian manufacturer to be impacted by CBAM. While Tata Steel's, exports to Europe is only about 1-2% of overall India production, "the company is already reporting its emissions using the WSA (World Steel Association) and GHG methodologies in its integrated report and has completed life cycle analyses for its major steelmaking sites", says Rajiv Mangal, Vice President (Safety, Health & Sustainability), Tata Steel.

Other manufacturers across sectors such as iron, aluminium, etc., that export to the EU are also taking steps to comply with CBAM. But what is CBAM?

96 | Business Today | 23 June 2024

CONSTRUCTION TIMES

DIGITAL TECHNOLOGIES AND AUTOMATION BOOST PRODUCTIVITY AND EFFICIENCY

| 86 | CONSTRUCTION TIMES | June 2024

Manufacturing Today

## Budget boost could power India's refractory industry to new heights

A separate budgetary allocation could play a crucial role to augment capacity and take the growth of this industry to new heights.

by ***Parmod Sagar, CEO & MD of RHI Magnesita India*** July 22, 2024 SHARE

The forthcoming budget is an opportunity for a "call to action" for India's refractory industry, which is critical to driving India's growth story. Focusing on manufacturing and infrastructure has been a priority for the Government of India as a driver for economic growth. However, despite the precise impact of the refractory sector on industries such as steel and cement, enablers through a balanced policy environment for the refractory space have seemingly not kept pace with this growth ambition. The budget could, therefore, be an inflexion point for this industry if opportunities are leveraged to provide a much-needed boost for this sector. This can happen through budgetary allocation and by making the sector eligible for the PLI scheme.

## RHI Magnesita India reports record 18% EBITDA margin since acquisitions

The company's strategic objectives include advancing decarbonisation efforts through recycling initiatives.

by Staff Writer | August 15, 2024 SHARE


RHI Magnesita India Limited reported its highest quarterly EBITDA margin of 18% in Q1 FY 2024-25 since completing recent acquisitions. The company achieved a 16% EBITDA growth compared to the same quarter last year, recording Rs. 878 crores in revenue, down from Rs. 928 crores in the previous year.

The Statesman

## *Austria's RHI Magnesita seeks a policy to ensure refractory raw material supply to India*

**STATESMAN NEWS SERVICE**

NEW DELHI, 15 JULY

Vienna-based RHI Magnesita, the global leader in the manufacturing and supply of refractory products, systems, and solutions, appealed to the government of India for strategic policy initiatives to diversify the sourcing of critical refractory grade minerals to ensure raw material supply security for the sustainable growth of the country. This was pressed upon by Gustavo Franco, chief customer officer of the company, during the India-Austria Business Meet held recently as part of Prime Minister Narendra Modi's visit to the Austrian capital, Vienna.

The company also requested policy measures to restrict the environmentally harmful landfilling of used refractories and to promote recycling, which in turn ensures the availability of secondary raw materials for the industry and contributes towards building a circular economy. Parmod Sagar, Managing Director and CEO of RHI Magnesita India Ltd said, "Refractory products and solutions are critical for the production of steel, cement, glass, aluminum, energy, and all such products that require high-temperature manufacturing processes."

Inauguration by Stefan Borgas, CEO and Parmod Sagar, President - India, West Asia & Africa, RHI Magnesita

## RHI Magnesita India Inaugurates its New Regional Corporate Office in Gurugram, Boosting its Presence and Driving Growth Across India, West Asia & Africa

ANI | Updated: Nov 19, 2024 11:50 IST

NewsVoir

Gurugram (Haryana) [India], November 19: RHI Magnesita India Limited, the leading manufacturer and supplier of high-grade refractory products, systems, and solutions, today announced the inauguration of its new Regional Corporate Office in Gurugram, latest in the series of significant investments in India to drive business growth in the region, marking a significant milestone in the company's growth journey.

Strategically located, the newly unveiled facility is on the 19th & 20th Floor of DLF Square, M Block, Phase II, Jacaranda Marg, DLF City, Gurugram - 122002, the office space has been designed with the latest accessibility, safety, and sustainability features, reflecting the company's dedication to promote sustainable business practices and a 'safety first' culture.

The new facility was inaugurated by Stefan Borgas, CEO, RHI Magnesita and Parmod Sagar, President - India, West Asia & Africa, RHI Magnesita.

Speaking at the inauguration, Parmod Sagar, stated, "India has been a key growth market, and setting up our new regional office underlines our commitment to serve our customers more efficiently and drive sustainable, resilient and profitable growth. India stands out in the region for its IT capabilities, and vibrant young population of professionals helping us to attract the best of talent and allow them to provide an excellent service to our valued customers. We are excited to build on these strengths to drive our business forward and contribute to India's economic progress."

By continually investing in both its employees and infrastructure, the company is well-positioned to further strengthen its leadership in the industry and drive further success in India and globally.

RHI Magnesita India Ltd. is the leading global manufacturer and supplier of high-grade refractory products, systems and solutions, which are critical for high-temperature processes exceeding 1,200°C in a wide range of industries, including steel, cement, non-ferrous metals and glass. This includes Magnesia and Alumina based bricks and mixes for large industrial customers as well as specialty refractory products like Isostatic products and Slide Gates. With 2,000+ strong skilled workforce in 8 state-of-the-art manufacturing plants, 3 main offices, 30 site offices across the country and a world-class R&D centre at Bhiwadi, RHI Magnesita India serves customers in India and more than 75 countries.

The Company is listed with BSE: 534076 and NSE: RHIM; Website: www.rhimagnesitaindia.com.

(ADVERTORIAL DISCLAIMER: The above press release has been provided by NewsVoir. ANI will not be responsible in any way for the content of the same)

TAGS: NewsVoir | Stefan Borgas | Parmod Sagar | Regional Corporate Office in Gurugram | refractory products | steel | cement | non-ferrous metals | Advertorial Disclaimer



NEWS

## RHI Magnesita India plans ₹3,600 cr capex

Over the past two years, RHI Magnesita has invested about €300 million to build capacity of over 5,00,000 tonnes of refractory production

By Our Bureau

Updated - September 06, 2024 at 08:38 PM. | Mumbai, Sept 6

Over the past two years, RHI Magnesita has invested about €300 million to build capacity of over 5,00,000 tonnes of refractory production | Photo Credit: Jaishankar P 7656@Chennai

RHI Magnesita India, a leading manufacturer and supplier of high-grade refractory products and solutions, plans to invest about €400 million (₹3,600 crore) by the end of next fiscal to expand and upgrade its production capacity in India.

Over the past two years, RHI Magnesita has already invested about €300 million to build capacity of over 5,00,000 tonnes of refractory production in the country.



The company is the leading global manufacturer and supplier of high-grade refractory products, which are critical for high-temperature processes exceeding 1,200°C in a wide range of industries, including steel, cement, non-ferrous metals and glass.

READ MORE

## आरएचआई मैगनेसिटा इंडिया ने सालाना हाई-इम्पैक्ट डीलर्स मीट के दौरान अपने विकास एवं विस्तार के अगले चरण पर डाली रोशनी

**भास्कर समाचार सेवा**

नई दिल्ली। हाई-ग्रेड रीफरेक्टरी प्रोडक्ट्स, सिस्टम्स एवं सोल्युशन्स की अग्रणी निमार्ता और आपूर्तिकर्ता आरएचआई मैगनेसिटा इंडिया लिमिटेड ने अपनी सालाना हाई-इम्पैक्ट डीलर्स मीट का आयोजन किया, जिसमें देश भर से कंपनी के डीलर नेटवर्क ने हिस्सा लिया। मंथन विस्तार नामक इस बैठक ने विकास एवं विस्तार के अगले चरण पर रोशनी डाली तथा कंपनी के डीलर नेटवर्क को मौजूदा साझेदारी को सशक्त बनाने के अवसर प्रदान किए। बैठक के दौरान रीफरेक्टरी उद्योग द्वारा भारत में इन्फ्रास्टक्चर के विकास में दिए जाने वाले योगदान पर चर्चा की गई। आरएचआईएम इंडिया में हमारा मानना है कि हमारा सफलता की यात्रा में हर-एक साझेदार का योगदान मायने रखता है। मंथन विस्तार सिर्फ एक बैठक नहीं है बल्कि यह ऐसा प्लेटफॉर्म है जहा हम अपनी विस्तार यात्रा के अगले अध्याय की रूपरेखा तैयार करते हैं, अपने प्रयासों के माध्यम से हम उत्कृष्टता के साथ मार्केट का नेतृत्व करने तथा उपभोक्ताओं को प्रदान की जाने वाली सेवाओं में निरंतर सुधार लाने के लिए प्रयासरत है ॿ प्रमोद सागर, मैनेजिंग डायेरक्टर एवं सीईओ, आरएचआई मैग्नेसिटा इंडिया लिमिटेड ने कहा सामरिक चर्चा के अलावा आरएचआईएम इंडिया ने उत्कृष्ट प्रदर्शन करने वाले डीलर्स को सम्मानित भी किया बैठक के दौरान आरएचआई मैग्नेसिटा इंडिया लिमिटेड ने इस बात पर जोर दिया कि कंपनी प्रधानमंत्री श्री नरेन्द्र मोदी जी के आत्मनिर्भर अभियान को समर्थन प्रदान करने के लिए प्रतिबद्ध है और भारत के विकास में निरंतर योगदान देती रहेगी।

**IndustryOutlook**

The Outlook of Industry's Business

Innovation, sustainability, and digital transformation have become increasingly significant not only for the refractory industry but for the overall manufacturing sector, This includes the adoption of AI, robotics, and predictive analytics to achieve leaner, more innovative, and more sustainable manufacturing operations

**Parmod Sagar**

Chairman & Managing Director - India, President - India, West Asia, Africa, RHI Magnesita

# 'Steel and cement cos to ramp up production, future looks promising for refractory business'

RITWIK MUKHERJEE

A mechanical engineer by profession, he has more than 3 decades of extensive experience of serving the steel and refractory industry. After more than seven years of gaining valuable insights in the steel industry, he transitioned to the refractories business, joining Orient Refractories Limited (ORL) and following the acquisition of ORL by RHI AG in 2013, he was appointed Managing Director & CEO of ORL. RHI Magnesita India Limited, where he is the CMD now, is the leading supplier of high-grade refractory products, systems and solutions which are indispensable for industrial high-temperature processes exceeding 1,200°C in a wide range of industries, including steel, cement, non-ferrous metals and glass. The company offers a wide range of high quality refractory products and mixes to our customers in Steel, Cement & Lime, Non Ferrous Metals, Glass and other industries. From Furnace to ladle to mould, RHI Magnesita provides the entire gamut of refractory products for the whole spectrum of high temperature manufacturing processes. All its products are custom-made to suit the casting conditions and grade requirement of the product being cast and are a result of an intensive research and development effort.

Speaking to The Statesman, Parmod Sagar, Chairman & MD, RHI Magnesita India and President - India, West Asia & Africa, explains the current scenario in the refractory industry and outlines the expansion, which the company has lined up for the second half of 2025.

Excerpts:

**Q: How has the refractory industry fared in the current fiscal nationally and globally?**

A: Globally, geo-political disruptions have impacted businesses across industries. Such disruptions have collectively battered long-established supply chains and global trade networks. Rising bauxite and alumina prices due to a supply shortage for example, have resulted in cost inflation of alumina-based products, to reflect the higher cost of raw materials.

Even regions such as India, Southeast Asia and the Middle East, which were had anticipated to be "bright spots", have also shown signs of short-term demand weakness. Our adaptability and commitment to grow have allowed us to navigate global challenges effectively, ensuring consistent value delivery to our customers. We have maintained our market leadership position demonstrating resilience despite market headwinds including pricing pressure from imported refractories and raw materials. The latter half of the fiscal year looks more promising, with anticipated growth led by our customers' planned commissioning of projects and infrastructure initiatives.

**Q: What are the current trends in the refractory industry? How are the challenges of procuring raw materials being mitigated by the company?**

A: The refractory industry in India is poised for significant growth. End user industries such as steel, cement and industrial businesses have witnessed subdued customer activity due to seasonal slowdown, further exacerbated by cheaper imports, tepid demand in export markets, rising freight cost, has significantly increased the cost of imports and alumina-based raw materials. Despite these challenges, we remain optimistic about the upcoming quarters. We anticipate steel and cement production to ramp up, especially with the infrastructure push in India. While the supply chain disruptions and raw material price volatility remain challenging, the overall outlook remains positive, with steady growth anticipated.

RHI Magnesita India has adopted a proactive approach by securing long-term supply agreements with trusted global suppliers, investing in recycling technologies to reuse refractory waste, and strengthening our supply chain resilience by diversifying sourcing regions and creating strategic inventory buffers. Our backward integration with RHI Magnesita group on technology, R&D, global product range and service continue to support our strategic initiatives for a resilient and sustainable growth.

**Q: You said that the latter half of the fiscal year looks more promising. So what are RHI Magnesita India's plans for expanding its operations in the second half of FY25?**

A: Leveraging synergies from recent acquisitions of Hi-tech and Dalmia, RHI Magnesita India aims to increase its market share to 40 per cent in the next four years. Recent acquisitions create a balanced portfolio of refractory products and a strong platform for growth in India and in under represented product markets. This growth will be driven by our strategic focus leveraging synergies and enhancing our service offerings. We plan to capitalise on our strong global presence, diversified product portfolio, localisation of imported products, and favourable domestic industry growth and profitability in the Indian refractory industry.

RHI Magnesita has spent nearly Euro 300 million in the last 2 years in India to enhance RHIM's local production footprint through mergers & acquisitions. This is part of the committed Euro 400 million of phased investment by FY 2026 to strengthen our production capacity in India. Post acquisitions and integrations, RHIM now has more than 5,00,000 tonnes of local refractory production capacity in India.

**Q: With the recent opening of RHI Magnesita India's new office in Gurugram, how does the company plan to expand its business operations, attract talent, and explore new opportunities for growth?**

A: The new Gurugram office is a step towards fostering closer collaboration with customers and partners while establishing a strong corporate presence. India has been a key growth market, and setting up our new regional corporate office underlines our commitment to serve our customers more efficiently while driving sustainable, resilient and profitable growth. India stands out in the region for its IT capabilities, and vibrant young population of professionals helping us to attract the best of talent and foster their growth. We aim to utilise this location to expand our network and access opportunities in diverse markets, attract top-tier talent by offering a vibrant and dynamic workplace with career growth opportunities, along with driving innovation by hosting cross-functional teams focused on R&D, business development, and sustainability initiatives. The move reflects our vision to be closer to our customers and drive growth through local insights and global expertise.

**Q: What are the sectors within the refractory industry that have potential to grow and can be explored?**

A: The infrastructure push in India, will require refractory industry to be an enabler for end-user industry such as steel, cement, non-ferrous metals and other industrial applications for the requisite infrastructure growth.

We anticipate steel and cement production to ramp up, especially with the support of Union Budget's "Viksit Bharat" initiative, which has allocated 3.4 per cent of Indian GDP to infrastructure development.

RHI Magnesita India now offers a compelling local-for-local market solutions for blast furnace and coke oven projects. We also have a vast majority of these projects which are facilitated by global OEMs, with whom we have established strong relationships locally and globally.

We have set up a new business vertical to service the Indian iron making industry. This vertical aims to support the iron making industry through strategic partnerships to jointly work on key challenges faced by the industry such as domestic refractory supply reliability, productivity and performance improvement of the iron making plants. This vertical offers a wider product offering across all segments and enables cross-selling opportunities.

The share is steadily increasing in DRI and Pellet by leveraging RHI Magnesita's full-service solution package. Moreover, the acquired product portfolio can be further enhanced by leveraging group technology from other successful markets, creating a competitive advantage.

**Q: What are the elements that play a substantial role in RHIM India's growth in the country?**

A: RHIM India as a market leader in the refractory industry has a comprehensive product portfolio with core competence in Total Refractory Management and Services.

There are several factors that contribute to our resilient, sustainable and profitable growth in India. Our customer-centric approach helps in understanding and addressing the specific needs of Indian industries and has been pivotal in terms of providing services to our customers.

Our manufacturing excellence through our state-of-the-art facilities and focus on localised production ensure quality and cost efficiency. Through our efforts on sustainability by adopting circular economy practices, such as recycling refractories, we are aligning with global and local environmental goals. For innovation, our focus on developing next-generation refractory materials has helped us stay ahead of market demands.

## Outlook special edition titled - Visionaries of $5 Trillion Economy

VISIONARIES OF $5 TRILLION ECONOMY

# Indispensable Enabler of Infrastructure Growth

Parmod Sagar shares his views on RHI Magnesita India's emphasis on infrastructure growth with focus on sustainability, innovation, and community engagement as industry leaders

**Parmod Sagar**
MD & CEO – India
President – India, West Asia Africa,
RHI Magnesita

**What is your view on India's industrial growth to become a developed economy?**

The manufacturing and infrastructure industries play a crucial role in achieving India's ambitious $ 5 trillion economy goal. The government's policies on infrastructure development, bolstering India's manufacturing capabilities through 'make in India' initiatives like the PLI scheme, are commendable.

The infrastructure push in India, will require refractory industry to be an enabler for end-user industry such as steel, cement, non-ferrous metals and other industrial applications for the requisite infrastructure growth. Without advanced refractory products and solutions, it would be impossible to achieve high temperatures and process efficiencies required in modern manufacturing.

With a balanced policy ecosystem, to support domestic production capability and diversified sourcing of raw materials, the refractory industry can be a catalyst to support the vision of a $5 trillion economy and advancing the goals of Atmanirbhar Bharat.

**What are RHI Magnesita's key deliverables as a single refractory solutions platform?**

As the market leader in refractory industry, RHI Magnesita India Ltd. offers total refractory management, tailor-made products and services, complete project management, and engineering solutions to optimize production processes for customers. Specialty products include isostatically pressed continuous casting refractories, ladle to tundish shrouds, monoblock stoppers, submerged entry nozzles, converter tap hole sleeves, slide gate plates, tundish nozzles, bottom purging refractories, castables, high alumina bricks, and magnesia carbon bricks.

The measurement and optimization solutions cover primary and secondary steelmaking, iron making for enhanced safety and process consistency, and continuous casting with slag detection, level measurement, and ladle integrity systems. For non-ferrous smelting furnaces, RHIM India Ltd. offers unique material level profile information to understand and control the process.

**What are RHIM India's initiatives to become global leaders in refractories?**

RHIM India acquired the refractory business of Dalmia OCL Ltd. increasing its market share to 30%. We are actively engaging with policymakers and advocating for diversified sourcing of critical refractory-grade material, promoting comprehensive recycling initiatives, reduce landfilling of used refractories - contributing to a circular economy. RHIM India has operationalized a state-of-the-art R&D center at Bhiwadi, for faster service delivery, alternate raw material mix development and new customised products, adding value for our customers.

Aligned with "Make in India" initiative, we have committed 400 million euros investments by FY 2026 to enhance our production capacity and infrastructure. 300 million euros investments are already in. RHIM has implemented unique interventions, collaborating with local leaders, governments, and NGOs. Our CSR projects positively impact communities through education, skill development, rural transformation, health, women empowerment, and environment.

**What is the impact of digitalization, robotics and automation in refractories industry?**

Digitalization enhances efficiency by enabling advanced data analytics and lean process control systems, facilitating informed decision-making and operational precision. Robotics in production on 'safety first' technologies, such as automated guided vehicles and robotic arms perform tasks in extreme temperatures or toxic atmospheres, ensuring workforce safety. By optimizing resources and minimizing waste we are contributing to a circular economy. We work closely with our customers to deploy Refractory 4.0 solutions in our plants. The INTERSTOP® offering with a dedicated regional Technical Excellence and Solutions team, prepares us to service our Indian customers.

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## RHI Magnesita India Inaugurates its New Regional Corporate Office in Gurugram, Boosting its Presence and Driving Growth Across India, West Asia & Africa

By ANI | Updated: November 19, 2024 12:09 IST

NewsVoir Gurugram (Haryana) [India], November 19: RHI Magnesita India Limited, the leading manufacturer and supplier of high-grade refractory products, ...

RHI Magnesita India Inaugurates its New Regional Corporate Office in Gurugram, Boosting its Presence and Driving Growth Across India, West Asia & Africa

NewsVoir

Gurugram (Haryana) [India], November 19: RHI Magnesita India Limited, the leading manufacturer and supplier of high-grade refractory products, systems, and solutions, today announced the inauguration of its new Regional Corporate Office in Gurugram, latest in the series of significant investments in India to drive business growth in the region, marking a significant milestone in the company's growth journey.

# MANAGEMENT DISCUSSION & ANALYSIS REPORT

## FORWARD-LOOKING STATEMENT

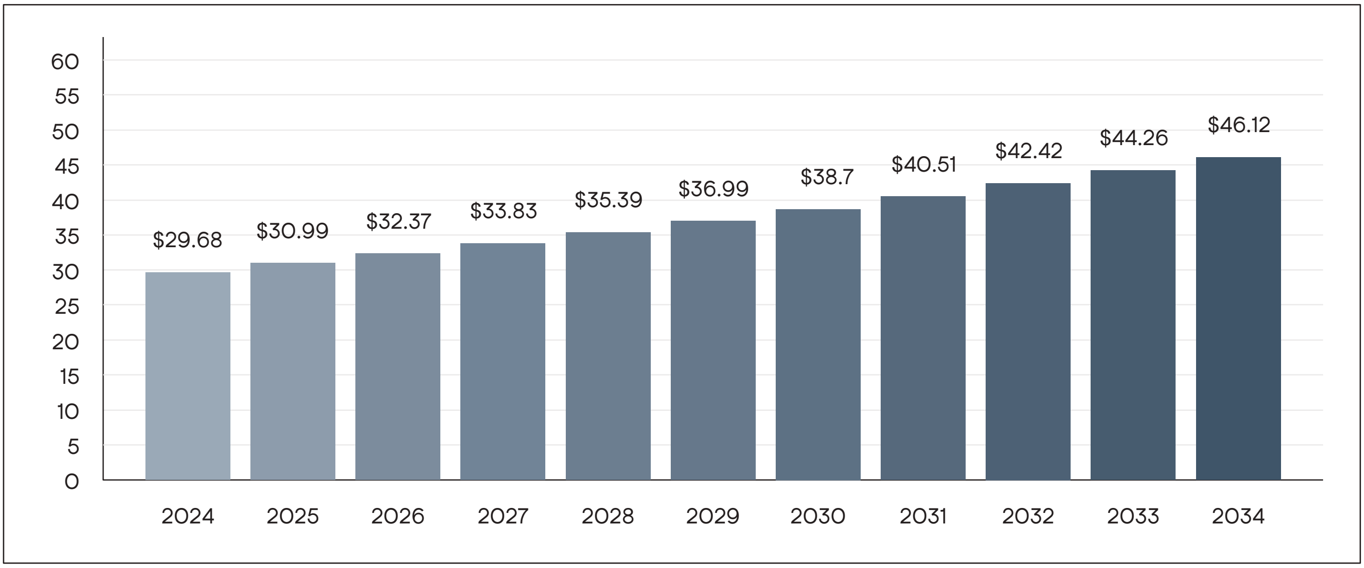
The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. The management of RHIM India has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect, in a true and fair manner, the state of affairs and profit for the year.

The following discussions on our financial condition and results of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to 'we', 'us', 'our', 'the Company', 'RHIM' are to RHI Magnesita India Limited.

## INDUSTRY OVERVIEW

**Global Refractory Market**

The global refractory material market is poised for steady growth, driven by robust demand from key industries such as iron and steel, cement, glass, and non-ferrous metals. According to Precedence Research, the market was valued at USD 29.68 billion in 2024 and is projected to reach USD 46.12 billion by 2034, expanding at a compound annual growth rate (CAGR) of 4.52% from 2025 to 2034. This growth trajectory reflects the critical role of refractory materials in high-temperature industrial processes, underpinned by global industrialization, infrastructure development, and technological advancements.




*Source: https://www.precedenceresearch.com/refractory-material-market*

**Key Market Drivers**

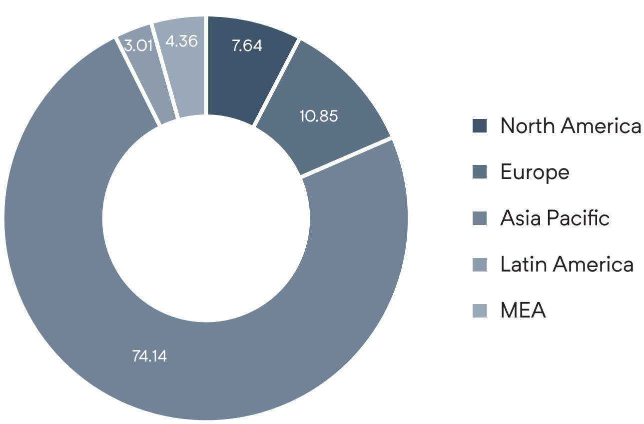
- **Dominance of the Steel Industry:** The iron and steel sector remains the largest consumer of refractory materials. The surge in global steel demand, fuelled by infrastructure projects and automotive production, particularly in fast-growing economy of India, continues to drive market expansion. For instance, India's projected steel consumption of 230 MT per annum by 2030—31 highlights the sustained need for refractories in this sector.
- **Infrastructure and Urbanization:** Rapid urbanization and infrastructure investments, especially in the Asia-Pacific region, are boosting the demand for steel, cement, and glass, all of which rely heavily on refractory materials for thermal stability in their manufacturing processes.
- **Sustainability and Recycling:** The refractory industry is increasingly focused on sustainability, with advancements in recycling processes reducing production costs and environmental impact. Research indicates no significant difference in thermal stability between new and recycled refractories, encouraging the adoption of cost-effective opportunities for market growth.
- **Growth in Glass and Non-Ferrous Sectors:** The glass industry, driven by demand for sustainable packaging and modern architecture, is a growing consumer of refractories. Similarly, the non-ferrous metals sector, including aluminium and copper production, is contributing to market demand due to its reliance on refractories for high-temperature processes.

#### Market Segmentation Insights

- **By Chemical Composition:** The fireclay segment dominated with a 62.2% market share in 2024, owing to its widespread use in cement and steel production. Fireclay-based refractories are favoured for their cost-effectiveness and thermal stability.
- **By Form:** Shaped refractories held a 65.78% revenue share in 2024, driven by their ease of installation and suitability for complex furnace designs. The trend toward monolithic refractories is also gaining traction due to their flexibility and enhanced performance.
- **By Chemistry:** Acidic refractories accounted for 48.93% of the market in 2024, valued for their resistance to acidic slag in applications like glass kilns and coke ovens.
- **By End Use:** The metals and metallurgy segment led with a 67.03% share, reflecting the critical role of refractories in steel and non-ferrous metal production.

#### Regional Insights

The Asia-Pacific region is the epicentre of market growth, driven by rapid industrialization, low-cost labour, and abundant raw material availability. The region's market size was USD 22 billion in 2024 and is expected to reach USD 35.26 billion by 2034. Meanwhile, North America and Europe are witnessing steady growth, propelled by infrastructure modernization and a shift toward energy-efficient refractories amid stringent environmental regulations.




*Source: https://www.precedenceresearch.com/refractory-material-market*

#### Challenges and Opportunities

While the market benefits from strong industrial demand, challenges such as raw material price volatility, geopolitical factors and environmental regulations pose risks. Prolonged exposure to materials like silica and ceramic fibres can lead to health concerns, necessitating safer alternatives.

However, these challenges present opportunities for innovation, particularly in developing eco-friendly and energy-efficient refractory products. Manufacturers are investing in advanced materials, such as low-cement and ultra-low-cement refractories, to enhance thermal efficiency and durability.

Companies that prioritize R&D, sustainable practices, and diversified applications beyond steel - such as in glass, petrochemicals, and power generation, are expected to be well-positioned to capitalize on evolving market dynamics.

Source: https://www.precedenceresearch.com/refractory-material-market

#### Indian Refractory Market

India's refractory industry is undergoing a transformative shift, emerging from the shadows as a critical enabler of industrial growth. Traditionally tied to sectors like steel, cement, and glass, 2025 marks a pivotal year shaped by technology, sustainability, and national self-reliance. The 'Make in India' campaign has fuelled domestic production, reduced import dependency, and revitalized local manufacturing. Government incentives for upgraded mines and factories are powering a shift toward global-standard products. At the same time, advanced technologies like AI, robotics, and CNC machines are redefining how refractories are designed, produced, and maintained. The rise of eco-friendly, low-carbon, and recyclable materials signals a green revolution in the sector. Compliance with ESG norms is becoming a strategic priority. Consolidation through mergers and global partnerships is strengthening India's innovation and delivery capabilities. Export momentum has been growing rapidly, with Indian refractories gaining a stronghold in international markets. Meanwhile, the end-user industries are demanding more customized, high-performance solutions. There is a demand shift in refractories from end-use industries like green steel, solar manufacturing and customized solutions. Skill development, supported by academia-industry tie-ups, is ensuring the availability of a future-ready workforce. As India aligns performance with purpose, it is not just meeting industrial needs—the country is setting new global standards in refractory excellence.

Source: https://www.rhimagnesitaindia.com/blog/latest-trends-in-the-indian-refractory-industry/58

#### Global Steel Market

The global steel sector outlook for 2025 is neutral, with expectations of a modest recovery following a subdued 2024. This is driven by a more balanced Chinese market, easing costs, modest price increases, and improved producer margins.

Steel consumption is projected to grow in the low single digits, supported by India's continued expansion, stable Chinese demand, and a recovery in the US and EU. While Chinese production is expected to decline slightly, improved margins are projected in Brazil, Turkey, Europe, and India due to reduced Chinese exports. Geopolitical factors and potential trade measures may pose risks, particularly from intensified protectionism.

Source: https://www.fitchratings.com/research/corporate-finance/neutral-sector-outlook-for-global-steel-in-2025-12-12-2024

#### Market Insights

i. Market Size and Growth: The global steel market was valued at approximately USD 1.47 trillion in 2024 and is projected to reach USD 1.92 trillion by 2030, growing at a compound annual growth rate (CAGR) of 4.6% from 2025 to 2030. Global market demand for steel stood at 1.8 billion metric tons in 2024 and is expected to increase to 2.2 billion metric tons by 2030, reflecting a CAGR of 2.9%.

ii. Dominant Exporter and Importer: China remains the world's leading steel exporter, while the European Union has emerged as the top steel importer.

iii. Key End-Use Sectors: The construction sector continued to be the largest consumer of steel, accounting for 45.5% of the market share in 2024. Other significant sectors include automotive, heavy industry and consumer goods.

iv. Regional Insights: Global steel demand decreased in the key markets of China and North America in 2024 but grew in India, West Asia & Africa, Europe and South America. Domestic production in some markets was displaced by exports from China where domestic consumption of steel reduced by approximately 6% and production by approximately 3%. The approximate 3% gap represents the increase in exports, which increased from approximately 90 million tons in 2023 to approximately 120 million tons in 2024.

v. Sustainability Initiatives: There is a growing emphasis on sustainable steel production, with investments in green technologies such as electric arc furnaces and low-carbon steel production methods to reduce carbon emissions.

vi. Technological Advancements: The steel industry is increasingly adopting digital technologies, including the Internet of Things (IoT), Artificial Intelligence (AI), and Data Analytics, to enhance operational efficiency and streamline manufacturing processes.

Source: https://www.grandviewresearch.com/industry-analysis/steel-market

https://www.globenewswire.com/news-release/2025/02/11/3023958/28124/en/Steel-Global-Industry-Industry-Business-Analysis-Report-2025-China-Remains-the-Dominant-Steel-Exporter-European-Union-Becomes-the-Top-Steel-Importer-Global-Forecast-to-2030.html

**Challenges & Opportunities**

The global steel industry is grappling with significant economic headwinds, primarily due to weak steel pricing and persistent overcapacity. Additionally, recent tariffs and trade policies have introduced further complexities, leading to trade barriers and regional demand fluctuations, compelling steel producers to navigate an increasingly volatile market landscape.

The global steel and iron industry in 2025 offers substantial opportunities primarily driven by the rise of green steel production, leveraging low-carbon technologies like hydrogen-based methods that meet increasing demand for sustainable steel in construction and automotive sectors. Advances in AI, automation, and digitalization are revolutionizing and contributing to increased manufacturing efficiency and quality, enabling cost reductions and innovative product offerings. Additionally, strong infrastructure growth and urbanization in emerging markets, especially India, provide robust demand, while evolving automotive trends such as electric vehicles drive the need for advanced high-strength steels. These factors collectively position the industry for transformative growth despite ongoing challenges.

Source: https://www.reportlinker.com/article/10840

**Indian Steel Market**

India's steel market is positioned for significant growth in 2025, with CRISIL projecting an 8-9% increase in domestic steel demand, outpacing the global average of 0.5-1.5%. This surge is primarily driven by robust activity in the housing and infrastructure sectors, alongside rising demand from engineering and packaging industries. However, the domestic steel production is expected to be around 6-7% as domestic steel industry faces challenges from a substantial rise in imports, from countries like China, Japan, and Vietnam.

In response, the Indian government has implemented a provisional 12% safeguard tariff on select steel imports, primarily targeting Chinese shipments. This 200-day measure aims to protect domestic producers from low-cost imports and has prompted smaller steel mills to pause job cuts and output reductions, indicating early signs of increased domestic demand.

Despite these challenges, India's steel industry is expanding its production capabilities, adding 14 million tons of new capacity since January 2024. This expansion is expected to offset the impact of restricted imports and may enable India to regain its net steel exporter status by 2025; a position last held in 2022. The industry's growth trajectory, bolstered by infrastructure development and strategic policy measures, positions India as a leading player in the global steel market.

Source: https://www.nbmcw.com/news/india-to-lead-global-steel-demand-with-8-9-growth-in-2025-crisil.html?utm_source=chatgpt.com

https://www.crisil.com/content/crisilcom/en/home/newsroom/press-releases/2025/01/domestic-steel-demand-to-buck-global-slump-grow-8-9percent-in-2025.html?utm_source=chatgpt.com

https://www.reuters.com/business/world-at-work/indias-small-steel-mills-pause-job-cuts-after-measures-curb-chinese-imports-2025-04-22/?utm_source=chatgpt.com

**Challenges and Opportunities**

The Indian steel industry faces significant challenges from persistent global overcapacity and weak steel prices, intensified by a surge in cheap imports from countries like China. Volatile raw material costs and delays in infrastructure projects have dampened domestic demand. Trade barriers and shifting tariffs have redirected surplus steel to India, worsening oversupply and market instability. Low-capacity utilization in segments like stainless steel has added to the strain. Additionally, the industry must invest in greener technologies amid tight margins, pushing producers to focus on cost control and depend on policy support to navigate ongoing uncertainties.

India's steel and iron industry is poised for significant growth, offering a wide range of opportunities driven by both domestic and international demand. The rapid pace of urbanization and the government's aggressive infrastructure development plans—including highways, metro rail projects, affordable housing schemes, and smart cities—are expected to substantially increase steel consumption across the country. Simultaneously, the expansion of rural infrastructure opens new markets, which remain largely untapped. Export potential is also on the rise, with Indian steel manufacturers looking to strengthen their footprint in global markets such as Southeast Asia, the Middle East, and Africa, where demand for affordable and reliable steel products is growing.

Moreover, technological modernization presents a transformative opportunity. The adoption of cleaner, more energy-efficient steelmaking processes, along with increased automation and digitalization, can greatly enhance operational efficiency, reduce emissions, and improve global competitiveness. India's favourable investment climate and policy support—through initiatives like the Production Linked Incentive (PLI) scheme and 'Make in India'—further attract foreign direct investment and enable capacity expansion. These combined factors position India not just as a growing steel consumer, but as a future hub for high-quality, globally competitive steel production. For companies like RHI Magnesita India, these trends create direct opportunities to expand product offerings, enter new markets, and align with emerging customer needs in a transforming industrial landscape.

Source: https://papersowl.com/examples/swot-analysis-industry-of-india/

**Global Cement Market**

The global cement market is projected to grow from USD 505.97 billion in 2024 to USD 686.41 billion by 2032, exhibiting a CAGR of 3.9% during the forecast period.

The rising population has increased the need for residential buildings, driving the need for cement manufacturing across the globe. Additionally, the growing demand for non-residential buildings and public infrastructure, including healthcare centres and hospitals, has led to opportunities for product consumption. Hence, the rising demand from the expanding construction sector is currently one of the key market trends.

The rising adoption of green cement to construct eco-friendly and sustainable buildings will promote market growth.

**Challenges & Opportunities**

The primary raw materials used in cement production include limestone, clay, gypsum, and fuels such as coal and pet coke. The volatility in the prices of these materials poses significant challenges, impacting production costs, profitability, and supply chain stability. Additionally, its production requires significant energy input, particularly for operating kilns.

Fluctuations in coal, natural gas, and oil prices affect production costs, creating additional challenges for cement manufacturers. The adoption of 3D printing in construction is creating a demand for specialized cement formulations. 3D printing reduces construction time by up to 50% and minimizes material waste by depositing only the required amount. It also enables the creation of complex designs that are not feasible with traditional methods. The development of advanced cement types, such as self-healing and high-strength concrete, is creating new opportunities in emerging market segments.

Source: https://www.fortunebusinessinsights.com/industry-reports/cement-market-101825

**Indian Cement Market**

India's cement industry, the world's second largest, continues to demonstrate robust growth and resilience. The industry is projected to reach a demand of 450.78 MT by FY27, driven by significant infrastructure and housing initiatives. The sector is predominantly private, with 98% of capacity controlled by private players, where the top 20 companies account for 70% of production.

The demand is propelled by government-led infrastructure projects, including the National Infrastructure Pipeline (₹ 102 lakh crore) and the PM Awas Yojana, targeting an additional two crore houses by 2030. The industry anticipates a 7-8% production growth in FY25, supported by planned capacity additions of 150-160 MT by FY28.

**Challenges & Opportunities**

The Indian cement industry faces multiple challenges, including rising input and logistics costs, overcapacity concerns, infrastructure bottlenecks, and environmental sustainability pressures due to stringent emission norms. Additionally, fluctuations in fuel and raw material prices, delays in large-scale infrastructure projects, and regional demand imbalances continue to impact operational efficiency and profitability. It remains one of the most energy-intensive industries globally, with ongoing hurdles in reducing energy consumption and carbon emissions. Reluctance to adopt new technologies further slows modernization and efficiency gains, driven by high implementation costs and the labor-intensive nature of operations.

However, the sector also stands to benefit from significant opportunities, driven by the government's sustained focus on infrastructure development, urban housing expansion, and rural connectivity projects. Rising investments in renewable energy adoption, technological advancements in manufacturing, and increasing cement demand from the real estate and industrial sectors further strengthen the growth outlook for the industry. Additionally, India's per capita cement consumption is still below global averages, indicating ample scope for expansion, particularly in emerging regional markets.

Source: https://www.ibef.org/download/1744101698_Cement-February-2025.pdf

## ABOUT THE COMPANY

**Company Overview**

RHI Magnesita India Limited (RHIM India) stands as the market leader in the Indian refractory industry, supplying premium and end-to-end refractory products, systems, and solutions essential for high-temperature industrial processes. RHIM serves critical sectors such as iron, steel, cement, non-ferrous metals, glass, copper, aluminium and minerals. RHIM India's products are fundamental to the safe and efficient functioning of industries where operating temperatures often exceed 1,200°C. The Company's portfolio includes magnesia and alumina-based bricks and mixes, as well as high-performance specialty items like isostatic products and slide gate systems, catering to a broad base of domestic and global customers.

RHI Magnesita India Limited was born out of the integration of three Indian subsidiaries of RHI Magnesita Group — RHI Clasil, RHI India and Orient Refractories Ltd. Subsequent acquisitions of refractory businesses of Hi-Tech Chemicals and Dalmia Bharat Refractories have helped build a market leader to serve the end-to-end needs of the customers. Headquartered in Gurugram, Haryana, RHIM India operates with eight manufacturing plants, over 25 project sites, and a world-class R&D center, supported by a workforce of more than 6,300 employees in all Indian legal entities.

**Business Operations: Integrated, Localized, and Diversified Refractory Solutions**

RHIM India's business model operates through two primary divisions: one dedicated to steel and iron industries—the largest consumer of refractories—and the other catering to a diversified industrial segment serving sectors including cement, lime, non-ferrous metals, chemicals, energy, and glass. This dual-division structure enables RHIM India to leverage deep industry expertise and deliver tailored, high-performance solutions that meet the unique operational needs of each sector.

Aligned with India's 'Make in India' initiative, RHIM India adopts a robust 'Local-for-Local' manufacturing strategy, emphasizing domestic value creation, technology localization, and supply chain resilience. The Company's integrated operations cover the entire refractory lifecycle—from cutting-edge research and development, manufacturing at the plants across India, to efficient supply chain management, expert installation, proactive servicing, real-time performance monitoring, and sustainable recycling practices.

Complementing this approach, the **4PRO model** is RHI Magnesita's integrated solutions platform that goes beyond refractory products to offer automation, digital tools, and process consultation in areas like connectivity, supervision, $CO_2$ reduction, and circular economy. 4PRO aims to create long-term value through innovation, sustainability, and localized solutions for customers.

Sustainability remains a core pillar of RHIM India's strategy, demonstrated through ongoing efforts in decarbonization, waste recycling, rigorous employee safety programs, and impactful community development initiatives. With India expected to continue as the fastest-growing refractory market globally, RHIM India is uniquely positioned to capitalize on this growth trajectory, reinforcing its leadership domestically and expanding its role as a global manufacturing and innovation hub.

**Steel Division**

In FY25, the Steel Division accounted for approximately 80% of RHI Magnesita India's business, delivering advanced refractory solutions essential for the demanding conditions of steelmaking, where temperatures reach around 1,760°C. RHI Magnesita offers a complete range of products and solutions for the steel making process. The lifespan of refractory products in the steelmaking process can range from hours to months depending on the application. The Company's comprehensive portfolio—including slide gates, SEN tubes, tundish linings, purging plugs, tap hole clays, and magnesia alumina bricks and mixes—is tailored for both integrated, mini steel plants and induction plants.

In FY25, RHIM India expanded its market share in blast furnace applications in ironmaking and secured new projects by optimizing product range and solution offerings. The commissioning of India's first large-scale 5 MTPA pellet plant and a Letter of Intent for a second line, highlight the Company's growing role in the upstream steel value chain. Supported by robust R&D, acquired technologies, and localized products, RHIM India continues to develop high-performance products to meet evolving industry needs. With steel being a major consumer of refractories, RHIM is well-positioned to benefit from India's increasing steel production and infrastructure investments. Notably, refractory management service contracts formed a significant portion of the division's revenue, contributing approximately one-third of revenue during the year.

**Industrial Division**

In FY25, the Industrial Division accounted for approximately 20% of RHI Magnesita India's business. RHI Magnesita is a leading supplier of refractory products and services to customers in the cement and lime, non-ferrous metals, glass, energy, environmental and chemicals industries.

Refractory demand in non-steel industries is characterized by longer replacement cycles as compared to the steel sector. In the cement and lime industries, customers typically undertake annual maintenance shutdowns to replace rotary kiln refractories, ensuring optimal performance and safety. Conversely, in the non-ferrous metals and glass sectors, the replacement of refractories for lined equipment is required far less frequently—often only once every decade due to the longevity and durability of the installations.

**Research and Development**

RHI Magnesita India continues to strengthen its R&D capabilities to drive innovation, cost competitiveness, and product performance. The in-house R&D centre plays a pivotal role in new product development, recipe optimization, and technology transfer from global operations.

Key innovations included the development of specialized products such as SHP stoppers, SEN slag bands, magnesia-spinel-carbon grades, and Solbonded castables tailored for steel and DRI applications. The Company also introduced recycling initiatives across product groups to promote sustainable production.

With a focus on customer-centric innovation and localized product adaptation, RHIM India's R&D efforts are integral to expanding its market presence and enhancing its technological edge.

RHIM continues to expand advanced solutions like LES scanning for cement rotary kilns and robotics for steel casting area at Indian Steel Plant. This is the first robotics in India in the steel casting area of a steel plant. By proving this capability in India, RHIM has strengthened its position as for advanced refractory solutions. This will help in expansion of our market share through additional 4PRO long-term contracts, under which, the company manages entire process flows for customers.

**Manufacturing Operations**

RHI Magnesita India operates one of the largest refractory production networks in the country, with 8 strategically located, modern manufacturing plants.

The Company's manufacturing facilities are located in Bhiwadi (Rajasthan), Jamshedpur (Jharkhand), Visakhapatnam (Andhra Pradesh), Cuttack (Odisha), Rajgangpur (Odisha), Khambhalia (Gujarat), Dalmiapuram (Tamil Nadu), and Katni (Madhya Pradesh).

Anchored in the 'Make in India' philosophy, the Company's manufacturing strategy focuses on cost-efficiency, localization, and customer proximity.

Significant operational advancements in FY25 include the establishment of a Centre of Excellence in Jamshedpur, equipped with automated taphole clay and castable lines to serve the steel sector. The company reinforced its Operational Excellence System to enhance productivity, safety, and lean practices.

RHIM's safety campaigns in manufacturing plants are supported by DSS+ (operational consultants renowned for pioneering global safety practices) who are guiding us in elevating safety measures to the next level.

**Key Strategic Achievements - FY25**

- **Revenue Resilience:** Reported annual revenue of ₹ 3,675 crores demonstrating resilience amid challenging macro-economic conditions and headwinds from input cost inflation and commoditization pressures.
- **Efficient Working Capital Management:** Achieved record Cash flow in FY25 resulting in a 53% reduction in net debt, strengthening the Company's financial position.
- **Capital Investment:** Committed ₹ 118 crores in capital expenditure, including establishment of a Centre of Excellence in Jamshedpur, equipped with automated tap hole clay and castable lines to enhance service to the steel sector.
- **Strategic growth in Iron Making segment:** Successfully expanded market share in key applications such as blast furnaces, coke ovens, and pellet plants.
- **Increased R&D Investment:** Raised R&D spend by 40% facilitating technology transfer from global operations and fostering new product development to meet evolving customer needs.
- **Sustainability Initiatives:** Strengthened recycling programs, improving recycling rate to 17% during the year, reinforcing the Company's commitment to sustainable operations.
- **Safety & Operational Excellence:** Conducted over 79,000 hours of safety training, achieving a Total Recordable Injury Frequency (TRIF) of 0.15 and a Lost Time Injury Frequency (LTIF) of 0.05, reflecting a strong safety culture.

## SWOT ANALYSIS

RHIM demonstrates key strengths that reinforce its reputation as a market leader in the refractory industry and position it well to seize emerging opportunities in the rapidly growing Indian market.

**Strengths**

- **Expansive Manufacturing Footprint with Sustainable Capabilities**

  RHI Magnesita India stands as the market leader with a dominant ~30% share in the Indian refractory industry, supported by eight strategically located plants across major steel and cement hubs. With an installed capacity of 512 kt and ongoing expansion plans such as the new Taphole Clay line at Jamshedpur, the Company is well-equipped to address both domestic and export demand. The Company combines local manufacturing with access to the RHI Magnesita Group's global production network, enabling energy-efficient, automated, and recycling-focused operations that support its net-zero ambitions.

- **Strengthened Brand Value and Efficiency Through Strategic Mergers**

  As part of the 191-year-old RHI Magnesita Group—present in over 100 countries with 65 production sites, 12 recycling facilities, and 5 R&D centres—the Company benefits from deep technical expertise and a legacy of innovation. Domestic acquisitions, including Dalmia Bharat Refractories and Hi-Tech, have expanded capacity, diversified the product portfolio, and improved logistics. Global acquisitions such as Seven Refractories, PD Refractories, and Resco have further strengthened the range and efficiency of operations. The Jamshedpur facility's proximity to major steelmakers delivers a significant logistical advantage.

- **4Pro Business Model**

  4PRO recognises the need to take a holistic approach covering 'Planet, People, Partnership and Performance'. The company's portfolio now includes recycled products, robotics, systems, sensors, digital solutions, decarbonisation solutions and green steel solutions. Due to the potential benefits that can be captured by improving refractory performance, we are now able to approach customers with a much higher level of strategic engagement and not only as a supplier of commoditised or consumable items. It strengthens customer relationships by delivering end-to-end, customized, and automated solutions tailored to evolving industrial and societal demands—fostering long-term partnerships, trust, and loyalty.

- **Sustained focus on Innovation and R&D**

  With a 40% increase in R&D investment in FY25, RHI Magnesita India's Bhiwadi R&D Center plays a pivotal role in driving innovation through technology transfer, new product development, and recipe optimization—drawing on the global expertise of the RHI Magnesita Group. The Company's strong innovation pipeline consistently delivers advanced refractory solutions that enhance product performance, improve cost efficiency, and support the 'Make in India' initiative through localized, high-quality manufacturing.

- **Safety-First Culture and Operational Excellence**

  Guided by global safety consultants DSS+, RHIM India achieved industry-leading safety metrics in FY25, including an LTIF of 0.05 and TRIF of 0.15, supported by over 79,000 hours of training. The Operational Excellence System (OES) continues to drive productivity, standardisation, and 6S compliance across sites, strengthening both performance and resilience.

- **Strategic Expansion and Export Potential**

  RHI Magnesita India is actively pursuing growth initiatives by expanding into new segments such as private blast furnace projects and coke oven maintenance, leveraging synergies from recent acquisitions and strategic technology partnerships, including those with RESCO and Seven Refractories. Positioned as a key manufacturing hub within the RHI Magnesita Group, the Company is well-equipped to scale up regional exports, backed by access to global technology, expertise, and capital—further strengthening its role in international markets.

**Weaknesses**

- **Policy Gaps**

  Despite being essential to critical industries like steel, cement, and non-ferrous metals, the refractory industry lacks dedicated government policies or sector-specific incentives. Unlike steel and cement, refractories are not recognized as a priority sector in industrial policy or production-linked incentive (PLI) schemes. This limits support for R&D, import substitution, and raw material security—particularly important since India depends heavily on imported high-grade raw materials like magnesia and bauxite. The lack of a clear policy framework hinders long-term planning and investment in this niche yet strategic industry.

- **Reliability of the End-to-End Supply Chain**

  Spanning several months and involving cross-border shipments, the Group's supply chain can limit agility in responding to sudden changes. Accurate demand forecasting is critical for efficient production planning, procurement, and inventory management, yet remains challenging in volatile markets.

- **Cyclical Nature of Business**

  The business remains vulnerable to demand fluctuations in core sectors like cement, glass and non-ferrous metal industry, where refractory consumption is tied to capex and maintenance cycles—impacting revenue stability during industry downturns.

- **Long-Term Contract Risks**

  Limited price escalation clauses in long-term contracts restrict industry players from passing on input cost increases to customers, leading to squeezed margins for a limited period. During periods of raw material inflation or currency volatility, this can compress margins and impact profitability. Strategic long-term contract structuring is essential for sustaining consistent revenue.

**Threats**

- **Commoditization and Shift to Smaller Players**

  As certain segments of the refractory market become commoditized, some customers may shift towards smaller and low-cost local suppliers. This poses a risk to RHIM India's premium positioning, potentially impacting volumes and pricing in segments where differentiation is minimal. To mitigate this, the Company focuses on high-value, performance-driven solutions, bundles products with technical services, and leverages long-term contracts with key customers. Additionally, continuous R&D investment enables the development of innovative, customised products that low-cost competitors cannot easily replicate, helping to preserve market share and pricing power.

- **Import and Pricing Pressure**

  Indian refractory players face intense competition from low-cost manufacturers, particularly from China. These imports often enter the market at aggressive prices, creating downward pressure on domestic pricing. This not only affects margins but also challenges the viability of local manufacturing, especially in commoditized or low-differentiation product segments where price becomes the key deciding factor. We mitigate import and pricing pressure through high-value product differentiation, long-term customer contracts, and cost-efficient local manufacturing.

- **Raw Material Price Volatility**

  The refractory industry is highly exposed to global price fluctuations of key raw materials like magnesite, bauxite, graphite, and alumina. Supply-demand imbalances, heavy dependence on imports (particularly from China), geopolitical tensions, exchange fluctuations and rising logistics costs can significantly increase input costs and compress margins. While the industry continues to manage risks through strategic sourcing and localization, a dedicated government policy supporting raw material security, domestic mining, and incentivizing backward integration could play a pivotal role in mitigating this structural vulnerability.

- **Macroeconomic and Geopolitical Environment**

  Global economic shifts, financial market volatility, and geopolitical tensions can reduce demand for refractories, affecting capacity utilisation, profitability, and gearing. This risk is mitigated through close monitoring of production costs, timely price adjustments to offset inflationary pressures, and prudent treasury practices, including the use of financial instruments to manage market exposures.

- **Over-Capacity Addition**

  The entry of new players and capacity expansions by existing competitors may lead to an oversupplied market, intensifying price competition which could lead to lower margins. Maintaining differentiation through technology, service, and high-performance offerings will be key to defending market share and profitability.

**Opportunities**

- **Domestic Market Expansion**

  The rapid growth of India's steel and cement sectors offers strong potential for volume and margin expansion. With performance exceeding organic growth, there is a clear opportunity to capture greater market share, particularly in underrepresented segments like Ironmaking, by leveraging scale, technology, and comprehensive solutions.

- **Global Footprint**

  An established presence in international markets strengthens competitive positioning and export potential. It also reduces dependency on any single geography, offering supply chain flexibility. This diversification helps mitigate raw material sourcing risks by enabling alternate procurement routes during disruptions.

- **Consolidation in Cement Sector**

  The ongoing consolidation in the cement industry offers RHIM India an opportunity to deepen strategic partnerships with larger, integrated players. With centralized decision-making and a preference for standardized solutions, the Company can leverage its broad portfolio, local manufacturing, and global technology to capture a higher share of wallet and drive adoption of value-added services across multiple plants.

- **Broad and Integrated Product Range**

  With the successful integration of DBRL's Indian refractory operations and Hi-Tech Chemicals' business, RHIM India now boasts a comprehensive and diverse product portfolio. This allows the Company to serve a wide array of end-use applications, catering to the specific requirements of multiple industries with greater efficiency and adaptability. This also reduces dependence on any particular sector.

- **Specialized Solutions for Iron Making**

  RHIM India is uniquely positioned to capitalize on the growing demand for specialized refractory solutions in advanced iron making technologies such as DRI and blast furnaces.

- **New Product Innovations**

  RHIM India continues to enhance its R&D capabilities through focused investments in recipe optimization and new product development tailored to local and global industry needs.

Leveraging its world-class R&D center and deep integration within the global RHI Magnesita Group, the Company is driving innovations in product performance, energy efficiency, and sustainability. The acquisition of RESCO will further strengthen RHIM India's technical know-how and product development capabilities, enabling faster localization of advanced refractory technologies and expanding the portfolio for critical applications in steel and industrial processes.

- **Import Substitution and Localization**

  Increased local manufacturing aligns well with the government's 'Make in India' initiative and the Group's 'Local for Local' strategy, positioning the Company as a preferred partner for domestic clients and public sector projects. By strengthening its local supply chain, RHIM India reduces dependency on imports, mitigates global logistics risks, and ensures faster delivery timelines. This not only enhances cost-efficiency and operational agility but also improves the company's ability to serve high-growth sectors like steel and cement more reliably - creating a strong competitive advantage in the Indian market.

## FINANCIAL & OPERATIONAL PERFORMANCE

Snapshot of FY25 on consolidated basis

- The total revenue from operations stood at ₹ 3,67,450 lakh in FY25 as compared to ₹ 3,78,110 lakh in FY24.
- The EBITDA was ₹ 50,515 lakh as in FY25 as compared to ₹ 55,691 lakh for FY24.
- The operating cash flow is ₹ 37,308 lakh improved by 38% from FY24
- The capital expenditure (CAPEX) is ₹ 11,768 lakh improved by 47% from FY24
- The adjusted earnings per share (EPS) was ₹ 9.80 per share
- The net debt to adjusted EBITDA ratio reduced to 0.3x from 0.6x in FY24.

## INTERNAL CONTROL SYSTEMS & ADEQUACY

The Board evaluates the effectiveness of the internal financial, operational, and compliance controls, as well as the risk management framework. RHI Magnesita India adheres to corporate governance regulations, with the Board assessing the operational efficiency of internal controls throughout the year and making recommendations when appropriate.

Regular discussions between the Board and the Audit & Compliance Committee have addressed improvements in the internal control systems, both implemented and planned. These systems were in place throughout 2025 and remain effective as of the report date. They follow the three lines of defence model, supported by an end-to-end process model and a delegation of authority structure reflecting responsibility for risk management and internal controls at all management levels.

The Company has a dedicated risk management approach and an internal control framework for its financial reporting process and the preparation of financial statements. These systems include policies and procedures to ensure that adequate accounting records are maintained, and transactions are recorded accurately and fairly, allowing for the preparation of financial statements in accordance with applicable accounting standards.

## HUMAN RESOURCES

RHI Magnesita India Ltd. upholds a dynamic people and culture framework that aligns with its strategic vision. RHI Magnesita fosters a culture of innovation, openness, pragmatism and high performance to support the delivery of its strategy. Hiring and retaining talented teams and individuals is essential for the Group to grow and maintain its leadership position. Leveraging the diversity, we enjoy across our regions brings different viewpoints, ways of approaching and solving problems, and generating learnings about how we can all succeed together. We are committed to fostering a culture of lifelong learning and supporting both personal and professional growth, ensuring that our employees are equipped to meet evolving business needs while contributing to our organisation's long-term success. As of March 31, 2025, the Company's workforce comprised more than 6,300 employees, including both permanent and contractual staff in all Indian legal entities.

### Outlook

In FY26, RHIM India will concentrate on translating its scale, technological capabilities, and sustainability initiatives into sharper competitive advantage. Building on operational efficiencies achieved in FY25, the Company aims to further optimize its manufacturing footprint, expand high-value product lines, and increase the share of service-based revenue.

Investment will be directed toward accelerating the commercialization of locally developed innovations, deepening integration of digital monitoring and predictive maintenance tools, and expanding the adoption of recycled raw materials in manufacturing. These actions will strengthen customer relationships, enhance margin resilience, and position RHIM India to respond quickly to evolving demand patterns. Strategic export expansion into targeted emerging markets and niche developed segments will provide additional growth levers.

While external pressures such as import competition, raw material cost volatility, and global economic uncertainty persist, RHIM India's robust balance sheet, disciplined pricing, and access to the Group's global R&D and procurement network provide a strong foundation for sustained growth. Management expects FY26 to be defined by a balanced focus on market expansion, operational agility, and long-term stakeholder value creation.

**Strategic Priorities — FY26:**

- **Strategic Pricing for Margin Protection-** Implement targeted price revisions to offset input cost inflation and strengthen operating margins in a challenging cost environment.
- **Expansion in Iron-making Segment-** Expand presence in direct reduced iron (DRI) and pellet applications, positioning RHIM India as a preferred refractory supplier.
- **Accelerated Product Innovation-** Launch a pipeline of new offerings including special castables for DRI and pellet plants, magnesia—spinel—carbon grades, and advanced solutions for the iron, steel, power, and cement sectors, reinforcing the Company's focus on innovation and sector diversification.

- **Expansion of 4PRO Models-** Scale comprehensive refractory management contracts to deepen lifecycle engagement with customers and enhance value delivery.
- **Sustainability & Circularity Leadership-** Increase recycled raw material usage and reduce carbon intensity per tonne of product, aligning with the Group's 2025 and 2030 sustainability targets and strengthening the Company's ESG positioning.
- **Process Efficiency, Digitalization and Supply Chain Automation-** Deploy predictive maintenance systems, advanced plant monitoring, and recipe optimisation, while automating supply chain processes to improve scalability, operational efficiency, and cost competitiveness.
- **Improved capacity utilisation and Modernisation-** Leverage automation, debottlenecking, and targeted process improvements across key manufacturing sites to increase capacity utilisation from current underused levels, enabling the Company to meet anticipated demand growth more efficiently.

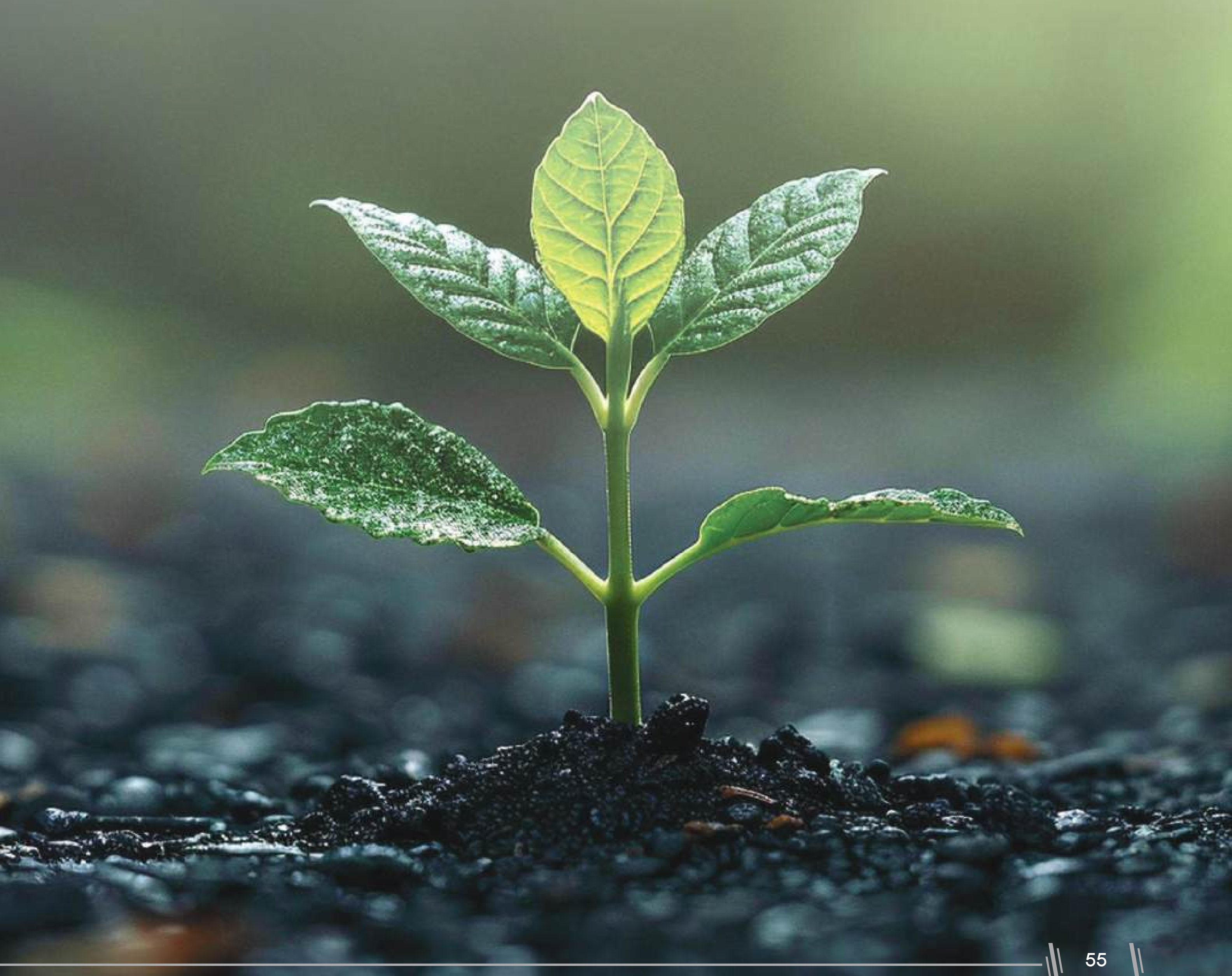
***Disclaimer***

*Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward-looking within the meaning of applicable securities laws and regulations. These Forward-looking statements are based on certain assumptions and expectations regarding future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized.*

*The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors within India and globally.*

# BRSR Report FY 2024-25

## Business Responsibility and Sustainability Reporting



# About This Report

## Our Commitment to Transparent and Responsible Reporting

As a company operating at the core of India's industrial value chain, RHI Magnesita India Limited recognises that sustainable growth is not just an expectation—it is a responsibility. This Business Responsibility and Sustainability Report (BRSR) for FY 2024–25 reflects our ongoing commitment to transparency, accountability, and long-term stakeholder value. We understand that sustainability is not separate from business—it is embedded in our operations, our strategy, and our purpose. This report captures how we are integrating environmental stewardship, social equity, and governance excellence into every facet of our decision-making.

### Purpose of This Report

This report is prepared in accordance with the requirements laid out under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as mandated for the top 1,000 listed companies in India by market capitalization. The BRSR is part of our effort to:

- Demonstrate compliance with evolving sustainability regulations.
- Ensure comprehensive ESG disclosures aligned with investor and stakeholder expectations.
- Reflect our alignment with India's national sustainability goals and global ESG benchmarks.
- Foster trust by sharing our progress, challenges, and roadmap ahead.

### Looking Ahead

Through the BRSR, we aim not only to comply—but to lead. As we continue to strengthen our sustainability governance, this report will evolve to reflect new risks, new opportunities, and the changing expectations of regulators, investors, and society at large. We welcome stakeholder feedback to make future disclosures even more meaningful, and remain committed to improving year after year.

**Scope & Coverage of the Report**

**Reporting Period:** April 1, 2024 to March 31, 2025

**Entity Covered:** RHI Magnesita India Limited (standalone)

**Framework Used:** SEBI BRSR Format (as per MCA's NGRBC principles)

**Disclosure Areas:**

- Leadership Indicators (voluntary)
- Essential Indicators (mandatory)
- Performance across 9 National Guidelines on Responsible Business Conduct (NGRBC) principles

**Key Features**

- Data validated through internal reviews and compliance checks
- ESG performance disclosed across E, S, and G pillars
- Progress toward 2025 sustainability targets and alignment with UN SDGs
- Linkages with global frameworks such as GRI, and the UNGC

RHI MAGNESITA

# Geographical Footprint


| Entity | Location | Site Type |
|---|---|---|
| RHIM | Mumbai | Registered Office |
| RHIM | Gurugram | Corporate Office |
| RHIM | Bhiwadi | R & D Centre |
| RHIM | Bhiwadi | Manufacturing Plant |
| RHIM | Visakhapatnam | Manufacturing Plant |
| RHIM | Jamshedpur | Manufacturing Plant |
| RHIM | Cuttack | Manufacturing Plant |
| RHIMIR | Rajgangpur | Manufacturing Plant |
| RHIMIR | Dalmiapuram | Manufacturing Plant |
| RHIMIR | Khambhalia | Manufacturing Plant |
| RHIM Seven | Katni | Manufacturing Plant |
| IEIPL | Mumbai | Manufacturing Plant |

RHI Magnesita India Limited - RHIM
RHI Magnesita India Refractories Limited - RHIMIR
RHI Magnesita Seven Refractories Limited - RHIM Seven
Intermetal Engineers ( India ) Private Limited - IEIPL

# Environmental Impact

## Minimizing Footprint. Maximizing Innovation.

### Sustainability, Safety & Inclusion at the Core

"**Safety First**" continues to drive our workplace culture. FY25 marked another year of strong performance across safety indicators, with LTIF consistently maintained below threshold levels. We also deepened our efforts in diversity and inclusion, while advancing supplier engagement on responsible sourcing. Beyond operations, our CSR programmes scaled impact in skill-building, water security, digital education, and women's empowerment—across multiple states and in close partnership with local communities and NGOs.

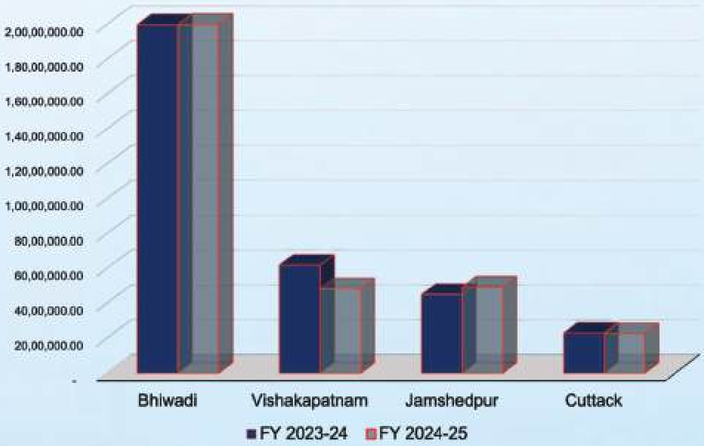
**Towards 2025: Translating Vision into Milestones**

As we move forward, our sustainability priorities for 2025 are clear and actionable. We are committed to:

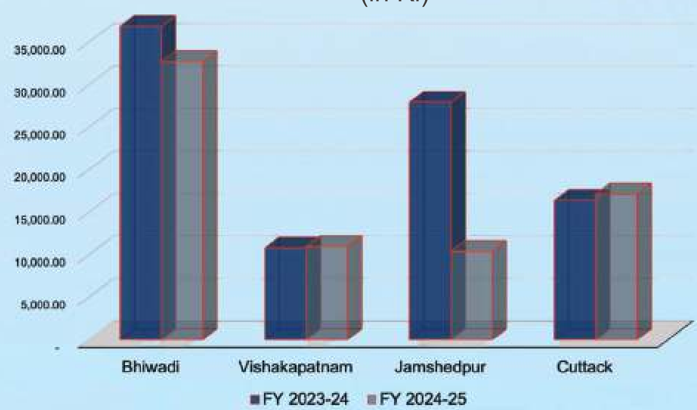
- Increasing the use of secondary raw materials to 15%, reinforcing our support for India's circular economy.
- Reducing $CO_2$e emissions per tonne of product to 1.55, in alignment with the Group's climate roadmap.
- Expanding supplier sustainability assessment coverage to 66%, ensuring ESG integration across our value chain.
- Maintaining a Lost Time Injury Frequency (LTIF) below 0.3, further strengthening our safety-first culture.
- Becoming the first refractories company to disclose the $CO_2$ footprint of over 2,000,000 products—setting a new benchmark in climate transparency and product-level sustainability.

These goals are not standalone—they reflect our broader belief that industrial growth must go hand-in-hand with environmental stewardship and social responsibility.

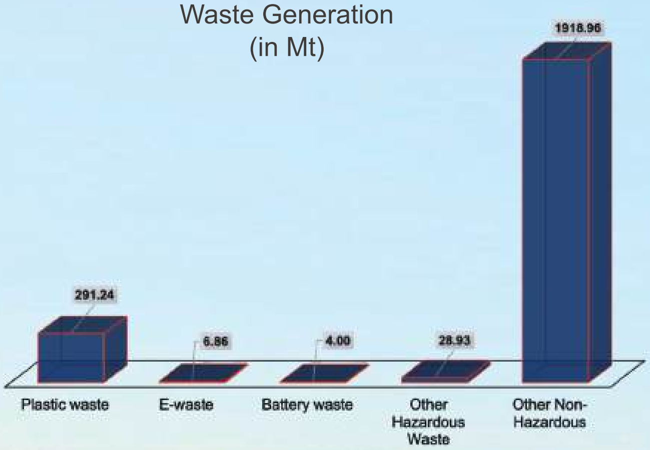
Electricity Consumption
(in kWh)




Water Consumption
(in Kl)




Waste Generation
(in Mt)

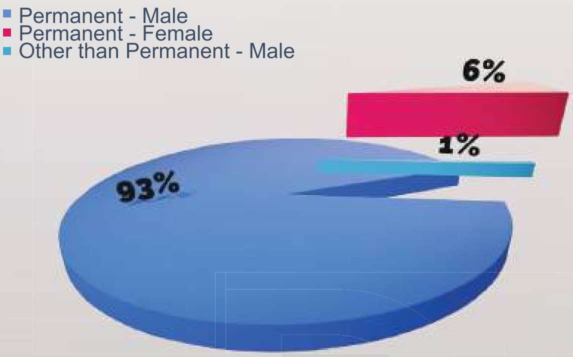



Total GHG Emission
(in mt $CO_2e$)

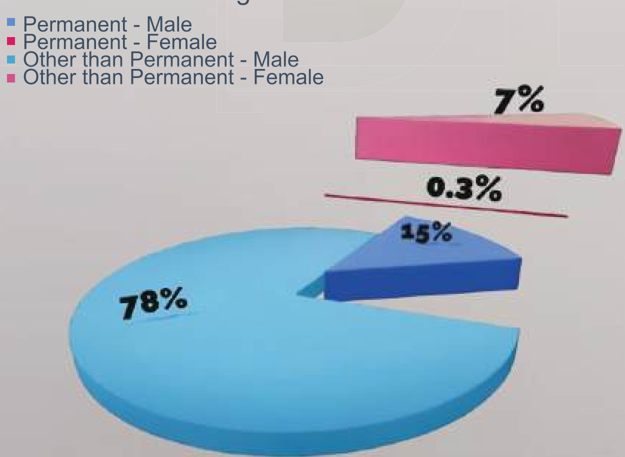

# Social Impact

## People First. Progress Always.

Total Employee strength




Total Workers strength




### People First. Progress Always

At RHI Magnesita India, success is measured not just in financial outcomes but by the positive impact we create for people and communities. FY 2024–25 was a year of deepened social engagement, reflecting our commitment to Corporate Social Responsibility (CSR), diversity, and inclusion. Across initiatives in education, healthcare, rural transformation, women empowerment, and skill development, we reached more than 20,000 lives, demonstrating that business growth and societal progress are inseparable.

### Youth Upskilling and Women Empowerment

Youth upskilling and women empowerment are integral to our approach. In Rajasthan, Jamshedpur, and Rajgangpur, vocational training programs focused on employable skills such as tailoring, digital literacy, and customer service, with particular emphasis on women's participation. A notable partnership with the NAB India Centre for Blind Women & Disability Studies enabled training in bakery and café management, customer care, craft and packaging for entrepreneurial ventures, and pain-relief therapies such as massage techniques. These initiatives expanded both income opportunities and dignity for marginalized women, ensuring that inclusion translates into tangible economic empowerment.

### Diversity and Inclusion

Diversity and inclusion extend internally as well. The first-ever "Women in Refractories" session at IREFCON 2024 highlighted female leadership in a traditionally male-dominated sector, encouraging more women to pursue technical and leadership roles. We continue to recruit across diverse talent pools, ensure gender pay equity, implement flexible policies for women and differently-abled employees, and foster safe workplaces that integrate both physical and psychological safety.

### Rural Transformation

Rural transformation initiatives address both infrastructure and quality of life. We invested in road construction, renovation of community centers, bus shelters, and access to clean drinking water, while also clearing dilapidated structures to enhance safety and aesthetics. These efforts improve everyday life and create long-term social capital that empowers communities to thrive sustainably.








## CSR Philosophy

Our CSR philosophy is grounded in the belief that sustainable development is only possible when communities advance alongside industry. In FY 2024–25, we invested ₹6.84 crore across multiple initiatives, ensuring support reached underserved regions. Importantly, there were no unspent CSR funds for the year, and an additional ₹102 lakhs was carried forward to sustain twelve ongoing projects to completion by June 2025.

## Healthcare and Well-Being

Healthcare and well-being are equally vital to our social commitment. Since 2018, RHIM has supported the VRD Trust Hospital near Vizag, which today serves over 10,000 residents annually, offering consultations, tests, medicines, dental care, preventive screenings, and emergency aid at nominal costs. This initiative fills a critical gap for communities previously without nearby healthcare access. Complementing this, we organized health camps across rural areas, distributed hygiene kits, and partnered with local institutions to strengthen healthcare infrastructure. In Rajgangpur and Vizag, targeted programs improved maternal and child health outcomes, reflecting our focus on holistic community well-being.

## Education Initiatives

Education remains central to our social mission. We continue to champion access to quality learning in rural and underprivileged communities, supporting government schools in Bhiwadi, Cuttack, Katni, Rajgangpur, Khambhalia, Dalmiapuram, Jamshedpur, and Visakhapatnam. Our efforts span infrastructure upgrades, pedagogical improvements, and inclusive education for children with special needs, including partnerships with organizations like the Hope Kolkata Foundation. We funded teachers' salaries, provided uniforms, books, smart classroom tools, and stationery, rejuvenated classrooms, built libraries, and enhanced sanitation facilities, creating safe and inspiring learning environments. Through these interventions, thousands of children can remain in school, thrive academically, and build the foundations of a skilled future workforce.

## Inclusivity and Kindness

Inclusivity and kindness are also embedded in our workplace culture. On the International Day of Persons with Disabilities, employees across all plants organized food drives, distributed essentials, and provided white canes to visually impaired students, enhancing their independence and confidence. These efforts go beyond charity—they embody our core belief that every individual deserves equal opportunity and respect.

## Looking Ahead

FY 2025–26 will see our CSR budget grow to ₹647.09 lakhs for RHI Magnesita India and ₹17 lakhs for RHI Magnesita Seven Refractories. Our focus will remain on education, healthcare, and skill development, with new initiatives targeting climate resilience and green energy access in rural communities. At RHIM, social impact is not a side initiative—it is a core value, central to building a sustainable and inclusive future.

# Governance Impact

## Strong Structures. Integrity at the Core.

### Strong Structures. Integrity at the Core

Good governance is the foundation of sustainable growth, and at RHI Magnesita India, it extends beyond statutory compliance to strategic leadership and long-term value creation. FY 2024–25 demonstrates how we embedded ethics, transparency, and accountability into every facet of our decision-making, ensuring that business objectives align with stakeholder interests

### Diversity and Independence

Diversity of thought, gender inclusion, and global perspective underpin our governance philosophy. Independent directors actively monitor management performance, provide unbiased guidance, and safeguard both shareholder and stakeholder interests. Committees of the Board—covering audit, risk management, nominations, remuneration, and CSR—are chaired by independent directors, reinforcing impartial oversight and strategic focus.

### Ethics and Integrity

Ethics and integrity are non-negotiable values. RHIM enforces zero tolerance for corruption, with robust anti-bribery and anti-fraud policies, a Code of Conduct for directors, employees, and business partners, a whistleblower policy protecting good-faith reporting, and adherence to SEBI, Companies Act, and RHI Magnesita Group standards. By institutionalizing these frameworks, growth is achieved ethically and responsibly.

### Impact on Performance

The impact of governance is visible in FY 2024–25 performance. Financial discipline yielded consolidated revenue of ₹3,675 crore, profit after tax of ₹203 crore, and a 53% reduction in net debt. Transparent disclosures strengthened investor confidence, while CSR investments and community initiatives demonstrated measurable social impact. Leadership continuity and the induction of new directors ensured that fresh perspectives complemented organizational stability.

### Company Governance

The Company's governance framework is anchored by a diverse and experienced Board of Directors. As of May 2025, the Board comprises eight members, including executive leadership, independent directors, and non-executive directors, blending technical industry knowledge, financial and legal expertise, global experience, and gender diversity. The inclusion of new members, has further strengthened the Board's capacity to navigate India's dynamic industrial landscape while upholding robust oversight.

### Transparency and Accountability

Transparency and accountability are embedded in our reporting practices. Statutory disclosures—including the Board's Report, CSR Report, Secretarial Audit Report, Corporate Governance Report, and BRSR—provide stakeholders with comprehensive insights into financial performance, ESG initiatives, risk management, and regulatory compliance. The adoption of digital governance tools ensures accuracy, efficiency, and accessibility, strengthening stakeholder trust.

### Governance and ESG Integration

Governance at RHIM is increasingly integrated with sustainability. The Board actively reviews ESG progress, including emissions reduction, diversity, safety, and community impact. Governance structures guide circular economy investments and resource efficiency, while transparent communication with shareholders, communities, and customers forms a key component of decision-making. Risk management is embedded into governance, addressing raw material volatility, global trade uncertainties, operational safety, and climate-related challenges.

### Looking Ahead

Governance will remain a key enabler of sustainable growth. RHIM India aims to further enhance board diversity, adopt advanced digital governance systems for real-time compliance tracking, align reporting with global standards such as GRI and ISSB, and deepen stakeholder engagement. Governance at RHIM is not merely a compliance requirement—it is a catalyst for trust, resilience, and long-term sustainable value.

# Section A: GENERAL DISCLOSURE

## I. Details of the listed entity

| | | |
|---|---|---|
| 1 | **Corporate Identity Number (CIN) of the Listed Entity** | L28113MH2010PLC312871 |
| 2 | **Name of the Listed Comany** | RHI MAGNESITA INDIA LIMITED |
| 3 | **Year of Incorporation** | 2010 |
| 4 | **Registered Office Address** | Unit No. 705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East), Mumbai - 400042, Maharashtra, India |
| 5 | **Corporate Office Address** | 19th & 20th Floor, DLF Square, M-Block, Phase-II, Jacaranda Marg, DLF City, Sector-25, Gurugram - 122002, Haryana, India |
| 6 | **Company E-mail ID** | Corporate.india@rhimagnesita.com |
| 7 | **Company Telephone Number** | +91 124 4299000 |
| 8 | **Company Website** | www.rhimagnesitaindia.com |
| 9 | **Financial year for which reporting is being done** | April 1, 2024 to March 31, 2025 |
| 10 | **Name of the Stock Exchange(s) where shares are listed** | (a) National Stock Exchange of India Limited (Scrip Code: RHIM)<br>(b) BSE Limited (Scrip Code: 534076) |
| 11 | **Paid-up capital (as on March 31, 2025)** | ₹ 206,501,426.00 |
| 12 | **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report** | Mr. Azim Syed - Whole-Time Director & Chief Financial Officer<br>Contact no.: +91 124 4299000<br>E-mail ID: Azim.Syed@rhimagnesita.com |
| 13 | **Reporting boundary** | The financial, environmental, social and governance disclosures made in this report are on a standalone basis i.e. RHI Magnesita India Limited |
| 14 | **Name and assurance provider** | Not applicable |
| 15 | **Type of assurance obtained** | Not applicable |

**Throughout this Report, the phrase “RHIM” or “RHIM India” or “the Company” refers to the RHI Magnesita India Limited.**

## II. Products/Services

**16. Details of business activities (accounting for 90% of the turnover):**

| S. No. | Description of Main Activity | Description of Business Activity | % of Turnover of the entity |
|---|---|---|---|
| 1 | Manufacturing, Trading and Sale of Refractories and Services thereof. | The Company is one of the prominent manufacturer and trader of specialised refractory products and total refractory solution provider. | 100 |

**17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

| S. No. | Description of Main Activity | NIC Code | % of total turnover contributed |
|---|---|---|---|
| 1 | Manufacturing, Trading and Sale of Refractories and Services thereof. | 23911, 23913 | 100 |

## III. Operations

**18. Number of locations where plants and/or operations/offices of the entity are situated:**

| Location | Number of operational locations | Number of offices | Total number of plants and/ or operations/offices |
|---|---|---|---|
| **National** | 4 | 25 | 29 |
| **International** | 0 | 0 | 0 |

**19. Markets served by the entity:**

a) Number of locations

| Locations | Number |
|---|---|
| **National (No. of States)** | All states & Union Territories |
| **International (No. of Countries)** | 60+ Countries |

b) What is the contribution of exports as a percentage of the total turnover of the entity?

Approx. 12.00% of total turnover of standalone entity.

c) A brief on types of customers

Customers of the Company primarily are producers of Iron, Steel, Cement, Lime, Non Ferrous Metals, Glass situated in India and abroad spread throughout the World.

# IV. Employees

### 20. Details as at the end of Financial Year March 31, 2025

a) Employees and workers (including differently abled):

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| **Employees** | | | | | | |
| 1 | Permanent (D) | 1,276 | 1,200 | 94.04 | 76 | 5.96 |
| 2 | Other than Permanent (E) | 16 | 16 | 100.00 | 0 | 0.00 |
| 3 | **Total Employees (D+E)** | **1,292** | **1,216** | **94.12** | **76** | **5.88** |
| **Workers** | | | | | | |
| 1 | Permanent (F) | 348 | 347 | 99.71 | 1 | 0.28 |
| 2 | Other than Permanent (G) | 2,004 | 1,830 | 91.32 | 174 | 8.68 |
| 3 | **Total Workers (F+G)** | **2,352** | **2,177** | **92.56** | **175** | **7.44** |

b) Differently abled Employees and workers:

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| **Employees** | | | | | | |
| 1 | Permanent (D) | 0 | 0 | 0.00 | 0 | 0.00 |
| 2 | Other than Permanent (E) | 0 | 0 | 0.00 | 0 | 0.00 |
| 3 | **Total Employees (D+E)** | 0 | 0 | 0.00 | 0 | 0.00 |
| **Workers** | | | | | | |
| 1 | Permanent (F) | 0 | 0 | 0.00 | 0 | 0.00 |
| 2 | Other than Permanent (G) | 0 | 0 | 0.00 | 0 | 0.00 |
| 3 | **Total Workers (F+G)** | 0 | 0 | 0.00 | 0 | 0.00 |

### 21. Participation/Inclusion/Representation of women

| Category | Total (A) | Representation of women | |
|---|---|---|---|
| | | No. (B) | % (B/A) |
| Board of Directors | 6 | 2 | 33.33 |
| Key Management Personnels* | 2 | 0 | 0.00 |

** Excluding Chairman, Managing Director & CEO, who is forming part of Board of Directors*

**22. Turnover rate for permanent employees and workers**

| Category | FY 2024-25 | | | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent employees and workers | 10.66 | 17.10 | 11.05 | 14.00 | 2.00 | 16.00 | 0.64 | 0.00 | 0.64 |

## V. Holding, Subsidiary and Associate Companies (including Joint Ventures)

**23. Names of Holding / Subsidiary / Associate Companies / Joint Ventures**

| S. No. | Name of the Holding/ Subsidiary/ Associate Companies/ Joint Ventures (A) | Indicate whether Holding/ Subsidiary/ Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 1 | RHI Magnesita N.V. | Ultimate Holding | 56.07 % through its subsidiary companies | No |
| 2 | RHI Magnesita India Refractories Limited | Subsidiary | 100 % | No |
| 3 | Intermetal Engineers (India) Private Limited | Subsidiary | 100 % | No |
| 4 | RHI Magnesita Seven Refractories Limited* | Stepdown Subsidiary | 100 % through subsidiary | No |

** Subsidiary company of RHI Magnesita India Refractories Limited*

## VI.CSR Details

**24. Details of CSR:**

| S. No. | Particulars | Details (Amount in ₹ Lakh) |
|---|---|---|
| (i) | Whether CSR is applicable as per section 135 of Companies Act, 2013 (Yes/No) | Yes |
| (ii) | Turnover | 289,186.01 |
| (iii) | Net worth | 405,800.98 |


## VII. Transparency and Disclosures Compliances

**25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

The Company has identified its external and internal stakeholders through stakeholder mapping and periodic stakeholder engagement exercises. The Company has implemented a Grievance Redressal Mechanism to address Grievances if any raised by any group of Stakeholders i.e., by both External and Internal stakeholders.

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web- link for grievance redress policy) | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|---|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | **Yes,** https://www.rhimagnesitaindia.com/contact-us | nil | nil | nil | nil | nil | nil |
| Investors (other than shareholders) | **Yes,** https://www.rhimagnesitaindia.com/contact-us | nil | nil | nil | nil | nil | nil |
| Shareholders | **Yes,** as per Listing Regulations. | 4 | 4 | Resolved during the year | 22 | nil | Resolved during the year |
| Employees and workers | **Yes,** https://intranet.rhimagnesita.com/ethics-compliance/compliance- helpline | 12 | nil | Resolved during the year | 8 | nil | Resolved during the year |
| Customers | **Yes,** https://www.rhimagnesitaindia.com/contact-us | 138 | nil | Resolved during the year | 7 | nil | Resolved during the year |
| Value Chain Partners | **Yes,** https://www.rhimagnesitaindia.com/contact-us | nil | nil | nil | nil | nil | nil |

**26. Overview of the entity's material responsible business conduct issues:**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

| S. No. | Material issue identified | Indicate whether risk or opportunity | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 1 | Occupational health and safety | Risk & Opportunity | We aspire to achieve zero harm across all our operations. Health and Safety represent an important part of our group's values. However, Ensuring a safe and healthy workplace is critical for employee/workers well-being, operational efficiency, and regulatory compliance. Unsafe practices may lead to accidents, and repetitional damage. | We are dedicated to ensuring a healthy and safe working environment for all employees, contractors, visitors, and surrounding communities. With a zero-harm vision, we utilize tech-enabled safety systems that focus on shared responsibility and real-time data. Senior management oversees the implementation of comprehensive safety policies and procedures, aligned with global standards. We prioritize regular risk monitoring, near-miss reporting, and root cause analysis, while also enhancing safety practices among customers and suppliers. In case of incidents, specific action plans are enacted, supported by standardized safety instruction videos and Personal Protective Equipment (PPE) protocols for consistent compliance. | Positive |
| 2 | Climate Change risk and Emissions management | Risk | Natural disasters will exacerbate damage to production facilities, increase downtime of assets, worsen working environments, and disrupt supply chains, leading to delays in deliveries and the procurement of part Increased need for mitigation activities will divert capital away from decarbonization activities such as grid expansion, renewables connection, and technology research and development | The Company is actively engaged in helping tackle climate change, starting with its own operations. Through market scenarios, it is also looking at potential climate impacts on economic growth and market/energy transition drivers such as pace of acceleration, bottlenecks, and governmental plans and targets. The Company has made efforts to accommodate internet of things (IoT) products. | Negative |
| 3 | Carbon neutrality | Risk | Unprecedented demand is pushing the sector to expand the supply chain, risking ESG performance. Capacity investments may divert attention from necessary new technologies and business models after the industry super-cycle. Imbalanced grid development for intermittent energy can affect power quality. Efforts to reduce emissions aren't matched by revenue increases, raising costs and harming competitiveness while carbon reduction targets | The path towards limiting global warming, as envisioned by the Paris Agreement, is a critical challenge for governments, businesses, and organizations. The Company has, therefore, defined and validated ambitious greenhouse gas (GHG) reduction targets to set its own net-zero trajectory. The Company ensures compliance with emerging and future GHG emissions regulation or legislation. | Negative |

| S. No. | Material issue identified | Indicate whether risk or opportunity | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 4 | Innovation & Sustainable Solutions | Risk & Opportunity | The landscape of risks associated with sustainable product innovation is complex. Customer-facing risks include inadequate infrastructure, lack of grid capacity for renewable energy, and concerns about pricing and adoption. Design and manufacturing risks involve the availability of sustainable materials, quality control, production upgrades, compliance with regulations, and investment costs. Additionally, the regulatory environment can necessitate significant investment in developing sustainable technologies, often with low market adoption. Regulatory actions should balance fostering sustainability markets with supporting the development of sustainable technology for effective progress. | The Company's innovative technologies and solutions help increase access to affordable, reliable, and sustainable energy vital for society to prosper and progress. As consumer needs and lifestyles continue to evolve, our forward-looking technologies help make the energy system more sustainable, flexible, and secure. The opportunity of innovating and bringing to the market sustainable products and solutions in its field of business is significant and it expects frontrunners to become the brand, supplier, employer, and investment of choice for its stakeholders. As electrification is one of the key pillars of decarbonization, the most innovative companies will also have the biggest contribution to a net-zero future. The Company identifies innovation as part of its DNA and strategy on a short-, medium-, and long-term basis. | Positive |
| 5 | Cybersecurity & Data Privacy | Risk | Embedding security into every layer of the organization—from technology to people and processes, as well as extending these requirements throughout our value chain—requires expertise, commitment, collaboration, and ongoing vigilance. | Deployment of robust IT security systems, continuous monitoring, employee awareness programs, and compliance with global standards (e.g., GDPR, ISO 27001). | Negative |
| 6 | Circularity | Opportunity | Our efforts can support economic growth by developing innovative and "retrofitted" products and services that promote the circular economy. Reducing the waste through our products and services will also help in minimizing the environmental impacts such as air and water pollution. | Within our own operations, we are working towards minimizing waste and to plan and achieve 'zero waste to landfill' goal across operations by making our products and processes more efficient along with maximizing the use of sustainable materials for packaging. | Positive |
| 7 | Employee Training & Development | Opportunity | We are committed to providing - high-quality training and development opportunities to our employees. The RHIM Academy delivered LinkedIn learning, has provided education for staff since it was - launched in January' 2023. A skilled and engaged workforce is essential for business resilience, innovation, and long-term sustainability. | We are dedicated to attracting and developing talent by promoting a culture of continuous learning through structured training programs. These programs include advanced training that is tailored to needs and job requirements, as well as specialized modules on digitalization, AI platforms, environmental, social, and governance (ESG) principles, digital skills, and leadership development. All of these initiatives are designed to improve efficiency, effectiveness, and long-term growth. | Positive |

| S. No. | Material issue identified | Indicate whether risk or opportunity | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 8 | Supply Chain Sustainability | Risk & Opportunity | Increasing stakeholder expectations require supply chains to be sustainable, ethical, and resilient. Risks include reputational damage from suppliers' non-compliance. | Supplier ESG assessments, partnerships with sustainable vendors, and transparent procurement policies. | Positive |
| 9 | Responsible sourcing | Risk | By actively and responsibly managing the supply chain, we can positively impact local economies and the environment, including reducing pollution and minimizing the use of hazardous substances. Additionally, this approach benefits people by promoting safety and upholding human rights throughout the value chain. Failure to adhere to these principles can result in noncompliance and reputational risks for the company, as well as potential issues with the availability of components and raw materials. | Established detailed frameworks (including supplier's Code of Conducts) alongwith processes to evaluate the supplier's adherence to RHI's supplier Code of Conduct and ESG requirements and supporting the suppliers to further enhance their ESG performance to move towards creating a sustainable supply chain base. | Negative |
| 10 | Business performance and resilience | Risk | Business performance and resilience is an enterprise wide aspect that encompasses crisis management and business continuity, and the need to respond to all types of risks that an organisation may face, for e.g. cyber threat, natural disasters etc. | Address and manage crises in both tangible and intangible aspects which could result in significant consequences with established crisis management systems and tools to mitigate risk and facilitate business continuity. | Negative |
| 11 | Corporate & sustainability governance | Opportunity | Addressing sustainability & governance is an opportunity to move ahead in the sustainability maturity model with cost saving and benefits as it demands responsible corporate behavior | The Corporate Sustainability strategy along with its governance is implemented across the Company business. With specific goals and reporting processes, the governance structure supports in strengthening relations with external stakeholders and ensures overall accountability of sustainability goals at enterprise level. | Negative |
| 12 | Human rights & labour standards | Risk | By establishing and maintaining safe and fair working conditions, a more equitable society and a stable economy can be created. However, not respecting human rights and labor standards can potentially result in negative impacts on people and communities which includes injuries or illnesses in workplaces, inadequate standards of living for workers due to poor wages, etc. | Established human rights policy along with detailed process and due diligence procedures to assess the Human rights risks across its operations | Negative |

# Section B: MANAGEMENT AND PROCESS DISCLOSURES

**This section** is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The National Guidelines for Responsible Business Conduct (NGRBC) a s prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:

| | |
|---|---|
| P1 | Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable |
| P2 | Businesses should provide goods and services in a manner that is sustainable and safe |
| P3 | Businesses should respect and promote the well-being of all employees, including those in their value chains |
| P4 | Businesses should respect the interests of and be responsive towards all its stakeholders |
| P5 | Businesses should respect and promote human rights |
| P6 | Businesses should respect, protect and make efforts to restore the environment |
| P7 | Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent |
| P8 | Businesses should promote inclusive growth and equitable development |
| P9 | Businesses should engage with and provide value to their consumers in a responsible manner |

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| **Policy and Management Processes** | | | | | | | | | |
| 1. a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| b) Has the policy been approved by the Board? (Yes/ No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| c) Web Link of the Policies, if available | Pertinent Policies that are developed and implemented by the Company as per the NGRBC requirement are uploaded on the website of the Company https://www.rhimagnesitaindia.com/investors/corporate-governance/ policies | | | | | | | | |
| Code of Conduct | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Business Responsibility Policy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Anti-Corruption Policy | ✓ | | | ✓ | | | ✓ | | |
| Anti-trust and Fair Competition Policy | ✓ | ✓ | | ✓ | | | | | |
| Conflict of Interest Guideline | ✓ | | | ✓ | | | | | |
| Gifts & Invitations Guideline | ✓ | | | ✓ | | | ✓ | | |
| Whistle Blower Policy / Vigil Mechanism | ✓ | | ✓ | ✓ | | | ✓ | | ✓ |
| Policy on Investor Dispute Resolution Mechanism | ✓ | | | ✓ | | | | | |
| Policy for Determination of Materiality of Events | ✓ | ✓ | | | | | | | |
| Code of Corporate Disclosure Practices for Prevention of Insider Trading | ✓ | ✓ | | ✓ | | | | | |
| Code of Internal Procedures & Conduct for Regulating, Monitoring & Reporting of Trading by Insiders | ✓ | ✓ | | ✓ | | | | | |
| Policy on Material Subsidiary | ✓ | | | ✓ | | | | | |
| Policy for Preservation of Records | ✓ | | | ✓ | | | | | |
| Familiarisation Programme, Term and Evaluation for Independent Directors | ✓ | | | | | | | | |
| Reward & Recognition Policy | | | ✓ | | ✓ | | | | |
| Deputation Reimbursement Policy | | | ✓ | ✓ | | | | | |
| Remuneration & Nomination Policy | | | ✓ | ✓ | | | | | |
| Prevention of Sexual Harassment (PoSH) Policy | | | ✓ | | ✓ | | | | |
| Gender Equality Policy | | | ✓ | | ✓ | | | | |

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| **Policy and Management Processes** | | | | | | | | | |
| Policy on Data protection and privacy | | | | | ✓ | ✓ | | | ✓ |
| Policy on Human Rights | | | ✓ | ✓ | ✓ | | | | |
| Modern Slavery Statement | | | ✓ | | ✓ | | | | |
| Supplier Code of Conduct | | ✓ | | ✓ | ✓ | ✓ | | ✓ | |
| Sanctions, Export Controls & Business Partner Due Diligence Policy | ✓ | | | | ✓ | ✓ | | | |
| Corporate Social Responsibility Policy | ✓ | | | | | | | ✓ | |
| Risk Management Policy | ✓ | ✓ | | | | ✓ | | | |
| Policy on Dividend Distribution | ✓ | | | ✓ | | | | | |
| Policy for Related Party Transactions | ✓ | ✓ | | | | | | | |
| Occupational Health and Safety Policy | | ✓ | ✓ | | | | | | |
| Procurement Policy | | ✓ | ✓ | ✓ | ✓ | ✓ | | | ✓ |

| Policy and Management Processes | |
|---|---|
| 2. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes, the Company has developed different Procedures on Policies and implemented the same across different levels of its operation. Different committees and personnel from the Company are designated with specific responsibilities for the efficient implementation of these Policies and Procedures |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/ No) | The Company has integrated Transparent Business Practices as one of the Core Values. It communicates Policies and Procedures to its Value Chain Partners such as Suppliers, Resellers, Consultants, and Logistics Service Providers as applicable. Therefore, the enlisted Policies are extended to the Company's Value Chain Partners to the extent possible. |
| 4. Name of the national and international codes/ certifications/ labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | The Company has adopted the following globally recognized Certifications in its manufacturing facilities<br>**ISO 9001** : 2015 - Quality Management System.<br>**ISO 14001** : 2015 - Environmental Management System.<br>**ISO 45001** : 2018 - Occupational Health and Safety Management System.<br>**ISO 50001** : 2018 - Energy Management System.<br>The Company has engaged an external certification body to obtain the above-mentioned certifications. |
| 5. Specific commitments, goals and targets set by the entity with defined timelines, if any. | The Company is pursuing below-mentioned Sustainability Commitments.<br>**Environmental:**<br>**Pollution Control and Abatement**: Identification of pollution risks arising from Company activities and to provide adequate measures for abatement of the same efficiently and effectively.<br>**Circularity**: Reduction and Recycling of Wastes.<br>**Resource Conservation**: Use of Natural Resources sustainably.<br>**Social:**<br>**Safe Place to Work**: Striving for "Zero Harm Vision" to Life, Environment and Property.<br>**Continuous Improvement**: Improve Product Quality and Working Conditions.<br>**Governance:**<br>**Legal Compliance**: We are committed to adhering to regulatory requirements as mandated by regional and federal authorities.<br>**Governance Structure**: Implemented robust governance practices throughout the organization, ensuring ethical and transparent business operations across different regions.<br>The Company has integrated all these ESG commitments as Core Values for its day-to-day Operations. |
| 6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. | Collective efforts are being made by the Company and its stakeholders to adopt all the ESG commitments with desired efficacy. Specific ESG targets are under development and will be disclosed going forward. |

## Governance, Leadership & Oversight

7. **Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements**

It gives us immense pleasure to share our third Business Responsibility and Sustainability Report (BRSR) for FY 2024-25. The Report has been prepared in format prescribed by the Securities and Exchanges Board of India (SEBI).

Our Company predominantly is engaged in the manufacture of Refractories and strives to provide total Refractory Solutions to producers of Iron, Steel, Cement, Lime, Non Ferrous Metals, and Glass industries. The Company is customer-centric and/or in this regard, following sustainable ways of manufacturing and providing services to its customers across geographies. The Company firmly believes that sustainability is all about the right balance between ability and responsibility to gain relevance and stability. Sustainability for the Company is about making choices following the long-term perspective of business, society, and the environment. In this regard, the Company has taken various initiatives for water conservation, energy management, phased reduction and recycling of wastes, and Green House Gases (GHGs) emission reductions.

The Company's Corporate Social Responsibility (CSR) initiatives focus on enhancing the well-being of underprivileged communities near its manufacturing facilities. These efforts prioritize essential needs such as health, education, hygiene, and skills development. Our CSR initiatives will prioritize community engagement and align with the United Nations' Sustainable Development Goals (UN-SDGs). Ethical practices are ingrained in our Company's core governance principles and are adhered to daily.

As part of our forward-looking approach, we are committed to environmental protection and addressing critical issues such as environmental sustainability, GHGs management, and climate change

8. **Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).**

Name : Mr. Parmod Sagar

Designation : Chairman, Managing Director & Chief Executive Officer

DIN : 06500871

9. **Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.**

**Yes,** the directors and senior management periodically monitor the business responsibility performance of the Company. The Board of Directors reviews the business responsibility performance on an annual basis. The CSR Committee reviews the social performance and the Risk Management Committee assesses and reviews the identified risks from time to time.

10. **Details of Review of NGRBCs by the Company:**

| Subject for Review | Indicate whether Review was Undertaken by Director/Committee of the Board/Any other Committee | Frequency (Annually/Half yearly/Quarterly/ Any other-please specify) |
|---|---|---|
| | P1 P2 P3 P4 P5 P6 P7 P8 P9 | P1 P2 P3 P4 P5 P6 P7 P8 P9 |
| Performance against above Policies and follow up action | The performance of the Company is periodically reviewed by the management, Committee of the Board and the Board. The Company performance and any deviations in operation are also communicated to the Committee of the Board and the Board and Top Management on priority for resolution. | Ongoing (Periodically and/or Need basis) |
| Compliance with Statutory Requirements of Relevance to the Principles, and<br><br>Rectification of any NonCompliances | The Company has dedicated resources for Regulatory Compliances and robust procedures for the identification of any non-compliances and rectification of the same. The top management and Board are communicated compliance status on regular basis. | Ongoing Basis |

| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| 11. Has the Entity Carried out Independent Assessment/ Evaluation of the working of its Policies by an External Agency? (Yes/No). If yes, provide the name of the Agency | Assessment /Evaluation of Policies on Health, Safety, Environment, and Governance is largely done internally. The Company has taken support from an External Organisation for developing its ESG Policies and Procedures.<br>The Company is certified under ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, and ISO 50001:2018. These Certifications also include an assessment of the Policies of the Company by an Independent External Assessor. i.e Bureau Veritas, a global independent external assessor for verification and certification. | | | | | | | | |

12. **If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:**

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| The Entity does not consider the Principles Material to its Business (Yes/No) | Not applicable | | | | | | | | |
| The Entity is not at a stage where it is in a position to formulate and implement the Policies on Specified Principles (Yes/No) | | | | | | | | | |
| The Entity does not have the Financial or/ Human and Technical Resources available for the task (Yes/ No) | | | | | | | | | |
| It is planned to be done in the next Financial Year (Yes/No) | | | | | | | | | |
| Any other reason (please specify) | | | | | | | | | |

# Section C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

## PRINCIPLE 1

**Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

### Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles in the financial year:**

| Segment | Total number of training and awareness programmes held | Topics / principles covered under the training and its impact | %'age of persons in respective category covered by the awareness programs |
|---|---|---|---|
| Board of Directors (BoDs) | 4 | All members of the Board and KMPs underwent mandatory training and specialized training programmes befitting their roles and responsibilities in the Company. These training sessions are continuous and take place throughout the year. | 100% by Rotation |
| Key Managerial Personnels (KMPs) | 4 | | |
| Employees other than BoDs and KMPs | 221 | Some of the topics covered are<br>• Communication and Interpersonal Skills<br>• Environment, Health and Safety<br>• Business Ethics<br>• Anti-Bribery & Corruption<br>• Data Privacy<br>• Anti-Trust & Fair-Competition<br>• Sanctions & Export Controls<br>• First Aid<br>• Fire Safety Awareness<br>• Emergency Response<br>• Employee induction Training<br>• Prevention of Sexual Harassment Training<br>• People & Culture related Training Programs (awareness on the benefits provided by the Company, Wages etc.)<br>• On-job Trainings<br>These initiatives led to a noticeable improvement in the conduct and behavior of both employees and workers. | |
| Workers | 256 | | |

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year:**

| Particulars | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/ No) |
|---|---|---|---|---|---|
| **Monetary** | | | | | |
| Penalty/fine | nil | nil | nil | nil | nil |
| Fine | nil | nil | nil | nil | nil |
| Settlement | nil | nil | nil | nil | nil |
| Compounding fee | nil | nil | nil | nil | nil |
| **Non-Monetary** | | | | | |
| Imprisonment | nil | nil | nil | nil | nil |
| Punishment | nil | nil | nil | nil | nil |

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

| Case Details | Name of the regulatory/ enforcement agencies/ judicial institutions |
|---|---|
| nil | |

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web- link to the policy.**

   **Yes,** the Company believes in ethically conducting its business including following anti-corruption and anti-bribery practices. This is supported and reflected by the Company's Code of Conduct as well as Whistle Blower Policy, which are hosted on the Company's Website: www.rhimagnesitaindia.com. The objective of these policies is to serve as a guide for all directors, executives, employees, and associated persons to ensure compliance with applicable anti-bribery laws, rules and regulations. This policy applies to all the persons associated with the Company.

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

| Category | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Directors | nil | nil |
| KMPs | nil | nil |
| Employees & Workers | nil | nil |

6. **Details of complaints with regard to conflict of interest:**

   nil

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

   Not applicable

8. **Number of days of accounts payables [(Accounts payable *365) / Cost of goods/services procured] in the following format:**

| Particular | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Number of Days of Accounts Payable for Goods | 47 | 112 |

9. **Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:**

| Parameter | Metrics | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases | 11 | 17 |
| | b. Number of Trading Houses where purchases are made from | 660 | 496 |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 4.81 | 60 |
| Concentration of Sales | a. Sales to dealers/ distributors as % of total sales | 0.003 | 0.80 |
| | b. Number of dealers / distributors to whom sales are made | 10 | 22 |
| | c. Sales to top dealers / distributors as % of total sales to dealers / distributors | 96 | 93 |
| Share of RPTs in | a. Purchases (Purchases with related parties / Total Purchases) | 27% | 21% |
| | b. Sales (Sales to related parties / Total Sales) | 14% | 13% |
| | c. Loans & advances (Loans & advances given to related parties / Total loans & advances) | nil | nil |
| | d. Investments (Investments in related parties / Total Investments made) | 100% | 100% |

## Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

| Sr. no. | Total number of awareness programmes held | Topics/ principles covered under the training | %'age of value chain partners covered (by value of business done with such partners) under the awareness programmes |
|---|---|---|---|
| 1 | 8 | Environment, Social, and Governance trainings and awareness sessions as per 9 principles of BRSR and other sustainability frameworks | covering overall 30% of the supplier base out of total |

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

**Yes,** the Company has a Code of Conduct for the Board including Independent Directors and Senior Management Personnel to avoid and/ or manage conflict of interest. In accordance with this, the Company collects annual declarations from relevant individuals regarding any interests that might create a conflict of interest with the Company.

# PRINCIPLE 2

**Businesses should provide goods and services in a manner that is sustainable and safe**

## Essential Indicators

1. **Percentage of R&D and capital expenditure (CAPEX) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

During FY 2024-25, the Company did not capture expenditure relating to Research & Development (R & D) activities separately. Each of the manufacturing facilities of the Company has an in-house R & D facility primarily meant to ensure the quality and performance of products manufactured including Inputs used therein. The Company has a R & D center at Bhiwadi, Rajasthan, which supports the development of new products, improvement of product quality and performance, the substitution of conventional raw materials, optimization of resources, re-cycling of processes and product wastes and other objectives firmed up from time to time.

2. **a) Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

**Yes,** In our commitment to sustainable procurement, RHI Magnesita aims to integrate sustainability priorities into our procurement processes. RHI Magnesita has established a framework for supply chain due diligence, to ensure ethical and compliant practices across the Group's supplier network. A comprehensive Supplier Code of Conduct outlines the standards and expectations the Group holds for all partners in the supply chain. Supplier desktop evaluations and on-site inspections are also used to proactively identify and address any potential risks, fostering a sustainable and resilient supply chain.

**b) If yes, what percentage of inputs were sourced sustainably?**

In FY 2024-25, around 15%

3. **Describe the processes in place to safely reclaim your products for Reusing, Recycling, and Disposing at the end of life, for (a) Plastics (including packaging), (b) E-waste, (c) Hazardous Waste and (d) Other Waste:**

RHI Magnesita is leading the refractory industry in the use of circular raw materials. For every tons of waste material that is reused, 1.5 tons (approx.) of $CO_2$ can be saved, in addition to circular economy benefits. The Company has increased secondary raw material usage by 15%, driven by the sales team's focus on prioritizing products with recycled content. Technical teams continue to innovate with over 100 recycling-related product developments, tailoring products for optimal performance and maximizing circular mineral usage.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/ No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

**Yes,** The Company is currently under the planning and registration under Extended Producers Responsibility (EPR) regime under Plastic Waste Management Rules, 2016. However, the Company has taken multiple steps regarding the same.

## Leadership Indicators

**1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

No, the Company has not conducted any life cycle assessment for the products and services to date. However, the Company planning to assess in the coming years.

**2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

The Company has not conducted LCA for its products and services

**3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

| Indicate input material | Recycled or re-used input material to total material | |
|---|---|---|
| | FY 2024-25 | FY 2023-24 |
| Waste Water | 100% | 100% |
| Waste Heat | 30% | 30% |
| Waste Material | 15.50% | nil |

**4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

| Indicate input material | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Re-used | Recycled | Safely Disposed | Re-used | Recycled | Safely Disposed |
| Plastics (including packaging) | nil | nil | 230.29 | nil | nil | 164.26 |
| E-waste | nil | nil | 3.54 | nil | nil | 0.39 |
| Hazardous waste | nil | 0.51 | 56.28 | nil | nil | 17.46 |
| Other waste | nil | nil | 1,888.61 | nil | nil | 2,143.38 |

**5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category**

Not applicable

## PRINCIPLE 3

**Businesses should respect and promote the well-being of all employees, including those in their value chains**

### Essential Indicators

**1. a) Details of measures for the well-being of employees: as on March 31, 2025**

| Category | % of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day Care facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| **Permanent employees** | | | | | | | | | | | |
| Male | 1,200 | 1,200 | 100 | 1,200 | 100 | 0 | 0.00 | 1,200 | 100 | 1,200 | 100 |
| Female | 76 | 76 | 100 | 76 | 100 | 76 | 100 | 0 | 0.00 | 76 | 100 |
| **Total** | **1,276** | **1,276** | **100** | **1,276** | **100** | **76** | **100** | **1,170** | **100** | **1,276** | 100 |
| **Other than Permanent employees** | | | | | | | | | | | |
| Male | 16 | 16 | 100 | 16 | 100 | 0 | 0.00 | 0 | 0.00 | 16 | 100 |
| Female | 0 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| **Total** | **16** | **16** | **100** | **16** | **100** | **0** | **0.00** | **0** | **0.00** | **16** | **100** |

**b) Details of measures for the well-being of workers:**

| Category | % of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day Care facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| **Permanent workers** | | | | | | | | | | | |
| Male | 347 | 347 | 100 | 347 | 100 | 0 | 0.00 | 0 | 0.00 | 347 | 100 |
| Female | 1 | 1 | 100 | 1 | 100 | 1 | 100 | 0 | 0.00 | 1 | 100 |
| **Total** | **348** | **348** | **100** | **348** | **100** | **1** | **100** | **0** | 0.00 | **348** | **100** |
| **Other than Permanent workers** | | | | | | | | | | | |
| Male | 1,830 | 1,830 | 100 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 1,830 | 100 |
| Female | 174 | 174 | 100 | 0 | 0.00 | 174 | 100 | 0 | 0.00 | 174 | 100 |
| **Total** | **2,004** | **2,004** | **100** | **0** | **0.00** | **174** | **86.83** | **0** | **0.00** | **2,004** | **100** |

**c) Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:**

| Particular | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Cost incurred on well-being measures as a % of total revenue of the Company | **0.37%** | 0.14% |

**2. Details of retirement benefits, for Current FY and Previous FY.**

| Benefits | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| Employee Provident Fund (PF) | 100 | 100 | Yes | 100 | 100 | Yes |
| Gratuity | 100 | 100 | Yes | 100 | 100 | Yes |
| Employees' State Insurance (ESI) | 9.97 | 6.88 | Yes | 13.58 | 23 | Yes |

The Company employed other than Permanent Employees and Workers only through Registered Vendors and ensured that statutory benefits as per applicable Laws are extended.

**3. Accessibility of workplaces**

**Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

**Yes,** the Company has committed to delivering value through equality to nurture and promote human diversity across its operations. At RHIM, we have made special provisions for differently abled employees and workers in accordance with the Rights of Persons with Disabilities Act, 2016. We strongly promote equal opportunities for everyone and acknowledge the importance of having a diverse and equitable work environment. We have designed workplaces to enable employees with disabilities to carry out their jobs. Our Corporate office has ramps at entry locations and lobbies to facilitate wheelchairs. We have dedicated toilets for differently abled employees. We have elevators with Braille signs, designed for blind people or visually impaired people. Our other locations also comply with all the national/local requirements to accommodate differently abled person and their needs. All the Company's existing and new infrastructure has implemented a comprehensive plan to address the accessibility of workplaces for differently abled employees.

Our policy on Employment, People and Culture has been developed in line with our commitment.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web- link to the policy.**

RHIM provides equal employment opportunities, without any discrimination on the grounds of age, color, disability, marital status, nationality, race, religion, sex, or sexual orientation. The Company strives to maintain a work environment that is free from any harassment based on the above considerations. This Equal Opportunities Policy is subject to applicable regulations, qualifications and merit of the individual. The policy is available to the internal stakeholders on the Company's intranet platform.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

100% retention rate.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief**

| Category | Yes/No (If Yes, then give details of the mechanism in brief) |
|---|---|
| Permanent Workers | Through its Whistle Blower Mechanism, the Company provides a Grievance Redressal Mechanism and encourages its employees and workers to bring to attention any instances of unethical behavior, incidents, fraud, or violation of the Company's Code of Conduct. |
| Other than Permanent Workers | Potential concerns about ethical misconduct or any compliance matters can be reported by all stakeholders (both internal and external) to an independently operated, confidential, and anonymous whistleblowing hotline, available in areas where the Company operates as well as other locations, in several languages. Contact details are communicated throughout the business and are available externally on the Company's website. In addition to the hotline, whistleblowing reports can also be submitted via other channels, such as to a dedicated e-mail address. All reports are assessed by the Internal Audit, Risk & Compliance team and then addressed on a case-by-case basis. The Audit & Compliance Committee and Board review this process and the reports arising from it, ensuring there are arrangements in place for the appropriate and independent investigation of these cases and that follow-up actions to address the root causes are completed. |

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Workers of Company's Bhiwadi (Rajasthan) manufacturing facility only are members of recognised Union, i.e. Indian National Trade Union Congress (INTUC)

| Category | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Total employees / workers in respective category (A) | No. of employees / workers in respective category, who are part of association(s) or Union (B) | % (B/A) | Total employees / workers in respective category (C) | No. of employees / workers in respective category, who are part of association (s) or Union (D) | % (D/C) |
| **Total Permanent Employees** | **1,276** | **0** | 0.00 | **1,237** | **0** | 0.00 |
| Male | 1,200 | 0 | 0.00 | 1,170 | 0 | 0.00 |
| Female | 76 | 0 | 0.00 | 67 | 0 | 0.00 |
| **Total Permanent Workers** | **348** | **109** | **31.32** | **355** | **113** | **31.83** |
| Male | 347 | 109 | 31.41 | 354 | 113 | 31.92 |
| Female | 1 | 0 | 0.00 | 1 | 0 | 0.00 |

8. **Details of training given to employees and workers (Permanent and other than Permanent):**

| Category | FY 2024-25 | | | | | FY 2023-24 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | | Number (E) | % (E/D) | Number (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| Male | 1,216 | 1,216 | 100 | 1,216 | 100 | 1,196 | 1,196 | 100 | 1,196 | 100 |
| Female | 76 | 76 | 100 | 76 | 100 | 68 | 68 | 100 | 68 | 100 |
| **Total** | **1,292** | **1,292** | **100** | **1,292** | **100** | **1,264** | **1,264** | **100** | **1,264** | **100** |
| **Workers** | | | | | | | | | | |
| Male | 2,177 | 2,177 | 100 | 2,177 | 100 | 1,936 | 1,936 | 100 | 1,936 | 100 |
| Female | 175 | 175 | 100 | 175 | 100 | 183 | 183 | 100 | 183 | 100 |
| **Total** | **2,352** | **2,352** | **100** | **2,352** | **100** | **2,119** | **2,119** | **100** | **2,119** | **100** |

9. **Details of performance and career development reviews of employees and workers (Permanent and other than Permanent):**

| Category | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| **Employees** | | | | | | |
| Male | 1,216 | 1,216 | 100 | 1,196 | 1,196 | 100 |
| Female | 76 | 76 | 100 | 68 | 68 | 100 |
| **Total** | **1,292** | **1,292** | **100** | **1,264** | **1,264** | **100** |
| **Workers** | | | | | | |
| Male | 2,177 | 2,177 | 100 | 1,936 | 1,936 | 100 |
| Female | 175 | 175 | 100 | 183 | 183 | 100 |
| **Total** | **2,352** | **2,352** | **100** | **2,119** | **2,119** | **100** |

**10. Health and safety management system:**

**a) Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

**Yes,** the Occupational Health and Safety Management System has been implemented in all Manufacturing Facilities of the Company. The Company has also developed and implemented an Integrated Environment and Health Safety (EHS) Management System. Integrated EHS Management Systems of below mentioned Manufacturing Facilities are certified under ISO 14001:2015 (Environmental Management System) and ISO 45001:2018 (Occupational Health and Safety Management System):

| Manufacturing Unit | Availability of ISO 9001:2015 Certification | Availability of ISO 14001:2015 Certification | Availability of ISO 45001:2018 Certification | Validity | Issuing Agency |
|---|---|---|---|---|---|
| Bhiwadi, Rajasthan | Yes | Yes | Yes | December 30, 2026 | Bureau Veritas |
| Visakhapatnam, Andhra Pradesh | Yes | Yes | Yes | December 30, 2026 | Bureau Veritas |
| Cuttack, Odisha | Yes | Yes | Yes | December 30, 2026 | Bureau Veritas |
| Jamshedpur, Jharkhand | Yes | Yes | Yes | December 30, 2026 | Bureau Veritas |

**b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

While continuously employing measures to promote employee well-being and healthcare, a proper hazard identification risk management system has been put in place to ensure continuous improvement of occupational health and safety of the organization. Hazard Identification Risk Assessment (HIRA) is carried out regularly at all levels in the following six steps by a Highly- Skilled Process Owner or a Qualified Safety Coordinator well versed in details of all activities and Safety standards:

i. Pre- Assessment preparations
ii. Pre-Assessment meeting with HSE Leaders
iii. Conducting interviews
iv. Walk-Round Tour/Quantification of Hazards
v. Evaluation of Hazard/Person/Severity Factors
vi. Post Evaluation activity

**c) Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/ No)**

**Yes,** The Company has a global reporting tool i.e. Accstat to report unsafe situations, near misses and accidents and is accessible to all the employees. Further all employees can also report to the following personnel:

- Designated EHS personnel at Company's Manufacturing Facilities. -
- Head of the Respective Department.
- Reporting Manager

**d) Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

**Yes,** Employees/Workers of the Company have access to Non-occupational Medical and Healthcare services including through tieups with reputed Medical Institutions. Periodically they are also trained to respond appropriately to on-site medical emergencies.

**11. Details of safety related incidents, in the following format:**

| Safety Incident/Number | Category | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| Lost Time Injury Frequency Rate (LTIFR) (per two million-person hours worked)* | Employees | nil | 0.06 |
| | Workers | 0.21 | |
| Total recordable work-related injuries | Employees | 1 | 4 |
| | Workers | 4 | |
| No. of fatalities | Employees | nil | nil |
| | Workers | nil | |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | nil | nil |
| | Workers | nil | |

*LTIFR calculated per two million-person hours worked)

**12. Describe the measures taken by the entity to ensure a safe and healthy work place.**

The health and safety of employees in the workplace is a core value for RHI Magnesita. Maintaining a safe and healthy workplace is fundamental to RHI Magnesita's culture and mindset. Our operations by necessity involve hazardous and higher-risk activities and maintaining high safety standards is a minimum expectation for all stakeholders. Our approach to safety centers on people and safe work practices, seeking to promote a safety-oriented mindset based on clear operating procedures and management of key risks.

New joiners including contractors are trained according to RHI Magnesita's safety principles, which underlines the shared responsibility to contribute to safety at work.

To deliver continuous improvement in our safety culture and performance, we monitor leading indicators in addition to key trailing performance indicators including Lost Time Injury Frequency ("LTIF") and Total Recordable Injury Frequency ("TRIF"). Assessing trends and parameters guides future improvement initiatives. Key safety initiatives implemented during the year included improved inductions and safety training for new joiners, integration of safety topics into shift-start meetings, and hand and finger safety communications campaigns. The Company has taken the following measures to ensure a safe and healthy workspace:

1. Safety Policy, Competence, Communications system/policy, Insurance Systems, First Aid, Training, Occupational Health, Inspection Systems, Audits, Procurement, Contractors Control & Risk Assessments.

2. The Company has taken measures that are compliant with all statutory preventive healthcare and occupational health and safety requirements.

3. The Company provided training on safety measures during induction to all new employees, including specific training.

4. A Safety Committee has been formulated to assist and collaborate with management and achieve objectives as outlined in the Health, Safety & Environment (HSE) Policy. The Committee deals with matters concerning health, safety, and the environment delivers practical solutions to problems encountered, promotes safety awareness amongst all workers, and undertakes educational, training, and promotional activities.

5. The Company selects the right Equipment, Technology and Processes at the planning stage to minimize chances of Workplace Safety-related deviations. Further, all the Hazardous materials used by the Company are managed with utmost importance to minimize any Health and Safety issues related to their Storage, Handling and Usage. The Company has also implemented Work Permit System as a formal documented systematic process designed to identify, communicate, mitigate, and control risks.

6. The Company treats its Human-capital as one of the valuable resources. Therefore, the Company takes care of Industrial and Workplace Hygiene related aspects with utmost importance. Further, the Company conducts risk based medical check-up of its Employees and Workers. Regular trainings on Occupational Health and Safety Management are also imparted by the Company to its on-roll Employees and Workers.

**13. Number of Complaints on the following made by employees and workers:**

| | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | nil | nil | nil | nil | nil | nil |
| Health & Safety | nil | nil | nil | nil | nil | nil |

**14. Assessments for the year:**

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Health and safety practices | 100 (including Internal and external Assessment) |
| Working Conditions | 100 (including Internal Assessment) |

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

There is a reporting mechanism in the Company to track the daily incidents related to health and safety. The same is also circulated to all plant heads and KMPs. In the monthly review meeting the KPIs for health and safety are reviewed and necessary steps are taken by Management to make all locations an accident-free zone.

The Company maintains 6S Methodology in its Manufacturing Facilities for Hazard-free and Seamless Operations and is a continuous process in RHI Magnesita India Limited.

These initiatives will also help the Company to enhance its competency with respect to Health and Safety in the workforce with a higher degree of awareness and suitable Training

## Leadership Indicators

**1. Does the entity extend any life insurance or any compensatory package in the event of death of**

**a) Employees (Y/N)**

**Yes,** the Company has ensured that its Employees are adequately covered under different Insurance Policies.

**b) Workers (Y/N)**

**Yes,** the Company has ensured that its workers are adequately covered under different Insurance Policies

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The Company has put in place systems and procedures to ensure that statutory dues are deducted and deposited as per applicable laws by its value chain partners. Moreover, value chain partners are responsible for adherence or compliance with laws applicable to them and consequently for deduction and deposit of dues thereunder. The same is also mentioned in all the contracts with value chain partners.

**3. Provide the number of employees / workers having suffered high consequence work- related injury /ill-health /fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

| Category | Total no. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|---|---|---|---|---|
| | FY 2024-25 | FY 2023-24 | FY 2024-25 | FY 2023-24 |
| Employees | nil | nil | nil | nil |
| Workers | nil | nil | nil | nil |

**4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

**Yes,** employees who are superannuating or retiring from the Company and are in good health, possessing niche skills that contribute to the Company's growth, may be offered employment as consultants.

**5. Details on assessment of value chain partners:**

| Parameter | % of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Health and safety practices | 20% of supply chain partners were assessed for health and safety in FY 2024-25 |
| Working Conditions | 20% of supply chain partners were assessed for working conditions in FY 2024-25 |

**6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

Suppliers must comply with all the requirements as per the RHIM standards and Code of Conduct. Regular reviews are being done on a variety of sustainability topics. Health & Safety Executive (HSE) is given high priority while selecting the Suppliers. Wherever needed the Company offers its assistance in developing policies for them, if they don't have those standards

As per the internal Environmental, Health & Safety (EHS) audit procedure and assessment carried out, all the observations and nonconformances are properly recorded and notified for closeout. The Health, Safety & Environment Management system has been reviewed and aligned to be a part of and fully incorporated into the contract between the sub-contractor and the Company. Its purpose is to set forth the areas of EHS concerns and requirements routinely. This subcontractor system is intended to supplement any contractual requirements, including EHS Management System manual, guidelines, Standard Operating Procedures, any requirements of the client, as well as the sub-contractor's own EHS Program. All the suppliers and contractors of the Company are evaluated on their safety infrastructure processes and strengths before awarding a contract. The continued monitoring and measuring of suppliers and contractors ensure a comprehensive safe environment. This is further enhanced with regular refresher training sessions and capacity-building programs. In addition, periodic site visits by the senior management and site audits improve the EHS performance.

# PRINCIPLE 4

**Businesses should respect the interests of and be responsive to all its stakeholders**

## Essential Indicators

**1. Describe the processes for identifying key stakeholder groups of the entity.**

Key Stakeholders are identified based on the material influence they have on the Company or on how they are materially influenced by the Company's corporate decisions and the consequences of those decisions

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

| S. No. | Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/ No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others) – please specify | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|---|
| 1 | Employees | No | - Conferences, workshops, Townhalls, Publications, newsletters & reports, online portals, employee surveys, Idea management, internal media<br>- One-on-one interactions | Continuous, weekly, monthly, quarterly, and annually | - Inform about important advances in the Company.<br>- Help the employees expand their knowledge in the industry.<br>- Getting employee feedback and resolving their issues. |
| 2 | Investors | No | - Annual Report & Sustainability Report<br>- Investor presentations<br>- Corporate website<br>- Quarterly Results & Press releases | Quarterly, Annually and on a need basis | Investors prefer to invest in organizations that are socially and environmentally responsible. |
| 3 | Customers | No | - Interviews, personal visits, publications, mass media & digital communications, plant visits<br>- Support programmes, social media<br>- Conferences and events | Periodically and on a need basis | Internal customers (Employees)<br>- Feel motivated to get involved in CSR projects and serve the community<br>- Guided by the CSR Team<br>- Enhance employee volunteerism<br>- External customers to connect with an organization that is socially & environmentally responsible |
| 4 | Suppliers and service providers | No | - Supplier & vendor meets<br>- Workshops & trainings, Audits<br>- Policies<br>- IT-enabled information sharing tools and recognition platforms<br>- Dialogue in the context of industry initiatives, joint events, training courses, presentations<br>- Supplier audit | Periodically and on a need basis<br><br>Annually | - Supply of material and service |
| 5 | Business Partners | No | Various forms where interaction with sales organisations and associations & vendor meets | Periodically and on a need basis | Provide service to present customers while increasing the potential for future growth |
| 6 | Government and Regulatory bodies | No | - Official communication channels<br>- Regulatory audits/ inspections<br>- Environmental compliance<br>- Policy intervention<br>- Good governance | Monthly, Quarterly, Annually, and on a need basis | To get help in policy matters and the latest Govt. schemes |
| 7 | Communities | Please refer to the following link for information about the Company's community work: https://www. rhimagnesitaindia.com/sustainability/community | | | |

## Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   RHIM has set up various committees (Board level committees & Internal committees) for addressing issues relating to Economics, Environment, Social, Governance etc. Constant and proactive engagement with both Internal and External Stakeholders are conducted by such Committees to:

   - Align the Business Plan and Strategy with Stakeholder's expectations.
   - Review the Company's Performance in dealing with Grievances/Issues raised by the Stakeholders

   Wherever thought to be necessary, said Committees forward the issues noticed for further deliberation and decision thereon by the Board and/or persons concerned.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   **Yes,** RHIM has always maintained a regular and proactive engagement with the Company's key stakeholders, allowing it to effectively work on its ESG strategies and be transparent about the outcomes. In response to current regulations and interactions with stakeholders, the Company performs periodic evaluations to update and reissue policies as needed.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   There are no vulnerable or marginalized Stakeholders pertaining to Company's Business. The Company has taken several CSR Initiatives as per the CSR policy of the Company.

# PRINCIPLE 5

**Businesses should respect and promote human rights**

## Essential Indicators

1. **Employees and workers (Permanent and other than Permanent) who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

| Category | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees/ workers covered (B) | % (B/A) | Total (C) | No. of employees/ workers covered (D) | % (D/C) |
| **Employees** | | | | | | |
| Permanent | 1,276 | 1,276 | 100 | 1,237 | 1,237 | 100 |
| Other than permanent | 16 | 16 | 100 | 27 | 27 | 100 |
| **Total Employees** | **1,292** | **1,292** | **100** | **1,264** | 1,264 | **100** |
| **Workers** | | | | | | |
| Permanent | 348 | 348 | 100 | 355 | 355 | 100 |
| Other than permanent | 2,004 | 2,004 | 100 | 1,764 | 1,764 | 100 |
| **Total Workers** | **2,352** | **2,352** | **100** | **2,119** | 2,119 | **100** |

2. **Details of minimum wages paid to employees and workers, in the following format:**

| Category | FY 2024-25 | | | | | FY 2023-24 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | | Number (E) | % (E/D) | Number (F) | % (F/D) |
| Employees | | | | | | | | | | |
| **Permanent** | **1,276** | All the employees were paid more than minimum wages | | **1,276** | **100** | **1,237** | All the employees were paid more than minimum wages | | **1,237** | **100** |
| Male | 1,200 | | | 1,200 | 100 | 1,170 | | | 1,170 | 100 |
| Female | 76 | | | 76 | 100 | 67 | | | 67 | 100 |
| **Other than Permanent** | **16** | | | **16** | **100** | **27** | | | **27** | **100** |
| Male | 16 | | | 16 | 100 | 26 | | | 26 | 100 |
| Female | 0 | | | 0 | 100 | 1 | | | 1 | 100 |
| **Workers** | | | | | | | | | | |
| **Permanent** | **348** | All the workers were paid more than minimum wages | | 355 | **100** | 355 | All the workers were paid more than minimum wages | | **355** | **100** |
| Male | 347 | | | 354 | 100 | 354 | | | 354 | 100 |
| Female | 1 | | | 1 | 100 | 1 | | | 1 | 100 |
| **Other than Permanent** | **2,004** | | | 1,764 | **100** | 1,764 | | | **1,764** | **100** |
| Male | 1,830 | | | 1,582 | 100 | 1,582 | | | 1,582 | 100 |
| Female | 174 | | | 182 | 100 | 182 | | | 182 | 100 |

**3. Details of remuneration/salary/wages, in the following format:**

**a) Median remuneration/wages**

| | Male | | Female | |
|---|---|---|---|---|
| | Number | Median remuneration/ salary/wages of respective category | Number | Median remuneration/ salary/wages of respective category |
| Board of Directors (BoDs) | 4 | -* | 2 | 0 |
| Key Managerial Personnels (KMPs)@ | 2 | - | 0 | 0 |
| Employees other than BoDs and KMPs | 1,197 | 6.67 | 76 | 8.00 |
| Workers | 347 | 3.38 | 1 | - |

** Excludes Sitting Fees paid to Independent Directors.*
*@ Excluding Chairman,Managing Director & CEO who is forming part of BoDs.*
*$ One KMP served only part of FY25*

***Note**: Non-Independent Non-Executive Director forgone their entitlement of sitting fee.*

**b) Gross Wages paid to females as % of total wages paid by the entity, in the following format;**

| | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Gross wages paid to females as % of total wages* | 6.40 | 0.20 |

** Wages considered for permanent workmen*

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

The Company does not have a single focal point for addressing Human Rights related issues. However, the People & Culture team is responsible for addressing the same. In this regard Employees and Workers are encouraged to communicate such issues to People & Culture team at Corporate Office and/or Manufacturing Facilities or they can also write to the available compliance helpline.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The mechanism works by following the instructions outlined below:

a. The employees/ affiliates address their complaints or grievances or report instances to the People & Culture department/ Senior Management. No reprisal or retaliatory action is taken against any employee/ affiliate for raising concerns under this policy.

b. A committee is formed/ designated to investigate the violations reported. The Committee evaluates the violations reported and ensures that the same is addressed and resolved. The Committee also, in consultation with the Senior Management, provides a suitable remedy.

c. The Company periodically undertakes a human rights due diligence process for management and oversight/monitoring of the policy and identify any shortcomings.

**6. Number of Complaints on the following made by employees and workers: FY**

| Category | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment | 2 | nil | nil | 2 | nil | nil |
| Discrimination at Workplace | nil | nil | nil | nil | nil | nil |
| Child Labour | nil | nil | nil | nil | nil | nil |
| Forced Labour/Involuntary Labour | nil | nil | nil | nil | nil | nil |
| Wages | nil | nil | nil | nil | nil | nil |
| Other human rights related issues | nil | nil | nil | nil | nil | nil |

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

| | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 **(POSH)** | 1 | 1 |
| Complaints on POSH as a % of female employees / workers | 0.80 % | 0.40 % |
| Complaints on POSH upheld | nil | nil |

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

The Company has a Vigil Mechanism i.e. Diversity and Inclusion and Whistle Blower Policy, whereunder complaints for discrimination and harassment or any other wrongdoing can be lodged without fear of retaliation to adverse consequences. The Company's Code of Conduct also requires Employees at large to behave responsibly. Besides this, the Company has also put in Place a Policy on Prevention of Sexual Harassment of Women at the Workplace.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

**Yes,** human rights requirements form part of RHIM Supplier Code of Conduct. Suppliers are mandated to comply with internationally recognized human rights standards and to work towards them in all business activities within their own sphere of influence. Any forced or compulsory labour is prohibited.

To be a part of the Company's value chain, the supplier must meet the following human rights requirements:

**a) Child Labour:** Only workers who meet the minimum employment age requirement in the country where they are working, may be hired by a Supplier. The Suppliers must comply with all the applicable labour laws, including those related to hiring, wages, hours worked, overtime and working conditions. The Suppliers are urged to formulate work-study programs and government-sponsored educational programs for the younger working section of the society.

**b) Wages and Hours:** Working hours, wages and overtime pay must comply with all applicable laws. Workers must be paid at least the minimum legal wage or a wage that meets local industry standards. Workers should be paid annual leave and holidays as per the applicable laws.

**c) Equal Opportunities/Anti-Discrimination:** Suppliers are obliged to refrain from any discrimination and to ensure equal employment. Supplier shall not discriminate against the employees, based on nationality, color, origin, ideology, religion, race, caste, creed, trade union or political activity, sexual orientation, age, sex, illness, disability, pregnancy or any medical condition.

10. **Assessments for the year:**

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Child Labour | 100% of Company's Manufacturing Facilities are assessed internally and through Statutory bodies (such as Labour Department, Directorate of Industrial Safety and Health etc.) from time to time on these aspects. |
| Forced Labour/Involuntary Labour | |
| Sexual Harassment | |
| Discrimination at Workplace | |
| Wages | |

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

nil

## Leadership Indicators

**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

RHIM fostered an inclusive culture free from discrimination and powered by diverse employee capabilities. The Company is committed to free and fair employment practices free of any harassment based on race, religion, colour, age, sexual orientation, national origin, disability, or any other classification as mandated by national laws, ILO and UNGP guidelines. The Company's commitment to human rights is reflected in its governance, procurement, and social strategy. RHIM remained committed to uphold human rights across its value chain and its commitment was reflected in due diligence and implementation framework governed by the following policies:

1. Policy on Human Rights
2. Human Rights Guidelines
3. Supplier Code of Conduct
4. Corporate Social Responsibility Policy
5. Stakeholder Engagement Policy
6. Guidelines for employment of Differently abled people
7. Business Responsibility Policy
8. Policy on Prevention of Sexual Harassment of Women at Workplace
9. RHI Code of Conduct Policy

In addition to the above policy implementation, this year we have amended our Human Rights Guidelines, Diversity, Equity & Inclusive Policy, and Supplier Code of conduct. We have conducted a human rights survey covering all our stakeholders. This year, we have asked the employees about any workplace harassment, or discrimination faced by them, the effectiveness of the system to identify and report human rights issues, and the awareness of various means to report any abuse. The Employee Grievance Management System has been launched at group level. The vendor onboarding process through the internal portal covers the Human rights related requirements. In addition, supplier/vendor and customer sustainability and ESG assessment has Human Right component integrated.

**2. Details of the scope and coverage of any Human rights due-diligence conducted.**

Human rights due diligence is being covered as part of the other audits presently. EHS and People & Culture department of the Company regularly conducts audits and inspections through internal audit protocols on Human Rights related issues. Exclusive Human rights due diligence is yet to be conducted.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

**Yes,** we strongly promote equal opportunities for everyone, and we acknowledge the importance of having a diverse and equitable work environment. We have designed workplaces to enable employees with disabilities to carry out their jobs. Our Corporate office has ramps at entry locations and lobbies to facilitate wheelchairs. We have dedicated toilets for differently abled employees. We have elevators with Braille signs, designed for blind people or visually impaired people. Our other locations also comply with all the national/local requirements to accommodate differently abled person and their needs.

**4. Details on assessment of value chain partners:**

| Parameter | % of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Sexual Harassment | 20 % |
| Discrimination at Workplace | 20 % |
| Child Labour | 20 % |
| Forced Labour/Involuntary Labour | 20 % |
| Wages | 20 % |
| Others - ESG Matrix | Assessments are conducted through a mix of on-site audits and self-assessments through external party. Focus on high-risk and high-spend suppliers, aligned with the FY 2024 baseline. Corrective actions were initiated where gaps were identified, and follow-up is in progress as part of the entity's ongoing supplier governance efforts. |

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

In compliance with RHIM's Supplier Code of Conduct, suppliers are audited and monitored on a variety of sustainability topics. Health and safety topics are given high priority in this operation. The corporation recognizes the significance of health and safety regulations in every business. As a result, the Company has offered its assistance in developing such policies for suppliers who do not have them.

## PRINCIPLE 6

**Businesses should respect and make efforts to protect and restore the environment**

### Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format**

The Company uses electricity supplied by State Industrial Grids in its manufacturing facilities in India. Diesel-driven generator sets and forklifts are also used as emergency backups and internal transportation and Liquified Petroleum Gas (LPG), Fuel Oil (FO), Coal, Propane Gase and Natural Gas (NG) are used in production activities at the manufacturing facilities.

| Parameter | Unit | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| **From renewable sources** | | | |
| Total electricity consumption **(A)** | GJ | 2,252.06 | 1,361.01 |
| Total fuel consumption **(B)** | GJ | nil | nil |
| Energy consumption through other sources **(C)** | GJ | nil | nil |
| **Total energy consumed from renewable sources (A+B+C)** | GJ | **2,252.06** | 1,361.01 |
| **From non-renewable sources** | | | |
| Total electricity consumption **(D)** | GJ | 116,546.55 | 126,882.93 |
| Total fuel consumption* **(E)** - (LPG, NG, PG, FO, Coal) | GJ | 718,797.98 | 343,327.09 |
| Energy consumption through other sources **(F)** – (Diesel) | GJ | 12,091.26 | 20,004.72 |
| **Total energy consumed from non-renewable sources (D+E+F)** | GJ | **847,435.78** | 490,214.74 |
| **Total energy consumed (A+B+C+D+E+F)** | GJ | **849,687.84** | 491,575.75 |
| **Energy intensity per rupee of turnover** (Total energy consumed / Revenue from operations) | GJ/₹ turnover | **0.0000294** | 0.0000174 |
| **Energy intensity per rupee of turnover adjusted for Purchasing Power Parity** (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) | GJ/PPP turnover | **0.0006009** | 0.0003899 |
| **Energy intensity in terms of physical output** | GJ/mt | **4.7828** | 2.8177 |

*Total fuel consumption under non-renewable sources includes Liquefied petroleum gas (LPG), Natural gas (NG), Propane gas (PG), Fuel Oil (FO), and Coal

*No independent assessment/evaluation/assurance has been carried out by an external agency*

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No

3. **Provide details of the following disclosures related to water, in the following format:**

| Parameter | Unit | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| Water withdrawal by source (in kilolitres) | | | |
| (i) Surface water | Kl | nil | nil |
| (ii) Groundwater | Kl | 71,197.11 | 88,353 |
| (iii) Third party water | Kl | nil | nil |
| (iv) Seawater / desalinated water | Kl | nil | nil |
| (v) Others by the entity | Kl | nil | nil |
| **Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)** | Kl | **71,197.11** | 88,353 |
| **Total volume of water consumption (in kilolitres)** | Kl | **71,197.11** | 88,353 |
| **Water intensity per rupee of turnover** (Total water consumption / Revenue from operations) | Kl/₹ turnover | **0.0000025** | 0.0000031 |
| **Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)**(Total water consumption / Revenue from operations adjusted for PPP) | Kl /PPP turnover | **0.0000503** | 0.0000701 |
| **Water intensity in terms of physical output** | Kl/mt | 0.401 | 0.5064 |

*No independent assessment/evaluation/assurance has been carried out by an external agency*

4. **Provide the following details related to water discharged:**

| Parameter | FY 2024-25 | FY 2023-24 |
|---|---|---|
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| **(i) To Surface water** | | |
| - No treatment | nil | nil |
| - With treatment – Please specify level of treatment | nil | nil |
| **(ii) To Groundwater** | | |
| - No treatment | nil | nil |
| - With treatment – Please specify level of treatment | nil | nil |
| **(iii) To Seawater** | | |
| - No treatment | nil | nil |
| - With treatment – Please specify level of treatment -Tertiary | nil | nil |
| **(iv) Sent to third-parties** | | |
| - No treatment | nil | nil |
| - With treatment – Please specify level of treatment -Tertiary | 570.59 | 31.50 |
| **(v) Others** | | |
| - No treatment | nil | nil |
| - With treatment – Please specify level of treatment-Tertiary | nil | nil |
| **Total water discharged (in kiloliters)** | **570.59** | 31.50 |

*No independent assessment/evaluation/assurance has been carried out by an external agency.*

RHI MAGNESITA

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

The Company recognize the fact that out of four plants one plant i.e. Bhiwadi plant is in water-scarce area. The Company adopt watersaving technologies and closed-loop water circuit technology in all plants, which account for less than 10% of our total water use. Due to the efforts put in, RHIM has been able to reduce groundwater consumption by 50% and wastewater generation has significantly been reduced. Three of our plants, which are located at Jamshedpur, Visakhapatnam and Cuttack have been able to achieve zero discharge. Projects for setting up rainwater harvesting plants in the plants are currently on.

6. **Please provide details of air emissions (other than GHG emissions) by the entity.**

| Parameter | Units | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| NOx | tons | 70.26 | 68.39 |
| SOx | tons | 16.47 | 81.86 |
| Particulate Matter (PM) | tons | 52.50 | 60.53 |
| Persistent Organic Pollutants (POP) | | nil | nil |
| Volatile Organic Compounds (VOC) | tons | 0.014 | 0.068 |
| Hazardous Air Pollutants (HAP) | | nil | nil |
| Others – please specify | | nil | nil |

*The Company has engaged external National Accreditation Board for Testing and Calibration Laboratories (NABL) accredited monitoring agencies to monitor emissions.*

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

| Parameter | Unit | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| **Total Scope 1 emissions** (Break-up of the GHG into $CO_2$, CH4, N2O, HFCs, PFCs, SF6, NF3 , if available) | mt $CO_2$e | 31,613.36 | 35,025.02 |
| **Total Scope 2 emissions** (Break-up of the GHG into $CO_2$, CH4, N2O, HFCs, PFCs, SF6, NF3 , if available) | mt $CO_2$e | 23,535.93 | 23,427.96 |
| **Total Scope 1 and Scope 2 emissions intensity per rupee of turnover** (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) | mt $CO_2$e /₹ turnover | **0.0000019** | 0.0000021 |
| **Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP) | mt $CO_2$e / PPP turnover | **0.0000389** | 0.0000464 |
| **Total Scope 1 and Scope 2 emission intensity in terms of physical output** | mt $CO_2$e /mt | **0.310** | 0.3351 |

*No independent assessment/evaluation/assurance has been carried out by an external agency*

8. **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details**

**Yes,** the Company has undertaken following initiatives:

- Change in fuel from Light Diesel Oil (LDO) to Piped Natural Gas (PNG) has resulted in a substantial emission reduction.
- Conversion of Slide Gate Refractory (SGR) Oil-fired kilns into Gas-fired kilns.
- Modification of roller conveyor to closed Z conveyor in impact mills.
- Developing suppliers in India for making an incineration system for curing ovens
- Installation and regular monitoring of sewage treatment plants
- Improving the power factor of 0.99 and above through Auto Manual Power Factor (AMPF) system.
- Modification of drying cycles for precast driers to reduce energy consumption.
- Replacement of conventional contactors with Thyristorised system in electrical driers.

9. **Provide details related to waste management by the entity, in the following format:**

| Parameter | FY 2024-25 | FY 2023-24 |
|---|---|---|
| **Total Waste generated (in metric tonnes)** | | |
| Plastic waste **(A)** | 291.24 | 164.26 |
| E-waste **(B)** | 6.86 | 0.39 |
| Biomedical waste **(C)** | nil | nil |
| Construction and demolition waste **(D)** | nil | nil |
| Battery waste **(E)** | 4.0 | 2.49 |
| Radioactive waste **(F)** | nil | nil |
| Hazardous Waste | | |
| Used Oil / Grease or Spent Oil, Oily Cotton Waste, ETP Sludge **(G)** | 28.932 | 14.97 |
| Non-Hazardous Waste | | |
| Metal waste, Paper and cardboard Waste, Wood Waste, Plastic Jumbo bags, Plastic & Iron barrel scrap **(H)** | 1,918.95 | 2,143.38 |
| **Total Waste Generated (A+B+C+D+E+F+G+H)** | **2,249.98** | 2,325.49 |
| **Waste intensity per rupee of turnover** (Total waste generated /₹ Revenue from operations) | **0.00000007** | 0.00000008 |
| **Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total waste generated / Revenue from operations adjusted for PPP) | **0.00000159** | 0.00000184 |
| **Waste intensity in terms of physical output** | **0.0127** | 0.0128 |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Recycled | nil | nil |
| (ii) Re-used | nil | nil |
| (iii) Other recovery operations | nil | nil |
| **Total** | **nil** | nil |
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)** | | |
| (i) Incineration | 8.9 | nil |
| (ii) Landfilling | nil | nil |
| (iii) Other disposal operations | 1,312.15 | 2,325.49 |
| **Total** | **1,321.05** | 2,325.49 |

*No independent assessment/evaluation/assurance has been carried out by an external agency*

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes**

By FY 2024-25, RHI Magnesita group aims to include 10% Secondary Raw Materials (SRM) per tonne of production. In India, the Bhiwadi plant has been able to put into practice a successful product recycling process, wherein approx. 22% of its products are now being recycled. There have been continuous process innovations being done in this regard at the plants of RHI Magnesita to meet the global group targets. The Company sites maintain the data of waste generated and disposal thereof and include the same in their monthly environmental dashboard. Hazardous waste is managed as per the regulatory requirement and a record is maintained for the same. Waste is disposed of through authorized handling agencies. Products are stored and handled as per the prescribed standards. Wherever applicable the Company follows 6R principles (Rethink, Reduce, Reuse, Recycle, Refuse and Repair) for waste management. Awareness sessions are undertaken for the employees who have a role and responsibility towards waste management.

Following are the key aspects of the waste management program implemented by the Company:

- To comply with the waste-related statutory requirements as applicable. Further, the Company submits waste-related returns to the regulatory authorities as per the statutory requirement.
- Disposal of Hazardous and other categories of waste such as e-waste and used batteries through authorised recyclers and disposal agencies only
- To the extent possible, recycle product process wastes.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

No, as on the date of this Report the Company does not have any facility(ies) in/around ecologically sensitive areas.

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

| S. No. | Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|---|---|---|---|---|---|---|
| nil | | | | | | |

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

**Yes,** the Company complies with applicable Environment Regulations for its operations in India.

| S. No. | Specify the law / regulation/ guidelines which was not complied with | Provide details of the non- compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|---|---|---|---|---|
| Not applicable | | | | |

## Leadership Indicators

**1. Water Withdrawal, Consumption and Discharge in areas of water stress (in kiloliters):**

For each facility/plant located in areas of water stress, provide the following information:

i. **Name of the area**: Bhiwadi, Dist. - Alwar, Rajasthan

ii. **Nature of operations**: Manufacturing of refractory

iii. **Water withdrawal, consumption and discharge in the following format:**

| Parameter | Units | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| Water withdrawal by source (in kilolitres) | | | |
| (i) Surface water | Kl | nil | nil |
| (ii) Groundwater | Kl | 32,716 | 33,226 |
| (iii) Third party water | Kl | nil | nil |
| (iv) Seawater / desalinated water | Kl | nil | nil |
| (v) Others by the entity | Kl | nil | nil |
| Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v) | Kl | 32,716 | 33,226 |
| Total volume of water consumption (in kilolitres) | Kl | 32,716 | 33,226 |
| Water intensity per rupee of turnover (Total water consumption / Revenue from operations) | Kl/₹ turnover | 0.0000011 | 0.0000012 |
| **Water discharge by destination and level of treatment (in kilolitres)** | | | |
| **(i) To Surface water** | | | |
| - No treatment | | nil | nil |
| - With treatment – Please specify level of treatment | | nil | nil |
| **(ii) To Groundwater** | | | |
| - No treatment | | nil | nil |
| - With treatment – Please specify level of treatment | | nil | nil |
| **(iii) To Seawater** | | | |
| - No treatment | | nil | nil |
| - With treatment – Please specify level of treatment | | nil | nil |
| **(iv) Sent to third-parties** | | | |
| - No treatment | | nil | nil |
| - With treatment - Please specify level of treatment -Tertiary treatment | Kl | 570.59 | 31.50 |
| **(v) Others** | | | |
| - No treatment | | nil | nil |
| - With treatment – Please specify level of treatment | | nil | nil |
| **Total water discharged (in kilolitres)** | Kl | **570.59** | 31.50 |

**2. Please provide details of total scope 3 emissions & its intensity, in the following format:**

| Parameter | Unit | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| Total Scope 3 emissions (Break-up of the GHG into $CO_2$, CH4, N2O, HFCs, PFCs, SF6, NF3 , if available) | mt $CO_2e$ | --- | --- |
| **Total Scope 3 emissions per rupee of turnover** | mt $CO_2e$ /₹ turnover | --- | --- |

**3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

None of the manufacturing facility of the Company is situated in ecologically sensitive area.

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

| S. No. | Initiative undertaken | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|---|---|---|---|
| 1 | Variable Frequency Drive (VFD) installed for machineries | 14 nos. VFDs are installed for the machinery in the production area of Visakhapatnam manufacturing facility | Reduction of emissions |
| 2 | Roof Top Solar Panels | 0.5 MW solar panels have been installed at the Visakhapatnam manufacturing facility | Use of Renewable Energy |
| 3 | Dual fuel and Retrofitted Emission Control Device (**RECD**) for DG sets | 1 no. of 500 KVA DG set modified with dual fuel system and RECD at Bhiwadi manufacturing facility | Reduction of emissions |
| 4 | Dust collector installation | Dust collector for spray paint booth in ISO -1 installed at Bhiwadi manufacturing facility | Reduction of dust emissions |
| 5 | Fume extractors installation | Fume extractors installed for induction furnace in purging plug area and plasma cutter area at Bhiwadi manufacturing facility | Reduction of fume emissions |
| 6 | LED lights installation & Timer for lighting circuit | Conventional lights were replaced with LED lights and automatic timer installed for the lighting circuit at Cuttack manufacturing facility | Reduction of emissions |

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link**

The Company has developed a Business Continuity Plan (BCP) and an on-site Emergency Management Plan. The BCP of the Company has identified potential business disruption issues and a recovery plan. The key issues that have been identified in the BCP are the supply of raw materials, use of natural resources, operational continuity etc. The onsite Emergency Management Plan has identified potential emergency scenarios and disruptions that could affect business operations on a short-term and long-term basis. This plan has also included guidelines on emergency response and post-emergency measures.

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

No such impact is observed in FY 2024-25. The Company has no formal reporting data collection method, this is monitored through the public domain. We do not find any material negligence by our value chain partners on environmental matters.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts**

No formal assessment methodology is available in the Company.

# PRINCIPLE 7

**Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

## Essential Indicators

**1. a) Number of affiliations with trade and industry chambers/ associations.**

The Company is affiliated with Six (6) Trade and Industry Chambers.

**b) List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

| S. No. | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/National) |
|---|---|---|
| 1 | World Refractory Association | International |
| 2 | Indian Refractory Makers Association | National |
| 3 | Chemical & Allied Export Promotion Council (**CAPEXIL**) | National |
| 4 | Indian Chamber of Commerce | State |
| 5 | Confederation of Indian Industry | State |
| 6 | Bhiwadi Manufacturers Association | State |

**2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

nil

## Leadership Indicators

**1. Details of public policy positions advocated by the entity**

The Company, either directly or through trade bodies and other associations, provides various recommendations related to the industry as a whole and its specific activities.

# PRINCIPLE 8

**Businesses should promote inclusive growth and equitable development**

## Essential Indicators

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

| Name and brief details of project | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|---|---|---|---|---|---|
| Not applicable | | | | | |

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

| Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the FY (in INR) |
|---|---|---|---|---|---|
| Not applicable | | | | | |

**3. Describe the mechanisms to receive and redress grievances of the community.**

RHI Magnesita has a CSR Team to monitor the CSR Projects regularly which continuously interacts with the concerned communities in the areas of operation. The grievances as and when they arise are timely addressed & resolved by the CSR Team.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

| | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Directly sourced from MSMEs/ small producers | 26.46 % | 37 % |
| Sourced directly from within the district and neighboring districts | 5 % | less than 5 % |

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

| Location | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Rural | **1.72** | 6.93 |
| Semi - Urban | **23.26** | 23.26 |
| Urban | **46.28** | 41.07 |
| Metropolitan | **28.74** | 28.74 |

**Location categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan*

## Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

   Not applicable

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

| S. No. | State | Aspirational District | Amount spent (in INR Lakh) |
|---|---|---|---|
| 1 | Andra Pradesh | Visakhapatnam | 67.76 |

3. **a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/ vulnerable groups? (Yes/No)**

   No, we do not have a policy on this as yet.

   **b) From which marginalized /vulnerable groups do you procure?**

   Not applicable

   **c) What percentage of total procurement (by value) does it constitute?**

   Not applicable

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

   nil

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

   nil

6. **Details of beneficiaries of CSR Projects:**

   CSR initiatives mentioned below and pursued by the Company are meant to benefit vulnerable and marginalized groups of communities neighboring the manufacturing facilities of the Company. However, the exact percentage of beneficiaries therefrom is not ascertainable

| S. No. | CSR Project | No. of person benefitted from CSR Projects | Percentage of beneficiaries from vulnerable and marginalized groups |
|---|---|---|---|
| 1 | Educational | 6,500+ | 70% |
| 2 | Health Care | 2,500+ | 75% |
| 3 | Rural Transformation | 10,000+ | 65% |
| 4 | Skills Development And Youth Empowerment | 3,500+ | 70% |
| 5 | Skills Development And Empowerment For Differently-Abled People | 50+ | 80% |

# PRINCIPLE 9

**Businesses should engage with and provide value to their consumers in a responsible manner**

## Essential Indicators

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

Customer response and customer satisfaction are one of the most important factors of RHI Magnesita. The Company engages with its customers on various platforms to understand their expectations. Accordingly, corrective measures have been planned and implemented. Customer satisfaction trends are compiled, monitored and reviewed by top management at defined intervals for to get the directives for improvement.

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Environmental and social parameters relevant to the product, Safe and responsible usage, Recycling and/or safe disposal are not being calculated as a percentage of total turnover.

**3. Number of consumer complaints in respect of the following:**

| | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Data privacy | nil | nil | nil | nil | nil | nil |
| Advertising | nil | nil | nil | nil | nil | nil |
| Cyber-security | nil | nil | nil | nil | nil | nil |
| Delivery of essential services | nil | nil | nil | nil | nil | nil |
| Restrictive Trade Practices | nil | nil | nil | nil | nil | nil |
| Unfair Trade Practices | nil | nil | nil | nil | nil | nil |
| Other | nil | nil | nil | nil | nil | nil |

**4. Details of instances of product recalls on account of safety issues:**

nil

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy**

**Yes,** the Company has a detailed framework on cyber security and risk related to data privacy and the same is available on the website of the Company at https://intranet.rhimagnesita.com/ethics-compliance/policies-guidelines/#skip. This framework is aligned with ISO 27001:2022 (Information Security Management Systems.)

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

Not applicable

7. **Provide the following information relating to data breaches:**

| | | |
|---|---|---|
| a | Number of instances of data breaches | nil |
| b | Promoting Health care | nil |
| c | Employment Enhancing Vocation Skills | nil |

## Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Details on the products and services of the Company are available at its website www.rhimagnesitaindia.com.

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   To educate the consumers about the safe usage of the products, the Company has created various Product Information sheets. Product application videos have also been created for quick reference and links to videos are shared with the customers on a need basis. One-toone briefing meetings are also held with Customers as and when necessary.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   In order to inform Customers of the disruption/discontinuation of essential services, the Company sends E-mail communications. Our site and application team are in regular contact with customers to train and educate them.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   The Company displays product information on packaging as per the Customer requirements and applicable laws. This includes various technical specifications as required by the customer. At various platforms, the Company engages with customer to understand their concerns.

# Global Alignment & Transparency

## Reporting with Purpose. Acting with Global Responsibility.

# Global Alignment & Transparency

Reporting with Purpose. Acting with Global Responsibility.

## Ethics and Integrity

**RHI Magnesita India Limited** is deeply committed to integrating sustainability into its core business strategy and aligning its initiatives with the United Nations Sustainable Development Goals (SDGs). Through targeted community investments, the company strengthens access to **quality education (SDG 4)** by building classrooms, libraries, and improving school infrastructure, thereby creating inclusive learning environments for rural children. Its emphasis on **gender equality (SDG 5)**, by enhancing infrastructure in women's colleges and providing safe, dignified facilities, reflects the company's dedication to empowering women and bridging educational gaps. Further, its projects on sanitation, health, and safety contribute directly to **good health and well-being (SDG 3)** and **clean water and sanitation (SDG 6)**, ensuring healthier communities. By upgrading public infrastructure and fostering safer, more resilient spaces, RHI Magnesita also supports **industry, innovation, and infrastructure (SDG 9)** and **sustainable cities and communities (SDG 11)**, strengthening the social and economic fabric of the regions in which it operates.

Looking ahead, RHI Magnesita India Limited is positioning itself as a catalyst for future-ready, low-carbon, and inclusive growth, with a strong emphasis on environmental stewardship. The company's ongoing and future initiatives contribute to **climate action (SDG 13)** and **life on land (SDG 15)** by embedding sustainability into operations, adopting responsible consumption practices, and reducing ecological footprints. With a vision that extends beyond compliance, RHI Magnesita is embracing innovation, circular economy principles, and digital transformation to ensure its operations are resilient, future-focused, and aligned with global best practices. In doing so, the company not only drives value creation for stakeholders but also actively contributes to building a sustainable, equitable, and thriving future for the communities and ecosystems it serves.

# BOARD REPORT

**Dear Members,**

Your directors have great pleasure in presenting the 15th Annual Report of RHI Magnesita India Limited (**'the Company'** or **'RHIM'** or **'RHIM India'**) along with the Company's audited financial statements (standalone & consolidated) for the Financial Year (**'FY'**) ended March 31, 2025 (herein after known as (**'period under review'**).

## FINANCIAL RESULTS

The highlights of the standalone and consolidated financial performance of the Company are as under:

**(Amount in ₹ Lakh)**

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Revenue from operations | 289,186.01 | 282,409.45 | 367,449.50 | 378,110.40 |
| Total expenditure before finance cost, depreciation and amortization | 250,838.11 | 240,356.97 | 319,541.28 | 323,515.74 |
| **Operating Profit** | **38,347.90** | **42,052.48** | **47,908.22** | **54,594.66** |
| **Add:** Other income | 525.54 | 742.89 | 2,607.05 | 1,096.26 |
| **Profit before finance cost, depreciation, amortization, exceptional items and taxes** | **38,873.44** | **42,795.37** | **50,515.27** | **55,690.92** |
| **Less:** Finance Costs | 1,071.77 | 1,603.10 | 4,257.25 | 6,415.32 |
| **Profit before depreciation, amortization, exceptional items and taxes** | **37,801.67** | **41,192.27** | **46,258.02** | **49,275.60** |
| **Less:** Depreciation and Amortization Expenses | 7,715.33 | 6,814.85 | 19,992.21 | 18,248.56 |
| **Profit before exceptional items and tax** | **30,086.34** | **34,377.42** | **26,265.81** | **31,027.04** |
| **Less:** Exceptional Item | - | 30,936.00 | - | 32,577.63 |
| **Profit/(Loss) before taxes** | **30,086.34** | **3,441.42** | **26,265.81** | **(1,550.59)** |
| **Less:** Total Tax Expense | 7,786.05 | 8,978.94 | 6,014.53 | 8,460.35 |
| **Profit/(Loss) for the year (A)** | **22,300.29** | **(5,537.52)** | **20,251.28** | **(10,010.94)** |
| **Total other comprehensive (Loss) (B)** | **(30.51)** | **(5.72)** | **(78.46)** | **(132.52)** |
| **Total comprehensive Income/(Loss) for the year (C=A + B)** | **22,269.78** | **(5,543.24)** | **20,172.82** | **(10,143.46)** |
| **Less:** Share of Profit of Non-Controlling Interest | - | - | - | 33.67 |
| Total Comprehensive Income /(Loss) attributable to the Company/ the Company along with its subsidiaries | - | - | 20,172.82 | (10,177.13) |
| **Retained Earnings: Balance brought forward from the previous year** | **27,034.46** | **37,740.24** | **21,404.76** | **33,966.01** |
| **Add:** Profit/(Loss) for the year attributable to the Company/ the Company along with its subsidiaries | 22,300.29 | (5,537.52) | 20,251.28 | (10,044.56) |
| **Add:** Other Comprehensive (Loss) attributable to the Company/ the Company along with its subsidiaries recognized in Retained Earnings | (30.51) | (5.72) | (78.46) | (132.57) |
| **Add:** Transaction with non-controlling interest | - | - | - | 2,778.42 |
| Dividend on Ordinary Shares | 5,162.54 | 5,162.54 | 5,162.54 | 5,162.54 |
| Total Appropriations | 5,162.54 | 5,162.54 | 5,162.54 | 5,162.54 |
| **Retained Earnings: Balance to be carried forward** | **44,141.70** | **27,034.46** | **36,415.04** | **21,404.76** |

### Financial Performance/ State of Company Affairs

**Standalone Basis:**

During FY 2024-25, the Company's revenue from operations increased from ₹ 282,409.45 lakh to ₹ 289,186.01 lakh, reflecting a growth of 2.40% over the previous FY 2023-24.

Profit before tax rose significantly from ₹ 3,441.42 lakh to ₹ 30,086.34 lakh. Additionally, profit/(loss) after tax improved from a loss of ₹ (5,537.52) lakh to a profit of ₹ 22,300.29 lakh.

**Consolidated Basis:**

Revenue from operations declined from ₹ 378,110.40 lakh in FY 2023-24 to ₹ 367,449.50 lakh in FY 2024-25, registering a decrease of approximately 2.82%.

Despite the decline in revenue, profit/(loss) before tax improved from a loss of ₹ (1,550.59) lakh to a profit of ₹ 26,265.81 lakh. Similarly, profit/(loss) after tax increased from a loss of ₹ (10,010.94) lakh to a profit of ₹ 20,251.28 lakh.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis, as required in terms of the SEBI Listing Regulations, is annexed to this Report.

## DIVIDEND

**Declaration and Payment of Dividend**

The Board of Directors ('**Board**') is pleased to recommend declaration of a final dividend amounting to ₹ 2.50/- per Equity Share of face value ₹ 1/- each fully paid-up, i.e., (250%) for FY25.

The Board has recommended the dividend based on the parameters laid down in the Dividend Distribution Policy and dividend will be paid out of the profits of the year.

The said dividend, if approved by the Members at the ensuing Annual General Meeting ('**AGM**') will be paid to those Members whose name appears on the register of Members (including Beneficial Owners) of the Company as at the end of Friday, September 12, 2025. The said dividend, would involve cash outflow of ₹ 5,162.54/- lakh, resulting in a payout of 23.15% of the standalone net profit of the Company for FY25.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members, w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend to be paid to the Members at prescribed rates as per the Income Tax Act, 1961.

**Record Date**

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 13, 2025, to Friday, September 19, 2025 (both days inclusive). The Company has fixed Friday, September 12, 2025 as the 'Record Date' for the purpose of determining the entitlement of Members to receive dividend for FY25.

**Dividend Distribution Policy**

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), the Board had formulated a Dividend Distribution Policy ('**Policy**'). The Policy is available on the Company's website URL at: https://www.rhimagnesitaindia.com/uploads/pdf/208pdctfile_policyondividenddistribution.pdf

## TRANSFER TO RESERVES

The Board has decided to retain the entire amount of profit for FY25 in the distributable retained earnings.

## MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION

There are no material changes affecting the financial position of the Company, subsequent to the close of the FY25 till the date of this Report.

## CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements of the Company and its subsidiaries for FY25 have been prepared in compliance with the applicable provisions of the Act and as stipulated under Regulation 33 of SEBI Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The audited consolidated financial statements together with the Independent Auditor's Report thereon form part of this Annual Report.

Pursuant to Section 129(3) of the Act, a statement containing the salient features of the Financial Statement of the subsidiary companies are attached in Form AOC-1 as **Annexure-I.**

Further, pursuant to the provisions of Section 136 of the Act, the Company will make available the said financial statement of the subsidiary companies upon a request by any Member of the Company or its subsidiary companies. These financial statements of the Company and the subsidiary companies will also be kept open for inspection by any member. The members can send an e-mail to investors.india@rhimagnesita.com upto the date of the AGM and the same would also be available on the Company's website URL: https://www.rhimagnesitaindia.com/investors/financials-reports/subsidiary-annual-reports

## SUBSIDIARY, JOINT ARRANGEMENTS AND ASSOCIATE COMPANIES

During the year under review, the Company has two subsidiaries i.e. Intermetal Engineers (India) Private Limited ('**Intermetal**') and RHI Magnesita India Refractories Limited ('**RHIM Refractories**') (together called as '**subsidiaries**') and one step down subsidiary namely RHI Magnesita Seven Refractories Limited ('**RHIM Seven**').

RHIM Refractories is a material subsidiary of the Company in terms of provisions of SEBI Listing Regulations, as applicable.

The Boards of Directors of RHIM Refractories and RHIM Seven, at their respective meetings held on February 8, 2024, approved a Scheme of Merger for the amalgamation of RHIM Seven with and into RHIM Refractories under the provisions of Section 233 of the Companies Act, 2013, and the applicable rules framed thereunder. Subsequently, on July 4, 2025, both companies approved a revised Scheme of Merger. The merger process is currently underway and is being pursued in accordance with the prescribed regulatory framework.

On March 4, 2025, Intermetal entered into a Share Purchase Agreement ('**SPA**') with Ashwath Technologies Private Limited ('**Ashwath**') and its shareholders. Ashwath is engaged in the manufacturing of special purpose machinery, with a particular focus on equipment for the metallurgical industry.

Subsequently on August 1, 2025, Intermetal successfully acquired 100% shareholding of Ashwath from its existing shareholders, thereby completing the acquisition. As a result, Ashwath has become a wholly owned subsidiary of Intermetal and a step-down subsidiary of the Company.

The total transaction value, in accordance with the terms of the SPA, amounted to ₹ 141,188,690 (Indian Rupees Fourteen Crore Eleven Lakh Eighty-Eight Thousand Six Hundred and Ninety Only).

The Company does not have any associate or joint venture within the meaning of Section 2(6) of the Companies Act, 2013 ('**Act**'). There has been no material change in the nature of the business of the subsidiary companies.

The policy for determining material subsidiaries of the Company is available on the Company's website URL: https://www.rhimagnesitaindia.com/uploads/pdf/395pdctfile_policyonmaterialsubsidiary.pdf

## RISK MANAGEMENT

The Board has constituted a Risk Management Committee to frame, implement, monitor and review the Risk Management policy and to ensure its effectiveness. Through an Enterprise Risk Management Program, the business units and the corporate functions address their short, medium and long terms risks. The Audit Committee has an additional oversight on the financial risks and controls. Our risk management approach helps the Board and Management to understand the risks associated with the adopted strategy, periodically assess if the strategy is aligned with our risk appetite and understand how the chosen strategy could affect the Company's risk profile, specifically the types and amount of risk to which the Company is potentially exposed. The assessment, monitoring and mitigation of key risks to the strategy are core features of the established risk management approach.

The Company has an established risk management approach with the provisions of the Companies Act, 2013, and other applicable provisions with the objective of identifying, assessing, and controlling uncertainties and risks that could impact the delivery of RHIM's strategy. The risk management approach combines top-down, bottom-up, and deep-dive risk assessments. In 2024, a new approach to assess the plant health and safety risks was introduced. This was achieved by applying an externally recognised best practice framework for Health & Safety risk assessment.

The risk management approach combines top-down, bottom-up and deep-dive risk assessments. The bottom-up risk assessment is based on each of the plants, which maintain ongoing risk management activity linked to the ISO risk management practices. Deep-dive risk assessments are performed for areas of emerging or prevailing risks, included plant operations, fraud management, sustainability, human rights and trade compliance. The top-down risk assessment is performed by the management and integrates the information from the bottom-up and the deep-dive risk assessments to ensure that the Company risk profile is complete and accurate. This is then reviewed by the Audit & Risk Management Committee and the Board of Directors.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment.

The risk assessment process includes five steps, which are consistently repeated throughout the year to ensure a continuous risk assessment.

Quality, Occupational Health-Safety, Environment and Energy are considered an integral part of our operations. All statutory legal regulations were compiled as per government norms. The workplace risk assessment of hazards is done minimum once in a year and is reviewed after every year in all the operational plants and extended to the major suppliers and customer sites also.

The Quality, Safety, Environmental and Energy audits are being conducted at regular intervals by internal and external agencies.

The Certification of Integrated Management System (IMS, ISO 9001, 14001, 45001 & 50001) for plants located at 8 different location across India like Visakhapatnam, Bhiwadi, Cuttack, Dalmiapuram, Jamshedpur, Katni, Rajgangpur, Khambhalia were successfully completed. The employees involvement in reporting the unsafe conditions and near misses has been excellent. The Global Key Performance Indicators (KPIs) of preventive rate have been successfully achieved. The participation of employees in 6S activities has tremendously changed the work culture and the award of the 6S trophy every month has increased the competitiveness in perfect maintenance of a safe workplace.

Now Green House Gase (GHG) emission data evaluation and implementation plan are in progress across all 8 plants. We are in process to obtain Extended Producer Responsibility (EPR), for Plastic waste Management across our functions. This will be significant effort in sustaining safe environment in all RHIM India functions.

## INTERNAL FINANCIAL CONTROL SYSTEMS AND ADEQUACY

The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations and such internal financial controls with reference to the Financial Statements are adequate.

*Please refer to the paragraphs on Internal Control Systems and their Adequacy in the Management Discussion & Analysis section for detailed analysis.*

## HUMAN RESOURCES

The Company upholds strong people and culture policies that align with its strategic goals and is dedicated to employee development, offering training programs that foster a diverse talent pool. By blending experienced professionals with emerging talent, RHIM drives growth and achieves its business objectives.

RHIM is committed to fostering a learning environment, providing both technical and behavioral training based on need assessments. The organization also implements recognition programs to inspire and engage employees. A notable initiative is the Culture Champion program, which reinforces organizational values and fosters a sense of belonging among employees.

Diversity is a key focus for RHIM, which diligently works towards its diversity targets through intentional hiring practices, equal opportunity creation, and various learning programs for people managers. The Company utilizes a robust, automated performance management system, ensuring that all employees have clear goals to help them meet their targets. Each year, the People & Culture team set increasingly ambitious goals, aiming to deliver a seamless employee experience that motivates and supports individual growth.

*Please also refer to the paragraphs on Human Resources / Industrial Relations in the Management Discussion & Analysis section for detailed analysis.*

## PREVENTION OF SEXUAL HARASSMENT AND MATERNITY BENEFIT

At RHIM India, we are committed to providing a safe, respectful, and inclusive work environment for all employees. We have zero tolerance for any form of sexual harassment. To uphold this commitment, the Company has adopted a comprehensive policy in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed under it. An Internal Committee (IC) has been constituted at all office and work locations to ensure that any complaint of sexual harassment is addressed promptly, fairly, and confidentially.

During FY25, the Company received four (04) complaints of sexual harassment (consolidated across all locations). All complaints were appropriately resolved in accordance with the Company's established procedures. No complaint remained pending beyond 90 days.

As of the close of FY25, the Company had a total workforce of 1,624 employees across its operations. This included 1,547 male employees, 77 female employees, and no employees identifying as transgender.

The Company continues to uphold its commitment to diversity and inclusion, ensuring equal opportunities and a respectful workplace for all individuals, regardless of gender identity.

To ensure thorough coverage, the Company launched an e-Learning module on Prevention of Sexual Harassment at the workplace and conducted various awareness workshops across multiple locations. These initiatives on consolidated basis reached around 1,000 individuals, including flexible and temporary staff, blue-collar workers, and new joiners. Additionally, e-module trainings on Prevention of Sexual Harassment ('**POSH**') awareness and POSH scenario-based assessments are mandatory for all new white-collar joiners.

Furthermore, a one-day training session was conducted for the IC members to promote a consistent understanding and broader impact. In addition, regular IC meetings are held to ensure ongoing engagement and effectiveness.

The Company affirms its adherence to the Maternity Benefit Act, 1961, as amended from time to time. During FY25, the Company remained fully compliant with the provisions of the Act, ensuring that all eligible female employees were granted the prescribed maternity leave and benefits in accordance with the applicable legal requirements.

## CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility **('CSR')** Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the format prescribed in the Companies **('CSR Policy')** Rules, 2014 are set out in **Annexure-II** of this Report. The CSR Policy is available on Company's website at URL: https://www.rhimagnesitaindia.com/uploads/pdf/215pdctfile_policyforcorporatesocialresponsibility.pdf

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

**Appointment / Re-appointment**

As reported earlier, Mr. Kamal Sarda (DIN: 03151258) and Ms. Sonu Chadha (DIN: 00129923) were appointed as Additional and Non-Executive Independent Directors on the Board of the Company with effect from August 14, 2024 and August 13, 2024, respectively. Their appointments as Independent Directors were approved by the Members at the 14th Annual General Meeting held on September 27, 2024, for a term of five years-Mr. Sarda for his first term from August 14, 2024 to August 13, 2029 (both days inclusive), and Ms. Chadha for her second consecutive term from August 13, 2024 to August 12, 2029 (both days inclusive).

As also reported earlier, the tenure of Dr. Vijay Sharma (DIN: 00880113), Chairman and Independent Director, concluded on November 11, 2024. Upon completion of his tenure, Dr. Sharma also tendered his resignation from the directorship of all subsidiary and step-down subsidiary companies.

During the period under review, Mr. Erwin Jankovits (DIN: 07089589) resigned from the directorship of the Company with effect from November 7, 2024, citing personal reasons.

The Board of Directors places on record its deep appreciation for the long-standing association, insightful guidance, and valuable contributions made by Dr. Sharma and Mr. Jankovits during their respective tenures with the Company. The Board remains committed to maintaining the highest standards of corporate governance and expresses its sincere gratitude to the outgoing Directors for their dedicated service and leadership.

Following the conclusion of Dr. Sharma's tenure, Mr. Parmod Sagar (DIN- 06500871), Managing Director & CEO, was appointed as the Chairman of the Company. Accordingly, with effect from November 12, 2024, Mr. Parmod Sagar holds the designation of Chairman, Managing Director & Chief Executive Officer (**CMD**).

Mr. Priyabrata Panda (DIN: 07048273) was appointed as an Additional and Non-Executive Independent Director on the Board of the Company with effect from May 28, 2025. His appointment as an Independent Director for a term of five years, from May 28, 2025 to May 27, 2030 (both days inclusive), was approved by the shareholders through postal ballot.

As communicated earlier, Mr. Azim Syed (DIN: 10641934) was appointed as the Chief Financial Officer of the Company with effect from May 1, 2024. Subsequently, he was appointed as an Additional and Whole-Time Director on the Board with effect from May 28, 2025. He was designated as Whole-Time Director and Chief Financial Officer of the Company. His appointment as Whole-Time Director, liable to retire by rotation, for a period of five years, from May 28, 2025 to May 27, 2030 (both days inclusive), was also approved by the shareholders through postal ballot.

Further, the shareholders through postal ballot approved the re-appointment of Mr. Nazim Sheikh (DIN: 00064275) as an Independent Director for a second consecutive term of five years, from November 3, 2025 to November 2, 2030 (both days inclusive).

All the above appointments and re-appointments were approved by the shareholders of the Company through postal ballot on July 24, 2025.

In accordance with provisions of the Act and the Articles of Association of the Company, Ms. Ticiana Kobel, Non-Independent & Non-Executive Director (DIN: 09850411) is liable to retire by rotation at this AGM and is eligible for re-appointment.

The disclosures required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meeting ('SS-2') are given in the Notice of AGM, forming part of the Annual Report.

**Independent Directors**

In terms of Section 149 of the Act and the SEBI Listing Regulations, Mr. Nazim Sheikh, Ms. Sonu Chadha, Mr. Kamal Sarda and Mr. Priyabrata Panda are the Independent Directors of the Company as on the date of this Report.

All Independent Directors of the Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act read alongwith the Rules made thereunder and are independent of the Management.

**Key Managerial Personnel**

In terms of Section 203 of the Companies Act, 2013, the Key Managerial Personnel ('**KMPs**') of the Company during FY 25 were as follows:

- Mr. Parmod Sagar, Chairman, Managing Director & CEO
- Ms. Vijaya Gupta, Chief Financial Officer (up to April 30, 2024)
- Mr. Azim Syed, Chief Financial Officer (with effect from May 1, 2024)
- Mr. Sanjay Kumar, Company Secretary and Compliance Officer

During the year under review, there were no changes in the KMPs of the Company other than those mentioned above.

## MEETINGS OF THE BOARD

The Board of Directors held five (5) meetings during FY25.

*For details, please refer to the Report on Corporate Governance, which forms part of this Report.*

## COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.

The following Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders' Relationship Committee
- Risk Management Committee
- Fund Raising Committee
- Functional Committees

Details of composition, terms of reference and number of meetings held in FY25 for the aforementioned committees are given in the Report on Corporate Governance, which forms a part of this Report. Further, during the year under review, all recommendations made by the various committees have been considered and accepted by the Board.

## BOARD EVALUATION

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provision of the Act and the SEBI Listing Regulations.

The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the SEBI.

The Chairman of the Board had one-on-one meetings with the Independent directors and the Chairman of Nomination and Remuneration Committee ('**NRC**') had one-on-one meetings with the Executive and Non-Executive Non-Independent Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board/ Committee processes.

The Board and the NRC reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors and the Board as a whole was evaluated. Additionally, they also evaluated the performance of Chairman of the Board, taking into account the views of Executive and Non-Executive Directors in the aforesaid Meeting. The Board also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The above evaluations were then discussed in the Board Meeting and performance evaluation of Independent directors was done by the entire Board, excluding the Independent Director being evaluated.

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Please refer to the Paragraph on Familiarisation Programme in the Corporate Governance Report for detailed analysis.

## POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's Policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act (salient features) has been briefly disclosed hereunder and in the Report on Corporate Governance, which is a part of this Report.

**Selection and procedure for nomination and appointment of Directors**

The NRC is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The NRC conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The NRC reviews and vets the profiles of potential candidates vis-à-vis the required competencies, undertakes due diligence and meeting potential candidates, prior to making recommendations of their nomination to the Board.

**Criteria for determining qualifications, positive attributes and independence of a Director**

In terms of the provisions of Section 178(3) of the Act, and Regulation 19 of the SEBI Listing Regulations, the NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

- Qualifications - The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.
- Positive Attributes - Apart from the duties of Directors as prescribed in the Act, the Directors are expected to demonstrate high standards of ethical behavior, communication skills and independent judgment. The Directors are also expected to abide by the respective Code of Conduct as applicable to them.
- Independence - A Director will be considered independent if he / she meets the criteria laid down in Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

It is affirmed that the remuneration paid to Directors, KMPs and employees is as per the Remuneration and Nomination Policy of the Company.

The Remuneration and Nomination Policy for directors, key managerial personnel and other employees is also available on the Company's website URL: https://www.rhimagnesitaindia.com/uploads/pdf/219pdctfile_remunerationandnominationpolicy.pdf

During the year under review, there has been no change to the remuneration policy.

## VIGIL MECHANISM

The Company is committed to conducting its operations with fairness and transparency, upholding the highest standards of professionalism, honesty, integrity, and ethical conduct. In alignment with the RHI Magnesita Code of Conduct, any actual or potential violation, regardless of how minor or perceived, is treated with utmost seriousness. The active role of employees in identifying and reporting such violations is both valued and essential.

Pursuant to Section 177(9) of the Act, a vigil mechanism was established for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The vigil mechanism provides adequate safeguards against victimization and multiple channels for reporting concerns including an option for escalations, if any, to the Chairperson of the Audit Committee of the Company.

During the year under review, the Company has received complaints under the said mechanism, the details of which is tabulated below:

| Number of complaints received during the year | Number of complaints resolved during the year | Number of complaints remaining unresolved/ undergoing investigation as on March 31,2025 |
|---|---|---|
| 14* | 13 | 1 |

*on consolidated basis*

The policy of vigil mechanism is available on the Company's website at URL: https://www.rhimagnesitaindia.com/uploads/pdf/221pdctfile_whistleblowerpolicy.pdf

## AUDIT

**Statutory Audit**

M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), were re-appointed as the Statutory Auditors of the Company for a tenure of five (5) years commencing from the conclusion of the 12th AGM of the Company until the conclusion of the 17th AGM of the Company to be held in the year 2027.

The Statutory Auditor's Report does not contain any qualifications, reservations, adverse remarks or disclaimers.

**Secretarial Audit**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amended Regulation 24A of the SEBI Listing Regulations, the Board has based on the recommendation of Audit Committee approved appointment of Mr. Naresh Verma of M/s. Naresh Verma and Associates, (Membership No. FCS : 5403), a Peer Reviewed firm as Secretarial Auditors of the Company for a period of five years, i.e., from April 1, 2025 to March 31, 2030, subject to approval of Shareholders of the Company at the ensuing AGM. The Report of the Secretarial Auditor for FY25 is annexed herewith as **Annexure-III**. The said Secretarial Audit Report does not contain any qualification, reservations, adverse remarks or disclaimer.

**Secretarial Audit Report of Material Unlisted Subsidiary**

As per regulation 24(A) of SEBI Listing Regulations, a listed company is required to annex the secretarial audit report of its material unlisted subsidiary in India to its Annual Report. RHIM Refractories has been identified as Material Unlisted Subsidiary of the Company in India for FY25 and accordingly the Company is annexing the Secretarial Audit Report of RHIM Refractories as **Annexure-IV.**

**Cost Audit & Cost Records**

As per Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment of M/s. K G Goyal & Associates, Cost Accountants (Firm Registration No. 000024) as the Cost Auditors of the Company to conduct cost audits for relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014 for FY26. M/s. K G Goyal & Associates have, under Section 139(1) of the Act and the Rules framed thereunder furnished a certificate of their eligibility and consent for appointment.

The Board on recommendations of the Audit Committee have approved the remuneration payable to the Cost Auditor, subject to ratification of their remuneration by the Members at this AGM. The resolution approving the above proposal is being placed for approval of the Members in the Notice for this AGM.

The cost accounts and records of the Company are duly prepared and maintained as required under Section 148(1) of Act.

**Internal Auditors**

The Board on recommendations of the Audit Committee has appointed M/s. Chaturvedi & Partners as Internal Auditors for the FY 25 under Section 138 of the Companies Act, 2013 and they have completed the internal audit as per the scope defined by the Board. M/s. Chaturvedi & Partners was re-appointed as Internal Auditors of the Company for FY 26.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act, read along with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure - V.**

## PARTICULARS OF EMPLOYEES AND REMUNERATION

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as **Annexure-VI.**

A statement containing particulars of top 10 employees and particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as a separate Annexure forming part of this report. In terms of proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the Shareholders, excluding the aforesaid Annexure. The said Statement is also open for inspection. Any member interested in obtaining a copy of the same may write to the Company Secretary at investors.india@rhimagnesita.com. None of the employees listed in the said Annexure are related to any Director of the Company.

## CORPORATE GOVERNANCE

Pursuant to Regulation 34 of the SEBI Listing Regulations, Report on Corporate Governance along with the certificate from a Practicing Company Secretary certifying compliance with conditions of Corporate Governance is annexed to this Report as **Annexure-VII.**

## ANNUAL RETURN

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY25 is uploaded on the website of the Company and the same is available on https://www.rhimagnesitaindia.com/investors/financials-reports/annual-returns.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report ('**BRSR**') on initiatives taken from an environmental, social and governance perspective, in the prescribed format is available as a separate section of the Annual Report and is also available on the Company's website URL: https://www.rhimagnesitaindia.com/investors/financials-reports/business-responsibility-report.

## OTHER DISCLOSURES

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/ arrangements/ transactions entered by the Company during the FY25 with related parties were valued on an arm's length basis and in the ordinary course of business and approved by the Audit Committee consisting of Independent Directors. Certain transactions, which were repetitive in nature, were approved through omnibus route.

As per the SEBI Listing Regulations, if any Related Party Transactions ('**RPT**') exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statement whichever is lower, would be considered as material and would require Members approval. The Company obtained shareholders' approval on January 19, 2022, for entering into material related party transactions with RHI Magnesita GmbH, a Fellow Subsidiary Company, amounting to ₹ 100,000 lakh for FY 22 and onwards. The approved value of such transactions is subject to a yearly increase of 30% up to FY 26.

However, there were no material transactions of the Company with any of its related parties during the year in terms of Section 134 read with Section 188 of the Companies Act, 2013. Therefore, the disclosure of the Related Party Transactions as required under Section 134(3(h) of the Act in Form AOC-2 is not applicable to the Company for FY25 and, hence, the same is not required to be provided.

The details of RPTs during FY25, including transaction with person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the Company are provided in the accompanying financial statements.

During FY25, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees and reimbursement of expenses, as applicable.

Pursuant to the requirements of the Act and the SEBI Listing Regulations, the Company has formulated a policy on RPTs and is available on Company's website URL at: https://www.rhimagnesitaindia.com/uploads/pdf/218pdctfile_policyforrelatedpartytransactions.pdf

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During FY25, the Company has not given loan, guarantee or make any investment to any of its subsidiaries, joint ventures, associates companies and other body corporates and persons. Details of loans, guarantees and investments as per Section 186 of the Act, have been disclosed in the financial statements.

## DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost, secretarial auditors and external agencies, including audit of internal controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY25.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

a. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;

b. they have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively,

e. they have prepared the annual accounts on a going concern basis and

f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

*Please refer to the paragraph on Internal Control Systems and their Adequacy in the Management Discussion and Analysis report for detailed analysis.*

## SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

## INVESTOR EDUCATION AND PROTECTION FUND

Refer Corporate Governance Report para on 'Transfer of unclaimed / unpaid amounts / shares to the Investor Education and Protection Fund' for details on transfer of unclaimed/unpaid amount/shares to Investor Education and Protection Fund'.

## GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters, as there were no transactions or developments relating to these items during the financial year under review:

- No significant or material orders were passed by any Regulators, Courts, or Tribunals that would impact the going concern status of the Company or its future operations. However, Members' attention is drawn to the Statement on Contingent Liabilities and Commitments in the Notes to the Financial Statements.
- No fraud has been reported by the Auditors to the Audit Committee or the Board of Directors.
- During the year under review there is no change in the share capital of the Company.
- There has been no change in the nature of business of the Company.
- No proceedings are pending or were initiated under the Insolvency and Bankruptcy Code, 2016, during the year or as at the end of FY25.
- There were no instances of one-time settlement with any bank or financial institution.
- The Company has not accepted any deposits, nor are there any unclaimed deposits or interest thereon requiring disclosure.
- The Company has not issued any equity shares with differential rights as to dividend, voting, or otherwise.
- No shares, including sweat equity shares, have been issued under any Employee Stock Option Scheme or similar scheme, as no such scheme exists in the Company.
- No company has become or ceased to be a subsidiary, joint venture, or associate company during the year.

## ACKNOWLEDGEMENTS

The Directors wish to convey their appreciation to all the employees of the Company for their contribution towards the Company's performance. The Directors would also like to thank the members, employee unions, customers, dealers, suppliers, bankers, governments and all other business associates for their continuous support to the Company and their confidence in its management.

On behalf of the Board of Directors

Parmod Sagar
Chairman, Managing Director & CEO
(DIN: 06500871)

Gurugram, August 8, 2025

ANNEXURE-I

# FORM AOC-1

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with Rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies.

| Name of the subsidiary company | Intermetal Engineers (India) Private Limited | RHI Magnesita India Refractories Limited | RHI Magnesita Seven Refractories Limited |
|---|---|---|---|
| Date of becoming subsidiary | May 18, 2019 | January 5, 2023 | January 5, 2023 |
| Start date of accounting period of subsidiary | April 1, 2024 | April 1, 2024 | April 1, 2024 |
| End date of accounting period of subsidiary | March 31, 2025 | March 31, 2025 | March 31, 2025 |
| Reporting currency | INR | INR | INR |
| Exchange rate | 1.00 | 1.00 | 1.00 |
| Rounding-off | (in ₹ Lakh) | (in ₹ Lakh) | (in ₹ Lakh) |
| Share capital | 1.60 | 10,453.11 | 2,000.00 |
| Reserves and surplus/ other equity | 1,658.41 | 165,016.31 | 1353.52 |
| Total Assets | 1,750.20 | 230,440.14 | 6,927.11 |
| Total Liabilities | 90.19 | 54,970.72 | 3,573.59 |
| Investments | nil | 15,440.75 | nil |
| Turnover | 611.76 | 87,370.73 | 12,726.25 |
| Profit/ (Loss) before tax | 227.60 | (4,202.84) | 851.28 |
| Provision for tax | 54.83 | (2056.23) | 229.88 |
| Profit/ (Loss) after tax | 172.77 | (2,146.61) | 621.40 |
| Proposed dividend | nil | nil | nil |
| % of shareholding | 100% | 100% | 100% |
| | | | (Step down subsidiary through RHI Magnesita India Refractories Limited) |
| Country | India | India | India |

On behalf of the Board of Directors

Azim Syed
Whole Time Director & CFO
(DIN:10641934)

Parmod Sagar
Chairman, Managing Director & CEO
(DIN: 06500871)

Gurugram, August 8, 2025

**ANNEXURE-II**

# ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

## 1. Brief outline on CSR Policy of the Company

At RHI Magnesita, Corporate Social Responsibility ('**CSR**') is deeply embedded in our purpose and values. We believe that sustainable business growth is inseparable from the well-being of the communities we serve. At RHI Magnesita, we are committed to projects that enhance the quality of life in the communities where we operate. With sites spanning across diverse regions and contexts, we take a tailored, inclusive approach to understanding the unique needs of each community. By engaging with various societal sectors, we ensure that the voices of our stakeholders are heard through regular consultations. This collaborative approach allows us to identify key priorities and address local concerns effectively.

As an active partner in our communities, we work closely with local NGOs to create a robust framework of initiatives that deliver lasting, positive social impact. This effort aligns with the principles of the United Nations Global Compact, focusing on four core areas: Education & Youth Development, Health & Medical Care, Rural Transformation and the Environment. In full compliance with Section 135 of the Companies Act, 2013 and related rules, our CSR programmes are governed by a robust framework that ensures transparency, accountability, and strategic alignment with our corporate values.

**Our CSR Pillars:**

### A. Education & Youth Development

RHIM recognizes the importance of empowering individuals through education and skill development. We focus on supporting programs that ensure access to quality education, vocational training, and lifelong learning opportunities. By investing in education, RHIM aims to equip community members with the tools to succeed and contribute to their communities' growth.

Most relevant SDGs:


### B. Health & Medical Care

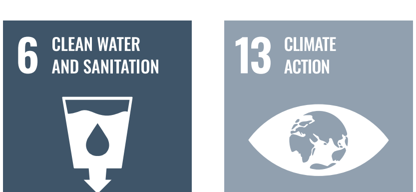
RHIM is committed to improving the health and medical care of the community where it operates. The investments made will be directed towards initiatives that address healthcare accessibility, disease prevention, mental health support, and healthy lifestyle promotion. By prioritizing health and medical care, the Group aims to create healthier and more resilient communities.

Most relevant SDG's:


### C. Environment

RHIM is committed to address the climate change and protection of the environment. The Group's investments will focus on supporting projects that promote environment protection, waste reduction, conservation of natural resources, and other sustainable practices. By fostering environmental initiatives, RHIM strives to contribute to a more sustainable future for generations to come.

Most relevant SDG's:



### D. Rural Transformation

RHIM's Rural Transformation initiatives aim to uplift underserved rural communities through integrated development programs that enhance livelihoods, infrastructure, and access to essential services. By promoting inclusive growth and resilience in remote areas, we contribute directly to no Poverty and sustainable cities and communities, ensuring that rural populations are not left behind in the journey toward sustainable development.

Most relevant SDG's:



**Strategic Partnerships & Governance**

All CSR activities are reviewed and approved by the CSR Committee and the Board of Directors. We collaborate with credible NGOs, government bodies, and institutions to ensure efficient resource utilization and measurable outcomes. Importantly, we maintain strict ethical standards, prohibiting any CSR activity intended to influence business decisions.

**Success Stories: Driving Real Impact**

**Revamping and building schools –** As part of our commitment to community development, RHI Magnesita has undertaken significant efforts to revamp and build schools in our communities in India. Through these initiatives we focus on enhancing the learning environment for students in the regions of Bhiwadi, Vizag, Rajasthan, Dalmiapuram, Jamshedpur, Cuttack and Khambhalia. Our efforts include the construction of new libraries, classrooms, and toilet blocks, along with the installation of modern furniture to create a more comfortable and inspiring space for education. Additionally, we have incorporated sustainable energy solutions by installing solar panels, promoting both environmental responsibility and long-term cost savings for the schools.

**Support for VRD Trust Hospital near Vizag –** RHI Magnesita is proud to support VRD Trust Hospital near our Vizag plant. This hospital offers essential medical services, including consultations, lab tests, and free medicines to nearby villages. Our donations help cover doctors' salaries and medicine costs, ensuring continued access to crucial healthcare for underserved populations. This initiative reflects our dedication to improving community health and well-being where we operate.

**Road Infrastructure at Cuttack –** The Cuttack plant is located along the NH 16-Damaka Village Road, a key route used by many workers and villagers. Unfortunately, the road is in poor condition, especially during the rainy season, which causes significant hardships for residents who rely on it for daily activities such as commuting to work, school, hospitals, and markets. In response to multiple requests from the community, RHI Magnesita is supporting the repair and construction of a new, durable road that will improve accessibility for the entire region.

**Community Development –** RHI Magnesita has undertaken various projects in Vizag, Cuttack, Khambhalia, Dalmiapuram, and Rajgangpur to enhance living standards in the communities around its operations. These projects include road construction, renovation of community centers, building bus shelters, and providing drinking water facilities. These initiatives are tailored to meet the pressing needs of the local population, ensuring that infrastructure and community development are aligned with the region's unique challenges.

**Skill and Vocational Training Programs for Youth Empowerment –** Focused on Rajasthan, Jamshedpur, and Rajgangpur-with an emphasis on female participation-RHI Magnesita's upskilling programs equip youth with sustainable employment skills.

## 2. Composition of CSR Committee

| Sr. no. | Name of Director, Designation | Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| i. | Ms. Sonu Chadha, Chairperson | ID | 3 | 3 |
| ii. | Ms. Ticiana Kobel, Member | NINED | 3 | 1 |
| iii. | Mr. Parmod Sagar, Member | CMD | 3 | 3 |

*(ID)-Independent Director, (NINED)-Non-Independent Non-Executive Director, (CMD) — Chairman, Managing Director & Chief Executive Officer*

**3. Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company.**

**Composition** of the CSR committee shared above and is available on the Company's website at https://www.rhimagnesitaindia.com/uploads/image/1imguf_bod_25_feb_2021.pdf

**CSR Policy –** https://www.rhimagnesitaindia.com/uploads/pdf/215pdctfile_policyforcorporatesocialresponsibility.pdf

**CSR Projects –** https://www.rhimagnesitaindia.com/uploads/pdf/480pdctfile_2024-2025.pdf

**4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.**

Not applicable

**(Amount in ₹ Lakh)**

**5.**

| | | |
|---|---|---|
| (a) | Average net profit of the Company as per sub-section (5) of section 135 | 34,168.53 |
| (b) | Two percent of average net profit of the Company as per sub-section (5) of section 135 | 683.37 |
| (c) | Surplus arising out of the CSR Projects or programmes or activities of the previous financial years | nil |
| (d) | Amount required to be set-off for the financial year, if any | nil |
| (e) | Total CSR obligation for the financial year [(b)+(c)-(d)] | 683.37 |

**(Amount in ₹ Lakh)**

**6.**

| | | |
|---|---|---|
| (a) | Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) | 683.62 |
| (b) | Amount spent in Administrative Overheads | nil |
| (c) | Amount spent on Impact Assessment, if applicable | nil |
| (d) | Total amount spent for the Financial Year [(a)+(b)+(c)] | 683.62 |
| (e) | CSR amount unspent for the Financial Year | 102.32 |

| Total Amount Spent for the Financial Year. (in ₹ Lakh) | Amount Unspent (in ₹ Lakh) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135 | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135 | | |
| | Amount | Date of transfer | Name of the fund | Amount | Date of transfer |
| 581.30 | 102.32 | April 29, 2024 | nil | nil | nil |

(f) **Excess amount for set-off, if any:**

| Sr. no. | Particulars | Amount (in ₹ Lakh) |
|---|---|---|
| i. | Two percent of average Net Profit of the Company as per section 135(5) | 683.37 |
| ii. | Total amount spent for the financial year | 683.62 |
| iii. | Excess amount spent for the financial year [(ii)-(i)] | 0.25 |
| iv. | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | nil |
| v. | Amount available for set off in succeeding financial years [(iii)-(iv)] | 0.25 |

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

**(Amount in ₹ Lakh)**

| Sr. no. | Preceding Financial Year | Amount transferred to Unspent CSR Account under sub- section (6) of section 135 | Balance Amount in Unspent CSR Account under sub- section (6) of section 135 | Amount Spent in the Financial Year | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub- section (5) of section 135, if any | | Amount remaining to be spent in succeeding Financial Years | Deficiency, if any |
|---|---|---|---|---|---|---|---|---|
| | | | | | Amount | Date of transfer | | |
| 1. | 2023-24 | 8.98 | nil | 8.98 | nil | - | nil | nil |
| 2. | 2022-23 | 199.45 | 41.93 | 35.92 | 2.46<br>34.10 | July 31,2025<br>May 26,2023 | 6.01 | nil |
| 3. | 2021-22 | nil | nil | nil | nil | - | nil | nil |
| | **Total** | **208.43** | **41.93** | **44.90** | **36.56** | **-** | **6.01** | **nil** |

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No

**If Yes, enter the number of Capital assets created/ acquired.**

**Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

| Sr. no. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| | | | | | CSR Registration No., if applicable | Name | Registered address |
| Not applicable | | | | | | | |

9. **Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135.**

Not applicable

On behalf of the Board of Directors

Azim Syed
Whole Time Director & CFO
(DIN: 10641934)

Parmod Sagar
Chairman, Managing Director & CEO
(DIN: 06500871)

Sonu Chadha
Chairperson CSR Committee
(DIN:00129923)

Gurugram, August 8, 2025

**ANNEXURE-III**

# SECRETARIAL AUDIT REPORT
# FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule No.9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014]

**To,**

**The Members,**
**RHI MAGNESITA INDIA LIMITED**
**CIN L28113MH2010PLC312871**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RHI MAGNESITA INDIA LIMITED** (hereinafter called the '**Company**' or '**RHIM**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The present audit report may refer to certain events that occurred after the close of financial year ended March 31, 2025 to present a fair view of the state of affairs of the Company; however, the events that happened after the close of the financial year were not reviewed for audit purpose. Our Report is to be read along with the Statutory Auditors observations in their Audit report, if any, on the financial statements of the Company for the year ended March 31, 2025.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 and made available to us, according to the provisions of:

i. The Companies Act, 2013 ('**the Act**') and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time - **Not Applicable as there was no reportable event during the financial year under review;**

   d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable as there was no reportable event during the financial year under review;**

   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable as there was no reportable event during the financial year under review;**

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable as there was no reportable event during the financial year under review;**

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018— **Not Applicable as there was no reportable event during the financial year under review;**

vi. As per management, there are no industry specific laws applicable to Company.

We have also examined compliance with the applicable provisions of the following:

(i) Secretarial Standards issued by 'The Institute of Company Secretaries of India';

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereto.

**WE REPORT THAT** during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except that there was delay in filing of few forms with the office of Registrar of Companies for which additional fees were duly paid by the Company.

**WE FURTHER REPORT THAT** the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of account has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

**WE FURTHER REPORT THAT** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decision of the Board was unanimous and no dissenting views were found to be recorded.

**WE FURTHER REPORT THAT** as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**WE FURTHER REPORT THAT** during the audit period following events have occurred which had a bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards etc.

- The manufacturing facility / plant of RHI Magnesita India Refractories Limited, Material Wholly-owned Subsidiary of the Company located at Bhilai, Chhattisgarh was finally closed and an intimation in this regard was filed with the Stock Exchanges on May 31, 2024.
- A search was undertaken at the premises of the Company in the state of Rajasthan pursuant to section 67(2) of the Central Goods and Services Tax Act, 2017 whereby the Office of Additional Commissioner, State Tax, Bhiwadi, Rajasthan had inter alia authorized the Assistant Commissioner to undertake the said search on July 30, 2024. Consequent to the said search, no further notice intimating any liability has been issued to the Company till date though certain information concerning the returns filed under the said Act along with the certain books of accounts and records maintained have been sought and also taken on records by the said Assistant Commissioner.
- Ms. Sonu Chadha (DIN: 00129923) was re-appointed as an independent director of the Company for another consecutive term of 5 years effective from August 13, 2024 to August 12, 2029. Mr. Kamal Sarda (DIN: 03151258) was appointed as an Additional Director (Independent) in the board meeting held on August 14, 2024. The consent of shareholders was obtained for the aforesaid appointment/re-appointment in the 14th Annual General Meeting held on September 27, 2024.
- The Corporate Office of the Company was shifted from 301, 316-317, Tower B, Emaar Digital Greens, Golf Course Extension Road, Sector 61, Gurugram, Hayana - 122011 to 19th & 20th Floor, DLF Square, M-Block, Phase-II, Jacaranda Marg, DLF City, Sector 25, Gurugram, Haryana-122002 with effect from September 1, 2024.
- Mr. Erwin Jankovits (DIN: 07089589) resigned as director of the Company w.e.f. November 7, 2024.
- In view of the changes in the Board of Directors of the Company, various committees of the Board viz. Audit Committee, Nomination & Remuneration Committee, Risk Management Committees, CSR Committee and Fund-raising committee were reconstituted by the Board in its meeting held on November 7, 2024
- Dr. Vijay Sharma retired from the Company after completing his tenure as Independent Director and Chairman with effect from November 11, 2024. Mr Parmod Sagar, MD & CEO of the Company was appointed as the Chairman of the Company w.e.f. November 12, 2024.
- Intermetal Engineers (India) Private Limited ('Intermetal'), a wholly owned subsidiary of the Company, has executed a Share Purchase Agreement ('SPA') on March 4, 2025 with Ashwath Technologies Private Limited ('Ashwath') and the existing shareholders of Ashwath, to acquire the 100% (One hundred per cent) shareholding of Ashwath from its existing shareholders. The Company has duly filed an intimation regarding the same with the Stock exchanges on March 4, 2025.
- The Company received Cautionary Notice letter / E-mail from BSE /NSE respectively on March 28, 2025 for delayed intimation of Schedule of Investors/ Analysts Meet/call. The management filed its reply on March 29, 2025 and no further action was taken by BSE / NSE.

For Naresh Verma & Associates
Company Secretaries

Naresh Verma
CP: 4424, FCS: 5403
Peer Review Certificate No. 3266/2023
UDIN: F005403G000958135

Delhi, August 8,2025

**Note:** This report is to be read with our letter of even date which is annexed as **Annexure- A** and forms an integral part of this.

**Annexure- A**

**To,**

**The Members,**
**RHI MAGNESTIA INDIA LIMITED**
**CIN L28113MH2010PLC312871**

Our report on even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Naresh Verma & Associates
Company Secretaries

Naresh Verma
CP: 4424, FCS: 5403
Peer Review Certificate No. 3266/2023
UDIN: F005403G000958135

Delhi, August 8,2025

ANNEXURE-IV

# SECRETARIAL AUDIT REPORT
# FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,**

**The Members,**
**RHI Magnesita India Refractories Limited**
**CIN U26100TN2018PLC125133**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RHI Magnesita India Refractories Limited** [formerly known as Dalmia OCL Limited] (hereinafter called **the Company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The present audit report may also refer to certain events that occurred after the close of financial year ended March 31, 2025 to present a fair view of the state of affairs of the Company; however, the events that happened after the close of the financial year were not reviewed for audit purpose. Our Report is to be read along with the Statutory Auditors observations in their Audit report, if any, on the financial statements of the Company for the year ended March 31, 2025.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder; **Not Applicable as it is an unlisted public limited Company;**

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The Company being an unlisted deemed public limited company, the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not relevant to it and hence do not form the subject matter of this report):

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time.

   d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

vi. As per management, there are no laws which are specifically applicable to the Company.

We have also examined compliance with the applicable provisions of the following:

i. Secretarial Standards issued by 'The Institute of Company Secretaries of India';

ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (to the extent applicable; the Company is an unlisted public limited material subsidiary Company of RHI Magnesita India Limited, a Company listed on the BSE Limited and the National Stock Exchange of India Limited)

**WE REPORT THAT** during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except that there was delay in filing of few forms/returns for which additional fees were duly paid by the Company.

**WE FURTHER REPORT THAT** the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of account has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

**WE FURTHER REPORT THAT** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decision of the Board was unanimous and no dissenting views were found to be recorded.

**WE FURTHER REPORT THAT** as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**WE FURTHER REPORT THAT** during the audit period following events have occurred which had a bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards etc.:-

- Ms. Vijaya Gupta (DIN: 06435747) director of the Company resigned from the board with effect from April 3, 2024.
- The closure of manufacturing facility / plant of the Company located at Bhilai, Chhattisgarh was finally completed on May 31, 2024.
- Mr. Azim Syed (DIN: 10641934) was appointed as Additional director by the Board of Directors vide resolution passed in Board meeting dated May 24, 2024 and the consent of shareholders was taken for his appointment as Director in the 6th annual general meeting held on August 5, 2024.
- Mr. Sanjeev Bhardwaj, Chief Financial Officer (CFO), resigned with effect from end of working hours of May 24, 2024 and Mr. Abhishek Bajaj was appointed as the new CFO of the Company with effect from June 1, 2024.
- The Corporate Office of the Company was shifted from 301, 316-317, Tower B, Emaar Digital Greens, Golf Course Extension Road, Sector 61, Gurugram, Haryana - 122011 to 20th Floor, DLF Square, M-Block, Phase-II, Jacaranda Marg, DLF City, Sector 25, Gurugram, Haryana-122002 with effect from September 1, 2024.
- Ms. Ticiana Kobel (DIN: 09850411) was appointed as Additional director by the Board of Directors vide resolution passed in Board meeting dated November 6, 2024 and the consent of shareholders was taken for her appointment as Director in the annual Extra Ordinary General Meeting held on November 15, 2024.
- Dr. Vijay Sharma resigned as Director and Chairman of the Company with effect from November 11, 2024.
- The Scheme of Amalgamation for the fast-track merger of RHI Magnesita India Refractories Limited and its Wholly owned subsidiary Company - RHI Magnesita Seven Refractories Limited (formerly known as Dalmia Seven Refractories Limited) is under process.

For Naresh Verma & Associates
Company Secretaries

Naresh Verma
FCS: 5403; CP: 4424
UDIN: F005403G000763941
Peer Review Certificate No. 3266/2023

Delhi, May 27,2025

**Note:** This report is to be read with our letter of even date which is annexed as **Annexure-I** and forms an integral part of this report.

**Annexure-I**

**To,**

**The Members,**
**RHI Magnesita India Refractories Limited**
**CIN U26100TN2018PLC125133**

Our report on even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Naresh Verma & Associates
Company Secretaries

Naresh Verma
FCS: 5403; CP: 4424
UDIN: F005403G000763941
Peer Review Certificate No. 3266/2023

Delhi, May 27,2025

ANNEXURE-V

# PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014]

## A. ENERGY MANAGEMENT

Your Company is committed to sustainable business practices and actively contributes to environmental protection. Energy conservation is regarded as a key pillar in the preservation of natural resources. Through integrated operations, the Company ensures the sustainable utilization of available resources. Collaborative projects across various business units further enhance sourcing efficiencies and improve product performance.

The Company has developed a robust roadmap to achieve its targets for improving energy efficiency and increasing the adoption of renewable energy. With a consistent focus on conserving energy and protecting natural resources, various measures have been implemented across all plants and offices. The following initiatives highlight the Company's efforts in energy management:

**a. Steps Taken Towards Conservation of Energy**

- Optimization of loading patterns in the MBS Drying Cage.
- Installation of cyclic timers in lighting distribution boards (DBs) for automated switching of shed lighting.
- Reduction in electricity consumption at SGR Dryer-1 through the installation of a Variable Frequency Drive (VFD) in the hot air recirculation blower.
- Reduction in electricity consumption at the Precast Dryer by installing a VFD in the hot air recirculation blower.
- Interlocking of dust catchers with ISO CNC machines, ensuring operation only when the CNC spindle is active.
- Increase in payload capacity through dryer car modifications, resulting in reduced LPG consumption.
- Use of transparent polycarbonate sheets to enhance natural daylight usage and reduce electricity consumption.
- Installation of energy-efficient LED lighting across facilities.

**b. Steps Taken to Utilize Alternate Sources of Energy**

- Installation of Variable Voltage Variable Frequency Drives (VVVFDs) in all lathe machines.
- Installation of 150 transparent roof sheets to increase natural daylight usage and reduce electricity consumption.
- Ongoing transition from propane gas to piped natural gas (PNG) for cleaner and more efficient energy use.

**c. Capital Investment in Energy Conservation Equipment**

- Modification of the Tar Tempering Kiln to optimize fuel consumption and reduce cycle time.
- Installation of SGR Dryer-3 with a shared Hot Air Generator (HAG) from Dryer-2, promoting energy efficiency through resource integration.

## B. TECHNOLOGY ABSORPTION, ADAPTATION, AND INNOVATION

In FY 25, the Company accelerated its commitment to technological advancement and product innovation by executing strategic transfers from global plants to bring global products to local plants in India, developing high-performance solutions, and enhancing R&D capabilities to meet evolving industry needs.

**a. Product Transfer and Adaptation to India Plants from Global Facilities**

To strengthen domestic manufacturing and align with global standards, key technologies and products were successfully transferred to Indian plants:

i. **Alumina Mixes** from Europe and Brazil for growing applications:
   - Blast furnace shotcrete repair mixes
   - Blast furnace runner mixes
   - Self-flow castables
   - Gunning mixes for industrial applications

ii. **Magnesia Spinel Bricks for cement rotary kilns:** Technology transferred from China to the Rajgangpur plant.

iii. **Magnesia Chrome Bricks for RH Degasser and non-ferrous metal applications:** Technology transferred from Europe and China to the Rajgangpur plant.

iv. **Large-Size Precast Shapes:** Developed in collaboration with European partners for EAF delta and ladle bottom applications.

v. **High Chrome bricks for coal gasifier:** Technology transfer from Europe plant to India plants for meeting customer demands.

**b. Key Development Projects for Innovative Products**

RHIM R&D team spearheaded several breakthrough developments to support advanced steelmaking and refractory applications:

i. **Ladle Shroud ISO Refractories:** Engineered using an optimized open firing process for reuse applications.

ii. **Mono Nozzles with Double Argon Purging:** Designed to enhance clean steel production efficiency.

iii. **Full Temperature Range (FTR) Insulation:** Developed for SEN, SES, and MT applications to improve thermal performance.

iv. **Unfired Slide Plates:** Innovated for mini steel plants to mitigate oxidation-related challenges.

v. **High-Performance Castables for DRI Kilns:** Successfully launched for critical wear zones in large rotary kilns.

c. **R&D Infrastructure Enhancement at Bhiwadi Research Centre**

To support advanced material research and testing, the State-of-the-Art Research Centre in Bhiwadi, Rajasthan, was equipped with cutting-edge instruments:

- Porosimeter
- Alumina Carbide Testing Equipment
- Thermal Conductivity Analyzer
- Simultaneous Thermal Analyzer (STA)
- Flame photometer
- Bomb calorimeter

The in-house quality control infrastructure at each of the Company's manufacturing facilities was further strengthened. The related expenditure was not separately tracked, and was either charged off or capitalized, as deemed appropriate.

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO

**(Amount in ₹ Lakh)**

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| **Earnings** | **34,125.93** | 28,837.45 |
| **Outgo** | **97,964.15** | 83,797.05 |

On behalf of the Board of Directors

Parmod Sagar
Chairman, Managing Director & CEO
(DIN: 06500871)

Gurugram, August 8, 2025

ANNEXURE-VI

# DETAILS OF REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES AND COMPARATIVES

[Pursuant to Section 197 and Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel Rules, 2014]

1. a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and the percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the FY25:

| | Ratio to median remuneration | %'age increase/ (decrease) in remuneration in the FY25 |
|---|---|---|
| **Non-Executive Directors** | | |
| Dr. Vijay Sharma (1) | - | - |
| Ms. Sonu Chadha (1) | - | - |
| Mr. Nazim Sheikh (1) | - | - |
| Mr. Kamal Sarda (1) | - | - |
| Mr. Gustavo Lucio Goncalves Franco (2) | - | - |
| Mr. Erwin Jankovits (2) | - | - |
| Ms. Ticiana Kobel (2) | - | - |
| **Executive Director** | | |
| Mr. Parmod Sagar | 88.92 | (5.54) |
| **Key Managerial Personnels** | | |
| Ms. Vijaya Gupta- Chief Financial Officer (3) | - | - |
| Mr. Azim Syed (3) | - | - |
| Mr. Sanjay Kumar-Company Secretary | 7.11 | 37.67 |

(1) Only sitting fees paid.

(2) In employment of M/s RHI Magnesita N.V., an ultimate holding company, and have waived their right for sitting fees accordingly have not been paid any sitting fee or commission thus there is no percentage increase/ decrease in their remuneration for FY25.

(3) Served the Company for the part of FY25.

b. The percentage increase in the median remuneration of employees in the FY25 : 9.57

2. The number of permanent employees on the rolls of the Company : 1,624

3. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

   The average percentage increase in the salaries of employees other than the managerial personnel in the last financial year i.e. FY24 was 9.71 % on a cost to the Company basis as against an increase of 32.13% in the salary of the managerial personnel. The salary increases given to each individual employee is based on the Inflation rate in India, employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against a comparable basket of relevant companies in India.

4. Affirmation that the remuneration is as per the remuneration policy of the Company:

   The Company confirms that the remuneration is as per the Remuneration Policy of the Company.

5. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report.

   Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.

On behalf of the Board of Directors

Parmod Sagar
Chairman, Managing Director & CEO
(DIN: 06500871)

Gurugram, August 8, 2025

ANNEXURE-VII

# REPORT ON CORPORATE GOVERNANCE

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At RHIM and its subsidiaries, Corporate Governance is founded on the principles of trust and enduring relationships with all stakeholders. The Company considers its stakeholders, including shareholders, employees, suppliers, customers, investors, communities, and policymakers, as integral partners in its journey toward long-term success. The Company is committed to creating and enhancing stakeholder value through transparent, ethical, and responsible business practices. RHIM's approach to value creation is underpinned by the belief that a strong governance framework, built on trust and accountability, is essential for sustainable growth. To support this, RHIM has implemented a comprehensive policy framework that ensures ethical conduct across all aspects of its operations. Through well-established governance mechanisms, the Board and its Committees diligently carry out their fiduciary responsibilities, upholding the highest standards of transparency, fairness, and independence in decision-making. The Company believes that ethical business conduct is grounded in six core values: Customer Value, Ownership Mindset, Respect, Integrity, One Team, and Excellence. These values are not merely aspirational, they form the foundation of the Company's governance philosophy and drive its commitment to inclusive and sustainable development.

The Company has adopted the RHIM Code of Conduct for its employees, including the Whole-time Director **('WTD')**, which encompasses an appropriate mechanism to report any concern pertaining to non-adherence to the said Code. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors **('NEDs')** which includes a Code of Conduct for Independent Directors **('IDs')**, as specified under Schedule IV to the Companies Act, 2013 **('the Act')** and Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('SEBI Listing Regulations')**. Pursuant to Regulation 26(5) of the SEBI Listing Regulations, all members of the Senior Management have confirmed that there are no material, financial and commercial transactions wherein they have a personal interest that may have a potential conflict with the interest of the Company at large. Pursuant to Regulation 26(3) of the SEBI Listing Regulations, all the Board Members and Senior Management Personnel of the Company as on March 31, 2025 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the Chairman, Managing Director & Chief Executive Officer **('CMD')** is reproduced at the end of this Report.

The Corporate Governance mechanism is further strengthened with adherence to the RHIM Business Excellence Model, as a means to drive excellence and the Balanced Scorecard methodology, for tracking progress on long-term strategic objectives and the adoption of the RHIM Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices **('Prevention of Insider Trading Code')**, pursuant to the provisions of Regulations 8 and 9 under the SEBI (Prohibition of Insider Trading) Regulations,2015. The Company has also adopted the Governance Guidelines on Board Effectiveness based on the best practices from both within and outside the RHIM Group of Companies.

The Company is in full compliance with the requirements of Corporate Governance norms under the SEBI Listing Regulations. Risk management and the internal control process are focus areas that continue to meet the progressive governance standards. The Management on a quarterly basis presents before the Board of Directors a status report on adherence to the regulatory compliances, as applicable to the Company.

## BOARD OF DIRECTORS

The Board of Directors **('Board')** is the apex body, constituted by the shareholders, for overseeing the Company's overall functioning. The Board provides strategic direction, leadership and guidance to the Management as also monitors the performance of the Company with the objective of creating long-term value for the various stakeholders and the Company.

During the year under review, the composition of the Board was in conformity with Regulation 17 of the SEBI Listing Regulations read together with Section 149 and 152 of the Act and rules framed thereunder. As on March 31, 2025, the Board consisted of six Directors, out of which five Directors (80%) were NEDs. The Company has an Executive Chairman and three Independent Directors ('IDs'), including one Woman ID. All IDs have confirmed in accordance with Regulation 25(8) of the SEBI Listing Regulations that they meet the independence criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149 of the Act and the Rules framed thereunder. The IDs have further stated that they are unaware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Company has received confirmation from all the existing IDs of their registration on the Independent Directors Database maintained by the Institute of Corporate Affairs pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Based on the disclosures received from all the IDs and as determined at the Board Meeting held on May 28, 2025, the Board is of the opinion that the IDs fulfill the conditions of Independence as specified in the Act, the SEBI Listing Regulations and that they are independent of the Management.

None of the Directors on the Board hold the office of Director in more than 20 companies, including 10 public companies, as disclosed under Section 184 of the Act read with Rules framed thereunder and none of the Directors of the Company are related to each other. None of the IDs serve as IDs in more than seven listed entities. Furthermore, none of the WTDs of the Company serve as IDs in more than three listed entities. In accordance with Regulation 26 of the SEBI Listing Regulations, none of the Directors are members in more than 10 committees or act as chairperson of more than 5 committees (the committees being, Audit Committee and Stakeholders' Relationship Committee) across all public limited companies in which he/she is a Director. All Non-Independent Directors on the Board are liable to retire by rotation. The required information, including information as enumerated in Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations, is made available to the Board of Directors, for discussion and consideration at Board Meetings. Pursuant to Regulation 27(2) of the SEBI Listing Regulations, the Company submits a quarterly compliance report on Corporate Governance to the Indian Stock Exchanges in the format as specified by SEBI, within 30 days from the end of every quarter. The CMD and the Chief Financial Officer ('**CFO**') have certified to the Board on, inter alia, the accuracy of the financial statements and adequacy of internal controls for financial reporting, in accordance with Regulation 17(8) read together with Part B of Schedule II of the SEBI Listing Regulations, pertaining to CEO and CFO certification for the financial year ended March 31, 2025.

During the year under review, 5 (five) Board Meetings were held on April 29, 2024, May 29, 2024, August 14, 2024, November 7, 2024 and February 11,2025. The quorum for the meeting of the Board of Directors is one-third of the Board of Directors or three Directors, whichever is higher, with at least one ID being present. During the year, the requisite quorum was present for all the Board Meetings. The agenda papers for the Board and Committee Meetings are disseminated through e-mail, thereby eliminating circulation of printed agenda papers. The gap between any two Board Meetings was not more than one hundred and twenty days.

The following table illustrates composition of the Board, attendance of the Directors at the Board Meetings held during the year under review and at the last Annual General Meeting **('AGM')**, number of directorships and committee positions held in other public companies, their shareholding in the Company's shares and names of other listed entities in which Directorships is held, including category of Directorships, as on March 31, 2025:

| Name of Director, Director Identification Number (DIN) & Category | No. of Board Meetings attended in the year | Attendance at the last AGM held on September 27, 2024 | No. of Directorships in other public companies (1) | | No. of Committee positions in other public companies(2) | | Holding in Company's shares & other convertible instruments | Directorships in other listed entities (Category of Directorship) |
|---|---|---|---|---|---|---|---|---|
| | | | C | M | C | M | | |
| Mr. Parmod Sagar(3) (DIN- 06500871) (CMD) | 5 | Yes | 2 | nil | nil | nil | 13,698 Equity Shares | nil |
| Dr. Vijay Sharma(4) (DIN- 00880113) ID | 4 | Yes | nil | nil | nil | nil | nil | nil |
| Mr. Nazim Sheikh (DIN-00064275) ID | 5 | Yes | nil | 2 | nil | nil | nil | nil |
| Ms. Sonu Chadha (5) (DIN- 00129923) ID | 5 | Yes | nil | nil | nil | nil | nil | nil |
| Mr. Kamal Sarda (6) (DIN: 03151258) ID | 3 | Yes | nil | nil | nil | nil | nil | nil |
| Mr. Gustavo Lucio Goncalves Franco (DIN- 08754857) NINED | 4 | Yes | nil | 2 | nil | nil | nil | nil |
| Ms. Ticiana Kobel (DIN: 09850411) NINED | 5 | Yes | nil | 1 | nil | nil | nil | nil |
| Mr. Erwin Jankovits (7) (DIN- 07089589) NINED | 4 | Yes | nil | nil | nil | nil | nil | nil |

***Table Key:*** *(C)-Chairman; (M) — Member; (CMD) — Chairman, Managing Director & Chief Executive Officer; (NINED)-Non-Independent Non-Executive Director; (ID)-Independent Director*

*(1) Excludes directorship held in private companies, foreign companies and Section 8 companies.*

*(2) Pertains to memberships/chairpersonships held in the Audit Committee and Stakeholders' Relationship Committee of other Indian public companies as per Regulation 26(1) of the SEBI Listing Regulations.*

*(3) Appointed as the Chairman of the Company and designated as CMD, w.e.f. November 12, 2024.*

*(4) Tenure completed on November 11,2024.*

*(5) Re-appointed as an ID for the second consecutive term for a period of five years, i.e., August 13, 2024 to August 12, 2029 (both days inclusive), vide Special Resolution passed by the Shareholders at the 14th AGM of the Company held on September 27, 2024.*

*(6) Appointed as an ID of the Company for a period of 5 years commencing from August 14, 2024 to August 13, 2029, vide Special Resolution passed by the Shareholders at the 14th AGM of the Company held on September 27, 2024.*

*(7) Resigned w.e.f. November 7,2024.*

The Company offered the facility of video conferencing, as prescribed under Section 173(2) of the Act read together with Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014, to facilitate the Directors travelling or located at other locations to participate in the Meetings.

**Board Effectiveness Evaluation:** Pursuant to the provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Act, an annual Board effectiveness evaluation was conducted on February 11,2025 for FY25, involving the following:

i. Evaluation of IDs, in their absence, by the entire Board, based on their performance and fulfillment of the independence criteria prescribed under the Act and SEBI Listing Regulations, including their independence from the Company's Management; and

ii. Evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman.

IDs' meeting in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations was convened on February 7, 2025, mainly to review a) the performance of Non-Independent Directors and the Board, including the Committees thereof, b) the performance of the Board Chairman, taking into account the views of Executive and Non-Executive Directors and c) assessed the quality, quantity and timeliness of the flow of information between the Management and the Board, including Committees thereof, that was necessary for the Board and its Committees to effectively and reasonably perform their duties.

The NRC has formulated a Policy to include criteria of Board Effectiveness Evaluation. Pursuant to the provisions of the Act, Regulation 17(10) of the SEBI Listing Regulations and Governance Guidelines on Board Effectiveness, the Board has conducted an annual performance evaluation of all the Directors individually, of its Committees and the Board, as a whole. The base scorecard of the evaluation was Board/ Committee composition and structure, fulfillment of key responsibilities, effectiveness of process, information and functioning, efficacy of communication with stakeholders, inputs received from all the Directors, etc. The NRC has also reviewed the performance of the Individual Directors based on their knowledge, level of preparation and effective participation in meetings, understanding of their role as a Director, etc.

*Please refer to the paragraph on Board Evaluation in the Board's Report for detailed analysis.*

**Board Diversity:** To ensure that a transparent Board nomination process is in place, that encourages diversity of thought, experience, knowledge, perspective, age and gender, the Board has adopted a Diversity Policy, formulated by the NRC, wherein it is stated that the Board has an appropriate blend of functional and industry expertise. As on March 31, 2025, our six member Board of Directors, consisted of one CMD, two Non-Independent Non-Executive Directors **('NINEDs')** and three IDs, out of which one was Woman ID. Whilst recommending the appointment of a Director, the NRC considers the manner in which, the function and domain expertise of the individual, could contribute to the overall skill-domain mix of the Board.

**Key Board Skills, Expertise and Competencies:** As on March 31, 2025, the Board comprised of qualified members who bring in the required skills, competence and expertise to enable them to effectively contribute in deliberations at Board and Committee Meetings. The below matrix summarizes a mix of skills, expertise and competencies expected to be possessed by our individual Directors, which are key to corporate governance and Board effectiveness:

| | |
|---|---|
| **Financial** | Management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions. |
| **Leadership** | Expended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth. |
| **Mergers and Acquisitions** | A history of leading growth through acquisitions and other business combinations, with the ability to assess build or buy decisions, analyze the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans. |
| **Board service and Governance** | Service on public Company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices. |
| **Sales and Marketing** | Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation. |
| **Digital/ Information Technology** | Use of digital/ Information Technology, ability to anticipate technological driven changes & disruption impacting business and appreciation of the need of cyber security and controls across the organization. |
| **Environment** | To take care of sustainability (water, sanitation, community development, nutrition) under Creating Shared value/ CSR |

| Name of Director | Financial | Leadership | Merger and Acquisitions | Board service and Governance | Sales and Marketing | Digital/ Information Technology | Environment |
|---|---|---|---|---|---|---|---|
| Mr. Parmod Sagar | √ | √ | √ | √ | √ | √ | √ |
| Dr. Vijay Sharma | √ | √ | √ | √ | √ | - | √ |
| Mr. Nazim Sheikh | √ | √ | √ | √ | √ | √ | √ |
| Ms. Sonu Chadha | √ | √ | - | √ | - | √ | √ |
| Mr. Kamal Sarda | √ | √ | √ | √ | √ | - | √ |
| Mr. Gustavo Lucio Goncalves Franco | √ | √ | √ | √ | √ | √ | √ |
| Ms. Ticiana Kobel | √ | √ | √ | √ | √ | √ | √ |
| Mr. Erwin Jankovits | √ | √ | √ | √ | √ | √ | √ |

Familiarisation Programme: Pursuant to the provisions of Regulation 25(7) and Regulation 46 of the SEBI Listing Regulations, kindly refer to the Company's website https://www.rhimagnesitaindia.com/uploads/pdf/212pdctfile_familiarisationprogrammeforindependentdirectors.pdf for details of the familiarisation programme for IDs on their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters.

## AUDIT COMMITTEE

The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions, in accordance with Section 177 of the Act, Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and is reviewed from time to time. Given below is a gist of the responsibilities of the Audit Committee, after incorporating therein all applicable regulatory amendments:

i. Reviewing with the Management, quarterly/annual financial statements before submission to the Board, focusing primarily on:
   - The Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
   - Reports on the Management Discussion and Analysis of financial condition, results of Operations and the Directors' Responsibility Statement;
   - Major accounting entries involving estimates based on exercise of judgment by Management;
   - Compliance with accounting standards and changes in accounting policies and practices as well as reasons thereof;
   - Draft Audit Report, qualifications, if any and significant adjustments arising out of audit;
   - Scrutinize inter corporate loans and investments;
   - Disclosures made under the CEO and CFO certification; and
   - Approval or any subsequent modification of transactions with related parties, including omnibus related party transactions.

ii. Review the statement of uses/applications of funds by major category and the statement of funds utilized for purposes other than as mentioned in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights or private placement issue, and make appropriate recommendations to the Board to take up steps in this matter. These reviews are to be conducted till the money raised through the issue has been fully spent.

iii. Review with the management, Statutory Auditors and internal auditor, adequacy of internal control systems, identify weakness or deficiencies and recommending improvements to the management.

iv. Recommend the appointment/removal of the Statutory Auditors, cost auditor, fixing audit fees and approving non-audit/consulting services provided by the Statutory Auditors' firms to the Company and its subsidiaries; evaluating auditors' performance, qualifications, experience, independence and pending proceedings relating to professional misconduct, if any.

v. Review the adequacy of internal audit function.

vi. Discuss with the internal auditor and senior management, significant internal audit findings and follow-up thereon.

vii. Review the findings of any internal investigation into matters involving suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board.

viii. Discuss with the Statutory Auditors before the audit commences, the nature and scope of audit, as well as conduct post-audit discussions to ascertain any area of concern.

ix. Review the functioning of the Vigil Mechanism under the Whistle-Blower Policy of the Company.

x. Review the financial statements and investments made by subsidiary companies and subsidiary oversight relating to areas such as adequacy of the internal audit structure and function of the subsidiaries, their status of audit plan and its execution, key internal audit observations, risk management and the control environment.

xi. Look into reasons for any substantial defaults in payment to the shareholders (in case of non-payment of declared dividend) and creditors, if any.

xii. Review the effectiveness of the system for monitoring compliance with laws and regulations.

xiii. Approve the appointment of CFO after assessing the qualification, experience and background etc. of the candidate.

xiv. To approve and review policies in relation to the implementation of the Prevention of Insider Trading Code to note the dealings by Designated Persons in securities of the Company and to provide directions on any penal action to be initiated, in case of any violation of the said Code.

xv. Note and take on record the status reports, detailing the dealings by designated persons in listed securities of the Company, as submitted by our compliance officer on a quarterly basis and to provide directions on any penalties for any violations of the Insider Trading Code.

xvi. Perform other activities related to the Audit charter as requested by the Board from time to time, as well as, all other activities as mandated to be conducted by the Audit Committee, as per the applicable regulatory requirements.

As on date of this Report, the Committee comprises of 4 Members, all being IDs, who are financially literate and have relevant finance and/or audit exposure. Following the retirement of Dr. Vijay Sharma, Mr. Kamal Sarda was appointed as Chairman of the Audit Committee, effective November 7,2024. Mr. Sarda is a Fellow Member of the Institute of Chartered Accountants of India, a law graduate, and holds a Bachelor of Commerce (Honours) degree from the University of Calcutta. With nearly 35 years of professional experience in senior leadership roles-primarily in the manufacturing sector-he brings a wealth of knowledge and expertise to the position. The quorum of the Committee is two members or one-third of its members, whichever is higher.

The Chairperson of the Audit Committee was present at the last AGM of the Company. During the period under review, 5 (five) Audit Committee Meetings were held on April 29, 2024, May 29, 2024, August 14, 2024, November 7, 2024 and February 11,2025. The requisite quorum was present for all the Meetings.

The composition of the Audit Committee and attendance of its Members at the Meetings held during their tenure is as follows:

| Name of the Member | Category | No. of Meetings held during tenure | No. of Meetings attended |
|---|---|---|---|
| Mr. Kamal Sarda (Chairman)(1) | ID | 1 | 1 |
| Dr. Vijay Sharma(2) | ID | 4 | 4 |
| Mr. Nazim Sheikh | ID | 5 | 5 |
| Ms. Sonu Chadha | ID | 5 | 5 |
| Mr. Gustavo Lucio Goncalves Franco | NINED | 5 | 4 |

*(1) Appointed as Member and Chairman with effect from November 7,2024.*

*(2) Associated with the Audit Committee up to November 7,2024.*

The Committee meetings are held at the Company's Corporate Office and are attended by the other members of the Board, CFO, Senior Management, Company Secretary, Head of Internal Audit, Risk and Compliances and Statutory Auditors on a need based basis. The Business and Operation Heads are invited to the meetings, as and when required.

The Head of Internal Audit, Risk and Compliances Report directly to the Audit Committee to ensure independence of the Internal Audit function. The Members of the Audit Committee meet the Statutory Auditors before the quarterly financial results meetings. The other members of the Board during the year were permanent invitees to Audit Committee Meetings. The Committee relies on the expertise and knowledge of the Management, the Head of Internal Audit, Risk and Compliances and the Statutory Auditors, in carrying out its oversight responsibilities. It also uses external expertise, if required. The Management is responsible for the preparation, presentation and integrity of the Company's financial statements, including consolidated statements, accounting and financial reporting principles.

Further, they are also responsible for internal control over financial reporting and all procedures are designed to ensure compliance with accounting standards, applicable laws and regulations as well as for objectively reviewing and evaluating the adequacy, effectiveness and quality of the Company's system of internal controls.

M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), the Company's Statutory Auditors, appointed by the Shareholders of the Company at the 12th AGM held on September 26, 2022, for a second consecutive term of five (5) years, is responsible for performing an independent audit of the financial statements and expressing an opinion on the conformity of those financial statements with the accounting principles generally accepted in India.

The Audit Committee annually reviews the confirmation of independence made by the Auditors and on a quarterly basis also approves of the fees paid to the Auditors by the Company.

## NOMINATION AND REMUNERATION COMMITTEE ('NRC')

The NRC of the Company functions according to its terms of reference, its objectives, composition, meeting requirements, authority and power, responsibilities, reporting and evaluation functions in accordance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations. The gist or terms of reference enumerated in the Committee Charter, after incorporating therein all applicable regulatory amendments, are as follows:

- Recommend to the Board the set up and composition of the Board and its Committees including the 'Formulation of the criteria for determining qualifications, positive attributes and independence of a director'. The Committee periodically reviews the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender, diversity, time commitment and experience;
- For appointment of IDs, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required. The person recommended to the Board for appointment as an ID shall have the capabilities identified in such description;
- Support the Board in matters related to the setup, review and refresh of the Committees;
- Devise and review a Policy on Board diversity;

- Recommend the appointment/ reappointment or removal of Directors, criteria laid down. For the purpose of identification of prospective directors, the Committee may be supported by Group Human Resources;
- Recommend on voting on resolutions for appointment and remuneration of Directors on the Boards of its material subsidiary companies and provide guidelines for remuneration of Directors on material subsidiaries;
- Identify and recommend to the Board, appointment or removal of Key Managerial Personnel ('**KMP**') and Senior Management of the Company in accordance with the criteria laid down. In case of appointment of CFO, the Committee shall identify persons, based on select criteria and recommend the appointment of the CFO to the Audit Committee and the Board of Directors of the Company;
- Carry out evaluation of every Director's performance and support the Board, its Committees and individual Directors, including 'Formulation of criteria for evaluation of Independent Directors and the Board';
- Oversee the performance review process for the KMP and Senior Management of the Company with a view that there is an appropriate cascading of Company's goals and targets as well as on an annual basis review the performance of the Directors, KMPs, Senior Management and recommend their remuneration;
- Recommend to the Board on the extension or continuation of the term of appointment of IDs, based on the report of performance evaluation of the IDs;
- Recommend the Remuneration Policy for Directors, KMP, Senior Management and other employees;
- Extend oversight on the familiarisation programme of Directors;
- Perform other activities related to the NRC charter as requested by the Board from time to time, as well as, all other activities as mandated to be conducted by the NRC, as per the applicable regulatory requirements.

As on the date of this Report, the Committee comprises of 2 IDs and 1 NINED. The Chairperson of the NRC attended the last AGM of the Company. During the year under review, 3 NRC Meetings were held on April 29,2024, August 13,2024 and February 7,2025. The requisite quorum was present for all the Meetings.

The composition of the NRC and attendance of its Members at the Meetings held during their tenure is as follows:

| Name of the Member | Category | No. of Meetings held during tenure | No. of Meetings attended |
|---|---|---|---|
| Mr. Nazim Sheikh (Chairman) | ID | 3 | 3 |
| Dr. Vijay Sharma(1) | ID | 2 | 2 |
| Mr. Kamal Sarda (2) | ID | 1 | 1 |
| Ms. Ticiana Kobel(2) | NINED | 1 | 1 |
| Mr. Erwin Jankovits(3) | NINED | 2 | 2 |

*(1) Associated with the Audit Committee up to November 7,2024.*

*(2) Appointed as Member with effect from November 7,2024.*

*(3) Resigned from the Board on November 7,2024*

**Remuneration Policy**

The Remuneration Policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. The detailed Remuneration and Nomination Policy for Directors, KMP and other employees, in accordance with the provisions of the Act and the SEBI Listing Regulations is available on the website at https://www.rhimagnesitaindia.com/uploads/pdf/219pdctfile_remunerationandnominationpolicy.pdf

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance bonus (variable component) to its ED. Inflation adjustments and annual increments are recommended by the NRC within the salary structure approved by the Board and the Members. These adjustments take effect from January 1 and April 1 each year, respectively. The Board of Directors, on the recommendation of the NRC, decides the performance bonus payable to the ED out of the profits for the financial year and within the threshold prescribed under the Act, based on the Board evaluation process considering the criteria such as the performance of the Company as well as that of the ED.

## REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

**Non-Executive Directors ('NEDs')**

1. The remuneration by way of sitting fees payable to the NEDs for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in these meetings. NINEDs have abstained from receiving both sitting fees and reimbursement of expenses for attending such meetings.
2. A sitting fee of ₹ 100,000/- is paid to NEDs for attending meetings of the Board. Additionally, a sitting fee of ₹ 50,000/- is paid to members for attending meetings of the Audit Committee. With effect from February 11, 2025, sitting fees of ₹ 25,000/- are also paid to members for attending meetings of other Committees, namely the Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee, and Fund Raising Committee.
3. Sitting fees paid/payable to the Non Whole-time Directors are excluded whilst calculating the limits of remuneration in accordance with Section 197 of the Act.

Given below are the Sitting Fees payable/ paid by the Company to NEDs during FY25:

**(₹ in Lakh)**

| Name | Sitting Fees Paid |
|---|---|
| Dr. Vijay Sharma(1) | 6.00 |
| Mr. Nazim Sheikh | 7.50 |
| Ms. Sonu Chadha | 7.50 |
| Mr. Kamal Sarda(2) | 3.50 |
| Mr. Gustavo Lucio Goncalves Franco(3) | nil |
| Ms. Ticiana Kobel(3) | nil |
| Mr. Erwin Jankovits(3) | nil |
| **Total** | **24.50** |

*(1) Tenure completed on November 11,2024*

*(2) Appointed as an ID of the Company for a period of 5 years commencing from August 14, 2024 to August 13, 2029, vide Special Resolution passed by the Shareholders at the 14th AGM of the Company held on September 27, 2024.*

*(3) Abstained from receiving sitting fees*

Some of the aforementioned NEDs (excluding NINEDs) are also on the Board of the Company's subsidiaries, in a non-executive capacity and are paid sitting fees. Other than the above and their shareholding in the Company, if any, the NEDs have no pecuniary relationship or transactions with the Company, its subsidiaries and associates

**Executive Director ('ED')**

The remuneration paid to the ED is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by him and is in accordance with the terms of appointment approved by the Members.

The NRC, reviews and recommends to the Board the changes in the managerial remuneration, generally being, increment in basic salary of the ED. This review is based on the Balanced Score Card that includes the performance of the Company and the individual director on certain defined qualitative and quantitative parameters such as volumes, EBITDA, market share, cashflows, cost reduction initiatives, safety, strategic initiatives and special projects as decided by the Board vis-a-vis targets set in the beginning of the year. This review also takes into consideration the benchmark study undertaken by reputed independent agencies on comparative industry remuneration practices. The Shareholder at the 12th AGM of the Company held on September 26, 2022, approved the terms of remuneration of Mr. Parmod Sagar, CMD. The details of terms of remuneration, severance notice period and fees payable, of Mr. Sagar can be accessed from the Notice of the AGM held on September 26, 2022 on the Company's website at https://www.rhimagnesitaindia.com/uploads/pdf/376pdctfile_rhim_ar_21-22.pdf

Given below are details of Managerial Remuneration to Mr. Sagar, the ED, for FY25:

| Particulars | Remuneration Paid/ Payable for FY25 |
|---|---|
| Basic Salary | 183.54 |
| Perquisites and allowances | 154.55 |
| Retirement benefits | 40.24 |
| Bonuses (Performance Linked Incentive) | 176.69 |
| **Total Remuneration** | **555.02** |

**Other Key Managerial Personnel**

Given below are details pertaining to the payment of remuneration to KMP of the Company, excluding ED of the Company, for FY25:

| Particulars | Remuneration Paid/ Payable for FY25 | | |
|---|---|---|---|
| | Ms. Vijaya Gupta(1) | Mr. Azim Syed(2) | Mr. Sanjay Kumar |
| | Chief Financial Officer | | Company Secretary |
| Basic Salary | 5.42 | 149.66 | 18.36 |
| Perquisites and allowances | 6.66 | 143.97 | 14.90 |
| Retirement benefits | 0.65 | 24.76 | 4.04 |
| Bonuses (Performance Linked Incentive) | 4.05 | 120.84 | 7.07 |
| **Total Remuneration** | **16.78** | **439.23** | **44.37** |

*(1) Resigned on April 30,2024*

*(2) Appointed on May 1,2024*

## SUCCESSION PLANNING

The NRC works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills and experience, within the organization and the Board, in an endeavor to introduce new perspectives, whilst maintaining experience and continuity.

By integrating workforce planning with strategic business planning, the Company deploys the necessary financial and human resources to meet its objectives. Succession planning and elevation within the organization, fuel the ambitions of its talent force, to earn future leadership roles.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE ('SRC')

The SRC functions in accordance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations. The terms of reference enumerated in the Committee Charter, after incorporating therein all applicable regulatory amendments, are as follows:

- Approve issue of duplicate certificates for securities and transmission of securities;
- Resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- Review measures taken for effective exercise of voting rights by shareholders;
- Review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- Oversee statutory compliance relating to all securities including dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund('**IEPF**') and claims made by members/investors from the IEPF;
- Review movements in shareholding and ownership structures of the Company;
- Suggest and drive implementation of various investor friendly initiatives; and
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable.

As on the date of this Report, the Committee comprises of 1 ID,1 NINED and the CMD. The Chairperson of the SRC also attended the last AGM of the Company. During the period under review, 1 SRC Meeting was held on February 7,2025. The requisite quorum was present for the Meeting. The composition of the SRC and attendance of its Members at its Meetings held during their tenure is as follows:

| Name of the Member | Category | No. of Meetings held during tenure | No. of Meetings attended |
|---|---|---|---|
| Ms. Sonu Chadha (Chairperson) | ID | 1 | 1 |
| Mr. Gustavo Lucio Goncalves Franco | NINED | 1 | 1 |
| Mr. Parmod Sagar | CMD | 1 | 1 |

## COMPLIANCE OFFICER

Mr. Sanjay Kumar, Company Secretary, is the Compliance Officer. Contacts details:20th Floor, DLF Square, M-Block, Phase II, Jacaranda Marg, DLF City, Gurugram, Haryana-122002, India, Telephone no.+91 124 4299000, E-mail: investors.india@rhimagnesita.com

Complaints or queries relating to the shares can be forwarded to the Company's Registrar and Share Transfer Agents ('**RTA**') — M/s Skyline Financial Services Private Limited, at investors@skylinerta.com. In view of increase in the correspondence, RTA Intime have increased their investor interface strength (telephone and counter departments) and have taken other steps for rendering speedy and satisfactory services to the shareholders at Tel: 011-40450193 to 197 & 26812682-83.

The status on the total number of investor complaints during FY25 is as follows:

| No. of Investor complaints pending at the beginning of the year | No. of Investor complaints received during the year | No. of Investor complaints disposed off during the year | No. of Investor complaints unresolved at the end of the year |
|---|---|---|---|
| nil | 4 | 4 | nil |

## CORPORATE SOCIAL RESPONSIBILITY ('CSR') COMMITTEE

The Committee is constituted by the Board in accordance with provisions of Section 135 of the Act read together with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to:

a. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;

b. Recommend the amount of expenditure to be incurred on the activities referred to in the above clause (a);

c. Monitor the Corporate Social Responsibility Policy of the Company from time to time; and

d. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable.

The CSR Policy is placed on the Company's website https://www.rhimagnesitaindia.com/uploads/pdf/215pdctfile_policyforcorporatesocialresponsibility.pdf as required under the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014. As on the date of this Report, the CSR Committee comprises of 1 ID,1 NINED and the CMD. The Chairperson of the CSR Committee also attended the last AGM of the Company.

During the period under review, 3 CSR Committee Meetings were held on May 29,2024, August 12,2024 and February 7,2025. The requisite quorum was present for all the Meetings.

The composition of the CSR Committee and attendance of its Members at its Meetings held during their tenure is as follows:

| Name of the Member | Category | No. of Meetings held during tenure | No. of Meetings attended |
|---|---|---|---|
| Ms. Sonu Chadha (Chairperson) | ID | 3 | 3 |
| Mr. Erwin Jankovits(1) | NINED | 2 | 1 |
| Mr. Parmod Sagar | CMD | 3 | 3 |
| Ms. Ticiana Kobel(2) | NINED | 1 | 1 |

*(1) Resigned with effect from November 7,2024.*

*(2) Appointed as Member with effect from November 7,2024.*

## RISK MANAGEMENT COMMITTEE ('RMC')

The Committee is constituted and functions as per Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations to frame, implement and monitor the risk management plan for the Company. The gist of responsibilities of the RMC as enumerated in the Policy, after incorporating therein all applicable regulatory amendments, are as follows:

- Review the Company's risk governance structure, risk assessment and risk management policies, practices, guidelines and procedures, including the risk management plan;
- Review the Enterprise Risk framework;
- Review the Company's risk appetite and strategy relating to key risks, including product risk and reputational risk, cyber security risk, risks associated with the financial assets and liabilities such as interest risk, credit risk, liquidity exchange rate funding risk and market risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks;
- Oversee Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels;
- Review and analyze risk exposure related to specific issues, concentrations, limit excesses and provide oversight of risk across the organization;
- Review compliance with ERM Policy, monitor breaches/ trigger trips of risk tolerance limits and direct action;
- Nurture a healthy and independent risk management function in the Company;
- Periodical review of Risk Management Policy and
- Carry out any other function as is referred by the Board from time to time.

The Committee operates as per its Risk Management Policy approved by the Board and within the broad guidelines laid down in it. The Risk Management Policy is in accordance with the provisions of the Act and SEBI Listing Regulations. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk. The results of the risk assessment are thoroughly discussed with the Senior Management before being presented to the RMC. The Board takes responsibility for the overall process of risk management in the organization.

At the date of this Report, the RMC comprises of 1 ID, 1 NINED and the CMD. The Chairperson of the RMC also attended the last AGM of the Company. During the period under review, 3 RMC Meetings were held on May 29,2024 and November 5, 2024 and February 7,2025. The requisite quorum was present for all the Meetings.

The composition of the RMC and attendance of its Members at its Meetings held during the year is as follows:

| Name of the Member | Category | No. of Meetings held during tenure | No. of Meetings attended |
|---|---|---|---|
| Ms. Ticiana Kobel(1) (Chairperson) | NINED | 1 | 1 |
| Dr. Vijay Sharma(2) | ID | 2 | 2 |
| Mr. Parmod Sagar | CMD | 3 | 3 |
| Mr. Gustavo Lucio Goncalves Franco(2) | NINED | 2 | nil |
| Mr. Kamal Sarda(3) | ID | 1 | 1 |

*(1) Appointed as Member and Chairperson with effect from November 7,2024.*
*(2) Associated up to November 7,2024.*
*(3) Appointed as Member with effect from November 7,2024.*

## FUND RAISING COMMITTEE ('FRC')

The Committee was initially constituted to monitor Qualified Institutional Placement (QIP), allotment of shares, and activities related to preferential allotment and other methods of issuance.

Brief Description of Terms of Reference

The terms of reference and powers of the Committee are as follows:

- To negotiate, finalize, settle, approve, sign, execute, and deliver the placement agreement on behalf of the Company;
- To complete all documentation in connection with the placement agreement on behalf of the Company;
- To make and accept on behalf of the Company any changes and modifications in the existing terms and conditions as may be suggested by the Book Running Lead Manager(s), and that they, in their absolute discretion, think fit;
- To execute the placement agreement and all other documents in connection therewith and any supplements and amendments as may be necessary in this regard;
- To allot equity shares to the eligible allottees through preferential issue/qualified institutional placement or any other method of issuance of shares as may be specified in applicable regulations;
- To do all other acts and sign necessary papers, documents, and deeds.

Composition and Meetings

As on the date of this Report, the FRC comprises two IDs and the CMD. The composition of the Committee is as follows:

| Name of the Member | Category | No. of Meetings held during tenure | No. of Meetings attended |
|---|---|---|---|
| Mr. Kamal Sarda(1) | ID | - | - |
| Dr. Vijay Sharma(2) | ID | - | - |
| Ms. Sonu Chadha | ID | - | - |
| Mr. Parmod Sagar | CMD | - | - |

*(1) Appointed as Member and Chairperson with effect from November 7,2024.*
*(2) Associated up to November 7,2024.*

There was no activity undertaken by the Company during the reporting period that required the convening of a meeting of the FRC. Accordingly, no meeting of the Committee was held during the period under review.

## FUNCTIONAL COMMITTEES

The Board is empowered to constitute one or more functional committees, delegating to them specific powers and responsibilities aligned with the purposes for which they are formed. Meetings of such committees are convened based on operational requirements. The schedule for these meetings is finalized in consultation with the respective committee members.

## SENIOR MANAGEMENT PERSONNEL ('SMP')

As on March 31, 2025, the details of SMP, other than Board of Directors, are as follows:

| Name | Designation |
|---|---|
| Mr. Jyotirmoy Bhattacharjee | Head of Sales Steel |
| Mr. K T Rao | Head of People & Culture and Communications India |
| Mr. Abhishek Sharma | Head of Operations India |
| Mr. Sanat Ganguli | Head of Iron Making, DRI, Dealer, Foundry & Industrial Sales |
| Mr. Ravikumar Periyasamy | Head of Marketing and Solutions & R&D India |
| Mr. Deepak A Vazirani | Head of SCM, Procurement & Commercial India |
| Mr. Azim Syed | Chief Financial Officer |
| Mr. Sanjay Kumar | Company Secretary |

The following are changes in senior management personnel during the year under review:

| Name | Designation | Particulars of Change |
|---|---|---|
| Mr. Azim Syed | Chief Financial Officer | Appointed-May 1,2024 |
| Mr. Ravikumar Periyasamy | Head of Marketing and Solutions & R&D India | Appointed- March 3,2025 |
| Mr. Mayank Kulshreshtha | Head of Supply Chain, Procurement & Commercial India | Resigned- June 2,2025 |
| Ms. Vijaya Gupta | Chief Financial Officer | Resigned- April 30,2024 |
| Mr. Thomas Mathew | Head of Marketing and Solutions & R&D | Resigned- October 15,2024 |

## CODE OF CONDUCT

Whilst the RHIM Code of Conduct is applicable to all employees of the Company, including WTDs, the Board has also adopted a Code of Conduct for its NINEDs and IDs, as specified under Schedule IV of the Act and Regulation 26(3) of the SEBI Listing Regulations.

The Codes of Conduct is available on the website of the Company at https://www.rhimagnesitaindia.com/investors/corporate-governance/code-of-conduct

Pursuant to Regulation 26(5) of the SEBI Listing Regulations, all members of senior management have confirmed that there are no material, financial and commercial transactions wherein they have a personal interest that may have a potential conflict with the interest of the Company at large. Pursuant to Regulation 26(3) of the SEBI Listing Regulations, all the Board Members and Senior Management of the Company as on March 31, 2025 have affirmed compliance with their respective Codes of Conduct.

A declaration to this effect, duly signed by the ED is annexed to this Report.

Furthermore, pursuant to the provisions of Regulations 8 and 9 under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted and endeavors adherence to the Prevention of Insider Trading Code. Mr Sanjay Kumar, Company Secretary, is the compliance officer under the Company's Prevention of Insider Trading Code. Kindly refer to the Company's website at https://www.rhimagnesitaindia.com/uploads/pdf/211pdctfile_codeofcorporatedisclosurepracticesforpreventionofinsidertrading.pdf and https://www.rhimagnesitaindia.com/uploads/pdf/213pdctfile_codeofinternalproceduresandconductforregulating,monitoringandreportingoftradingbyinsiders.pdf for the detailed Code of Corporate Disclosure Policy of the Company.

## GENERAL BODY MEETINGS

**Annual General Meeting ('AGM')**

| Date of AGM | Year | Special Resolutions passed | Venue and Time |
|---|---|---|---|
| September 27,2024 | 2023-24 | - Appointment of Mr. Kamal Sarda (DIN: 03151258) as a Director and as an Independent Director<br>- Re-appointment of Ms. Sonu Chadha (DIN: 00129923) as a Director and Independent Director | Through video conferencing **('VC')** / other audio visual means **('OAVM')** at 11:30 a.m. (IST) |
| September 28, 2023 | 2022-23 | nil | Through VC/ OAVM at 12:30 p.m. (IST) |
| September 26, 2022 | 2021-22 | nil | Through VC/ OAVM at 3:30 p.m. (IST) |

All resolutions moved at the last years' Annual General Meeting, were passed by means of electronic voting, by the requisite majority of members. No Extra Ordinary General Meeting of Shareholders was held during FY25.

There were no special resolutions passed through Postal Ballot during FY25. Further, no special resolution is proposed to be passed through Postal Ballot as on the date of this report. None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

## MEANS OF COMMUNICATION

The Company recognizes communication as a key element to the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all external constituencies.

**Financial Results:** The Quarterly, Half Yearly and Annual Results are regularly submitted to the National Stock Exchange of India Limited **('NSE')** and BSE Limited **('BSE')** which are also uploaded on the Company's website and are published in newspapers, namely the Business Standard (English) and the Pratahkal (Marathi),Mumbai edition along with the Quick Response code and the weblink where such financial results are available and can be accessed by the investors. Additionally, the results and other important information are also periodically updated on the Company's website at https://www.rhimagnesitaindia.com/investors/financials-reports/quarterly-financial-results

**Investors/Analyst Meets:** The Company hosts calls or meetings with institutional investors on request. Post the quarterly results, an analyst meet/ call is organized which provides a platform for the Management to answer questions and provide clarifications to investors and analysts. The Company continues to interact with all types of funds and investors in order to have a diversified shareholder base both in terms of geographical location and investment horizon. Financial Results, Statutory Notices, Press Releases and Presentations made to the institutional investors/ analysts after the declaration of the quarterly, half-yearly and annual results are submitted to NSE and BSE well as uploaded on the Company's website on a regular basis at https://www.rhimagnesitaindia.com/investors/disclosures-announcements/announcements. The Company also issues press releases on important matters from time to time.

**Website:** The Company's website provides a comprehensive reference on its leadership, management, vision, policies, corporate governance, sustainability and investor relations. The Members can access the details of the Board, the Committees, Policies, Board Committee Charters, financial information, statutory filings, shareholding information, details of unclaimed dividend and shares transferred/liable to be transferred to IEPF, frequently asked questions, etc. In addition, various downloadable forms required to be executed by the Members have also been provided on the website of the Company.

## FINANCIAL CALENDAR

**Annual Report:** The information regarding the performance of the Company is shared with the shareholders vide the Annual Report. The Annual Report for FY25 is being sent in electronic mode, to all members who have registered their email ids for the purpose of receiving documents/ communication in electronic mode with the Company and/ or Depository Participants. The Annual Reports are also available in the 'Investors' section on the Company's website at https://www.rhimagnesitaindia.com/investors/financials-reports/annual-reports

**Electronic Communication:** The Company had during FY25 sent various communications including Annual Reports, by e-mail to those shareholders whose email addresses were registered with the Company/Depositories. In support of the 'Green Initiative' the Company encourages Members to register their email address with their Depository Participant or the Company, to receive soft copies of the Annual Report, Notices and other information disseminated by the Company, without any delay.

**Green Initiative:** All agenda papers for the Board and Committee meetings are disseminated electronically via e-mail.

## GENERAL INFORMATION FOR MEMBERS

The Corporate Identity Number (**'CIN'**) allotted to the Company by the Ministry of Corporate Affairs ('MCA') is L28113MH2010PLC312871.

## ANNUAL GENERAL MEETING

| | |
|---|---|
| **Date and Time** | Friday, September 26, 2025 at 11:00 a.m. (IST) |
| **Venue** | The MCA vide its relevant circulars, has permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.<br>*(For details please refer to the AGM Notice.)* |

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, details of Director seeking re-appointment at this AGM are given in the Annexure to the Notice of the forthcoming AGM.

## LISTINGS

The Company's shares are listed on the BSE and the NSE. The following are the details of the Company's shares:

| | |
|---|---|
| **Type** | Equity Shares |
| **ISIN** | INE743M01012 |
| **BSE — Stock Code** | 534076 |
| **NSE — Stock Code** | RHIM |
| **BSE — Address** | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001; www.bseindia.com |
| **NSE — Address** | Exchange Plaza', Bandra Kurla Complex, Bandra (E), Mumbai 400051; www.nseindia.com |

## INVESTOR GRIEVANCE AND SHARE TRANSFER SYSTEM

All transmission or transposition of securities are conducted in accordance with the provisions of Regulation 40, Regulation 61 and Schedule VII of the SEBI Listing Regulations, read together with relevant SEBI Circulars.

In terms of the SEBI Listing Regulations, securities of the Company can only be transferred in dematerialized form.

Further, SEBI vide its Circular No. SEBI/HO/ MIRSD_RTAMB/P/CIR/2022/8 dated January 24, 2022, mandated all the listed companies to issue securities in dematerialised form only, while processing the service request for issue of duplicate securities certificates, renewal/ exchange of securities certificate, claim from Unclaimed Suspense Account, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard. Also, share transactions in electronic form can be effected in a much simpler and faster manner. Shareholders should communicate with the RTA, quoting their folio number or Depository Participant ID ('DPID') and Client ID number, for any queries on their securities holding.

**SCORES:** A centralised web based complaints redress system 'SCORES' which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports by the concerned companies and online viewing by the investors of actions taken on complaints and its current status.

**Dispute Resolution Mechanism [SMART Online Dispute Resolution (ODR)]**

SEBI has vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/76 dated May 30, 2022, issued a Standard Operating Procedure ('SOP') for dispute resolution under the Stock Exchange Arbitration Mechanism for disputes between a listed company and/or registrars to an issue and share transfer agents and its shareholder(s)/ investor(s). Further, SEBI vide Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023, introduced a mechanism to streamline and strengthen the existing dispute resolution in the Indian Securities Market.

This mechanism enhanced the degree of regulatory supervision by SEBI over disputes between aggrieved parties and the ODR order is binding on both the parties to the dispute.

Pursuant to above-mentioned circulars, the aggrieved party can initiate the mechanism through the ODR portal, after exercising the primary options to resolve the issue directly with the Company and through the SCORES platform.

## REGISTRAR AND TRANSFER AGENTS

Members are requested to correspond with the Company's Registrar and Transfer Agent (**RTA**), quoting their Folio Number/DP ID & Client ID, at the following address for any service requests including dematerialization, transmission, transposition, delivery, or other correspondence:

M/s Skyline Financial Services Private Limited
CIN: U74899DL1995PTC071324
Unit: RHI Magnesita India Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Tel: 011-40450193-97, 26812682-83, Website: https://www.skylinerta.com

**Transfer of unclaimed / unpaid amounts / shares to the Investor Education and Protection Fund ('IEPF'):**

1. Pursuant to Sections 124 and 125 of the Act read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 ('**IEPF**'), the Company has to transfer to the IEPF Authority ('**IEPFA**'), established by the Central Government the dividend amounts, application money, principal amounts of debentures and deposits as well as the interest accruing thereon, sale proceeds of fractional shares, redemption amount of preference shares, etc. remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment.

   Furthermore, the IEPF Rules mandate companies to transfer shares of shareholders whose dividend amounts remain unpaid/unclaimed for a period of 7 consecutive years to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of the Court, Tribunal or Statutory Authority, restraining any transfer of shares.

The details of the unclaimed dividends amounts and shares transferred to IEPF during FY25 are as follows:

| Financial Year | Amount of unclaimed dividend transferred (₹) | Number of shares transferred |
|---|---|---|
| 2016-17 | 8,440,155 | 67,292 |

The Company strongly recommends shareholders to encash/ claim their outstanding dividend amounts, for respective years within the period given below from the Company's RTA:

| Nature of Dividend | Financial Year Ended | Declared at AGM held on | Rate of Dividend (₹ Per Share) | Last Date for claiming unpaid dividend |
|---|---|---|---|---|
| Final Dividend | March 31, 2024 | September 27, 2024 | 2.50 | October 26, 2031 |
| Final Dividend | March 31, 2023 | September 28, 2023 | 2.50 | October 27, 2030 |
| Final Dividend | March 31, 2022 | September 26, 2022 | 2.50 | October 25, 2029 |
| Final Dividend | March 31, 2021 | September 29, 2021 | 2.50 | October 28, 2028 |
| Final Dividend | March 31, 2020 | August 28, 2020 | 2.50 | September 27, 2027 |
| Final Dividend | March 31, 2019 | July 23, 2019 | 2.50 | August 22, 2026 |
| Final Dividend | 31 March, 2018 | September 10, 2018 | 2.50 | October 09, 2025 |

The Company and/ or it's RTA send out communication's to the Members informing them about the due dates to transfer the unclaimed dividends to IEPF, the attention of the concerned stakeholders is again drawn to this matter through the Annual Report. The data on unpaid/ unclaimed dividend amounts is also available on the Company's website at https://www.rhimagnesitaindia.com/investors/shareholder-information/details-pertaining-to-dividends . Investors who have not yet encashed their unclaimed/unpaid amounts are requested to correspond with the Company's RTA, at the earliest.

Members may refer to the Procedure for claiming the aforementioned amounts transferred to the IEPFA as detailed on http://www.iepf.gov.in/IEPF/refund.html. The Members who have a claim on the above dividend amounts and shares may apply for refund of the same from the IEPFA by following the procedure prescribed under IEPF Rules, 2016, as amended from time to time.

Primarily, the concerned shareholder must submit the requisite documents and obtain the Entitlement Letter from the Company. Thereafter, an online application in web-Form IEPF-5, as available on the website of the Ministry of Corporate Affairs www.mca.gov.in, should be filed and the said form duly self-certified should be forwarded to the Company for furnish the E-Verification Report, in the prescribed format, to the IEPFA. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

Mr. Sanjay Kumar, Company Secretary, is the Nodal Officer. His contact details are - RHI Magnesita India Limited, 20th Floor, DLF Square, M-Block, Phase II, Jacaranda Marg, DLF City, Gurugram, Haryana 122002, Telephone no. +91 124 4299000, Email: investors.india@rhimagnesita.com

2. Upto March 31, 2025, the Company has transferred ₹ 70,667,912.25 to IEPF, details given here-in-below:

| Particulars | (Amount in ₹) |
|---|---|
| Unpaid dividend amounts of the Company | 29,858,079.75 |
| Dividend on shares transferred to IEPF* | 40,809,832.50 |
| Application moneys received for allotment of any securities and due for refund | - |
| Unpaid matured deposit with the Company | - |
| Unpaid matured debentures with the Company | - |
| Interest accrued on application money due for refund, unpaid matured deposits and debentures with the Company | - |
| Sale proceeds of fractional shares arising out of issuance of bonus shares, merger and amalgamation | - |
| Redemption amount of preference shares | - |
| Grants and donation | - |
| Others | - |
| **Total** | **70,667,912.25** |

*Amount credited to bank account of IEPFA on account of shares earlier transferred.

## DISTRIBUTION OF SHAREHOLDING AS AT MARCH 31, 2025

**Equity Shares** (with consolidation of Permanent Account Number)

| Shareholding Nominal Value (in ₹) | Number of Shareholders | % to Total Numbers | Shareholding Amount (in ₹) | %'age to Total Amount |
|---|---|---|---|---|
| Up To 5,000 | 63,966 | 99.05 | 11,198,790 | 5.42 |
| 5,001 To 10,000 | 302 | 0.47 | 2,226,272 | 1.08 |
| 10,001 To 20,000 | 163 | 0.25 | 2,337,768 | 1.13 |
| 20,001 To 30,000 | 37 | 0.06 | 926,865 | 0.45 |
| 30,001 To 40,000 | 16 | 0.02 | 563,849 | 0.27 |
| 40,001 To 50,000 | 13 | 0.02 | 590,361 | 0.29 |
| 50,001 To 100,000 | 27 | 0.04 | 1,878,031 | 0.91 |
| 100,000 and Above | 57 | 0.09 | 186,779,490 | 90.45 |
| **Total** | **64,581** | **100.00** | **206,501,426** | **100.00** |

## SHAREHOLDING PATTERN

### i) Category-wise Shareholding as on March 31, 2025

| Category | Number of Equity Shares held | % of holding |
|---|---|---|
| Promoters and Promoter Group | 115,792,526 | 56.07 |
| Mutual Funds | 26,074,061 | 12.62 |
| Banks, Financial Institutions, States and Central Government | 7,000 | 0.00 |
| Alternate Investment Funds | 215,374 | 0.10 |
| Insurance Companies | 469,112 | 0.23 |
| Foreign Institutional Investors and Foreign Portfolio Investors — Corporate | 10,310,092 | 4.99 |
| Non-Resident Indians / Overseas Bodies Corporates / Foreign Companies | 1,569,081 | 0.76 |
| Bodies Corporate / Trust | 29,228,758 | 14.15 |
| NBFCs | 25,000 | 0.01 |
| Indian Public,HUF and Others | 19,566,472 | 9.48 |
| Directors and Director's Relatives | 13,698 | 0.01 |
| IEPF Suspense Account | 3,230,252 | 1.56 |
| **Total** | **206,501,426** | **100.00** |

### ii) Top 10 Shareholders as on March 31, 2025

| Sr. No. | Category | Number of Equity Shares held | % of holding |
|---|---|---|---|
| 1. | Dutch US Holding B.V. | 82,667,832 | 40.03 |
| 2. | Dalmia Bharat Refractories Limited | 27,020,000 | 13.08 |
| 3. | DUTCH Brasil Holding B.V. | 20,620,887 | 9.99 |
| 4. | VRD Americas B.V. | 12,503,807 | 6.06 |
| 5. | Axis Mutual Fund Trustee Limited A/C Axis Mutual Fund A/c Axis Nifty 500 Index Fund | 5,632,620 | 2.73 |
| 6. | ICICI Prudential S&P BSE 500 ETF | 5,426,314 | 2.63 |
| 7. | HDFC Mutual Fund - HDFC Nifty 500, Multicap 50:25:25, Index Fund | 4,065,395 | 1.97 |
| 8. | Investor Education and Protection Fund Authority Ministry of Corporate Affairs | 3,230,252 | 1.56 |
| 9. | Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Business Cycle Fund | 2,573,684 | 1.25 |
| 10. | Nippon Life India Trustee Ltd-A/c Nippon India Nifty 500 Equal Weight Index Fund | 2,070,474 | 1.00 |

*Note: Shareholding of Top 10 is consolidated based on Permanent Account Number of the shareholder.*

## DEMATERIALISATION OF SHARES

The Company's Equity Shares are tradable compulsorily in electronic form. The electronic holding of the shares as on March 31, 2025 through NSDL and CDSL are as follows:

| Particulars | Equity Shares (%) | |
|---|---|---|
| | FY 2024-25 | FY 2023-24 |
| NSDL | 96.70 | 96.43 |
| CDSL | 3.01 | 3.23 |
| **Total** | **99.71** | **99.66** |

## POLICY ON DETERMINING MATERIAL SUBSIDIARIES

The Company adopted a Policy for Determining Material Subsidiaries of the Company, pursuant to Regulation 16(1)(c) of the SEBI Listing Regulations. This policy is available on the Company's website at https://www.rhimagnesitaindia.com/uploads/pdf/395pdctfile_policyonmaterialsubsidiary.pdf, pursuant to Regulation 46(2) of the SEBI Listing Regulations.

During the year under review, as per the provisions of Regulation 24 of the SEBI Listing Regulations, at least one ID of the Company is required to be appointed on the Board of unlisted material subsidiaries whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

In compliance with the above, the Company has only one unlisted material subsidiary for FY25 i.e. RHI Magnesita India Refractories Limited with Mr. Nazim Sheikh, an Independent Director from the Company, appointed to its Board.

On a quarterly basis, during the Company's Audit Committee meetings, the CFOs of all subsidiary companies, along with the Head of Internal Audit, Risk & Compliance, provide key updates on significant matters pertaining to audit, internal controls, risk management, and related areas.

The minutes of the subsidiary companies are placed before the Board of Directors of the Company on a quarterly basis and the attention of the Directors is drawn to significant transactions and arrangements entered into by the subsidiary companies.

The performance of its subsidiaries is also reviewed by the Board periodically. The Company is compliant with other requirements under Regulation 24 of the SEBI Listing Regulations with regards to its subsidiary companies.

## DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY, INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF STATUTORY AUDITORS OF SUCH SUBSIDIARIES

During the year under review, as per the provisions of Regulations 16 of the SEBI Listing Regulations, material subsidiaries shall mean a subsidiaries whose income or net worth exceeds 10 percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

| Name of Subsidiary | Date and Place of incorporation | Name of Statutory Auditors | Date of Appointment |
|---|---|---|---|
| RHI Magnesita India Refractories Limited | October 5, 2018, Chennai | Price Waterhouse Chartered Accountants LLP | June 29, 2023 |

## RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Act and Regulation 23 of the SEBI Listing Regulations, as amended, during the year under review were on an arm's length pricing ('**ALP**') basis and in the ordinary course of business ('**OCB**'). These have been approved by the Audit Committee. Certain transactions repetitive in nature through omnibus route by the Audit Committee. Further, the shareholders approved all the material related party transactions for FY25, vide Ordinary Resolution passed by the Shareholders through postal ballot dated January 19,2022.

The Audit Committee takes into consideration the management representation whilst scrutinizing and approving all related party transactions, from the perspective of fulfilling the criteria of meeting ALP and being transacted in the OCB.

The detailed Policy on Related Party Transactions is available on the website of the Company at https://www.rhimagnesitaindia.com/uploads/pdf/218pdctfile_policyforrelatedpartytransactions.pdf

Details of transactions with related parties as specified in Indian Accounting Standards ('IND AS 24') have been reported in the Financial Statements. During the year under review, there was no transaction of a material nature with any of the related parties, which was in conflict with the interests of the Company.

## DETAILS OF COMPLIANCE

The Company has complied with the requirement of various rules and regulations prescribed by the Stock Exchanges, SEBI or any other statutory authority during the last 3 years relating to the capital markets. No penalties or strictures have been imposed by them on the Company.

## VIGIL MECHANISM

In accordance with the provisions of the Act and Regulation 22 of the SEBI Listing Regulations, the Company has in place a Vigil Mechanism and a Whistle-Blower Policy duly approved by the Audit Committee which provides a formal mechanism, including dedicated web-portal, for all Directors and employees of the Company to approach the Management of the Company and make protective disclosures to the Management about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.

The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. During the year, no director or employee of the Company has been denied access to the Audit Committee.

Kindly refer to the Company's website at https://www.rhimagnesitaindia.com/uploads/pdf/221pdctfile_whistleblowerpolicy.pdf for the detailed Whistle-Blower Policy of Company.

## PREVENTION OF INSIDER TRADING CODE

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices. All the Directors, employees and third parties (intermediaries and fiduciaries) such as auditors, consultants etc. who could have access to the Unpublished Price Sensitive Information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the Code.

Mr. Sanjay Kumar, Company Secretary, is the Compliance Officer under the Prohibition of Insider Trading Code and is responsible for setting forth procedures and implementation of the Code for trading in the Company's securities.

## DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONAL PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A)

During the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placement specified under Regulation 32(7A) of the SEBI Listing Regulations.

## COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company does not deal with commodities and hence the disclosure pursuant to SEBI Circular is not required to be given. The details of foreign currency exposure are disclosed in note no. 30 & 31 of standalone & consolidated respectively to the financial statements.

## DISCLOSURES ON CORPORATE GOVERNANCE REPORT

The Company has complied with all the mandatory requirements of Corporate Governance as specified in sub-paras (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations and disclosures on compliance with corporate governance requirements specified in Regulations 17 to 27 have been included in the relevant sections of this report.

## DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF THE SCHEDULE II OF THE SEBI LISTING REGULATIONS:

1. Woman Independent Director: The Company has three IDs, including one Woman ID.
2. Shareholder Rights: Annual financial performance of the Company is sent to all the Members whose e-mail IDs are registered with the Company/Depositories. The results are also available on the Company's website at https://www.rhimagnesitaindia.com/investors/financials-reports/quarterly-financial-results
3. Modified opinion in Audit Report: During the year under review, there was no modified audit opinion in the Auditors' Report on the Company's financial statements.
4. The Company continues to adopt best practices to ensure a regime of unmodified audit opinions in its financial statements.
5. Reporting of Internal Auditor: The Internal Auditor reports to Audit Committee and the Board of the Company, to ensure independence of the Internal Audit function.
6. Meetings of IDs: During the year under review, 1 ID Meeting was held on February 7,2025 without the presence of Non-Independent Directors and members of Management. All the IDs were present at the ID Meeting held during FY25.

## CERTIFICATE FROM PRACTISING COMPANY SECRETARIES

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI or the MCA or any such statutory authority. The Company has received a certificate from Mr. Naresh Verma (Membership No. FCS : 5403), Practicing Company Secretary, which is annexed to this Report.

In accordance with the provisions of the Act and pursuant to Regulation 25(10) of the SEBI Listing Regulations, the Company has procured a Directors and Officers Liability Insurance Policy (D&O Policy) on behalf of all its Directors including Officers, Employees and Independent Directors. The policy provides indemnity against personal liability arising from any actual / alleged misrepresentation, misstatement, misleading statement, error, omission, defamation, negligence, breach of warranty of authority or breach of duty committed whilst discharging fiduciary duty during the course of their association with the Company.

## CONSOLIDATED FEES PAID TO STATUTORY AUDITORS

M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) has been appointed as the Statutory Auditors of the Company. The payment of Statutory Auditors' fees, on consolidated basis for FY25 is ₹ 293.79 lakh.

## DISCLOSURE AS PER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Please refer to the paragraph on Prevention of Sexual Harassment in the Board's Report for detailed analysis.

## DISCLOSURE BY THE COMPANY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES' IN THE NATURE OF LOANS TO FIRMS / COMPANIES IN WHICH DIRECTORS ARE INTRESTED BY NAME AND AMOUNT

The Company and its subsidiaries have not provided any loans or advances in the nature of loans to firms or companies in which any Director is interested.

## WEBSITE

Appropriate information on the Company's website, regarding key policies and codes, adopted by the Company:

| Name of Policy, Code or Charter | Brief Description | Web Link |
|---|---|---|
| Terms of Appointment of IDs | Relevant extracts from the appointment letter issued to IDs detailing the broad terms and conditions of their appointment. | https://www.rhimagnesitaindia.com/uploads/pdf/295pdctfile_termofappointmentofindependentdirector.pdf |
| Board Committees | The composition of various committees of the Board. | https://www.rhimagnesitaindia.com/uploads/image/1imguf_bod_25_feb_2021.pdf |
| Code of Conduct | The Code of Conduct for Board Members and Senior Management outlines ethical standards, integrity, and accountability in decision-making. Corporate disclosure practices ensure timely and fair communication of unpublished price-sensitive information to prevent insider trading. Internal procedures regulate, monitor, and report trading by insiders in compliance with SEBI regulations, promoting transparency and ethical conduct. | https://www.rhimagnesitaindia.com/investors/corporate-governance/code-of-conduct<br>https://www.rhimagnesitaindia.com/uploads/pdf/211pdctfile_codeofcorporatedisclosurepracticesforpreventionofinsidertrading.pdf<br>and<br>https://www.rhimagnesitaindia.com/uploads/pdf/213pdctfile_codeofinternalproceduresandconductforregulating,monitoringandreportingoftradingbyinsiders.pdf |
| Whistleblower Policy (Vigil Mechanism) | The Whistleblower policy has been formulated for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the RHIM Code of Conduct. | https://www.rhimagnesitaindia.com/uploads/pdf/221pdctfile_whistleblowerpolicy.pdf |
| Policy on Related Party Transactions | The Company has in place a Policy on Related Party Transactions setting out: (a) the materiality thresholds for related parties; and (b) the manner of dealing with transactions between the Company and related parties, including omnibus approvals by Audit Committee based on the provisions of the Act and Regulation 23 of the SEBI Listing Regulations. | https://www.rhimagnesitaindia.com/uploads/pdf/218pdctfile_policyforrelatedpartytransactions.pdf |
| Policy for determining Material Subsidiaries | This policy is determine material subsidiaries and material non-listed Indian subsidiaries of the Company and to provide governance framework for them. | https://www.rhimagnesitaindia.com/uploads/pdf/395pdctfile_policyonmaterialsubsidiary.pdf |
| Familiarisation Programme | For IDs through various programmes/ presentations. | https://www.rhimagnesitaindia.com/uploads/pdf/212pdctfile_familiarisationprogrammeforindependentdirectors.pdf |
| Unpaid Dividend Account Details | Statement of unclaimed and unpaid amounts to be transferred to the IEPF. | https://www.rhimagnesitaindia.com/investors/shareholder-information/details-pertaining-to-dividends |
| Corporate Social Responsibility Policy | The policy outlines the Company's strategy to bring about a positive impact on society through programmes focusing on Health, Education, Employability and Environment interventions for relevant target groups, ensuring diversity and giving preference to needy and deserving communities inhabiting urban India. | https://www.rhimagnesitaindia.com/uploads/pdf/215pdctfile_policyforcorporatesocialresponsibility.pdf |
| Policy on determination of Materiality for Disclosure of Event / Information | This policy pursuant to the Regulation 30 of the SEBI Listing Regulations applies to disclosures of material events affecting the Company and its subsidiaries. | https://www.rhimagnesitaindia.com/uploads/pdf/286pdctfile_policyfordeterminationofmaterialityofevents.pdf |
| Content Archiving Policy | The policy pursuant to the Regulation 9 of the SEBI Listing Regulations provides guidelines for archiving corporate records and documents as statutorily required by the Company. | https://www.rhimagnesitaindia.com/uploads/pdf/287pdctfile_policyforpreservationofrecords.pdf |
| Code of Corporate Disclosure Practices | This policy is aimed at providing timely, adequate, uniform and universal dissemination of information and disclosure of Unpublished Price Sensitive Information outside the Company in order to provide accurate and timely communication to our shareholders and the financial markets. | https://www.rhimagnesitaindia.com/uploads/pdf/286pdctfile_policyfordeterminationofmaterialityofevents.pdf |

| Name of Subsidiary | Date and Place of incorporation | Name of Statutory Auditors |
|---|---|---|
| Dividend Distribution Policy | This policy pursuant to the Regulation 43A of the SEBI Listing Regulations outlines the financial parameters and factors that are to be considered whilst declaring dividend. | https://www.rhimagnesitaindia.com/uploads/pdf/208pdctfile_policyondividenddistribution.pdf |
| Remuneration Policy | This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the directors, key managerial personnel, senior management and other employees. | https://www.rhimagnesitaindia.com/uploads/pdf/219pdctfile_remunerationandnominationpolicy.pdf |
| Dispute Resolution Mechanism | Standard Operating Procedure for dispute resolution under Stock Exchanges Arbitration Mechanism, for dispute redressal between the Listed Company and its / Registrar and Share Transfer Agents to the issue and/ or its Share Transfer Agent and its shareholder(s) / investor(s). | https://www.rhimagnesitaindia.com/uploads/pdf/528pdctfile_disputeresolutionmechanism.pdf |

## ADDRESSES

**Registered office:**

Unit No. 705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East) Mumbai, Maharashtra-400042

**Corporate office**

19th & 20th Floor, DLF Square, M-Block, Phase-II, Jacaranda Marg, DLF City, Sector-25, Gurugram, Haryana-122002

**Plants locations of the Company**

- SP-148, RIICO Industrial Area, Bhiwadi, Dist.- Alwar, Rajasthan-301019
- Village- Bainchua, Damaka Village Road, Thana-Tangi, Cuttack, Odisha-754022
- Survey No.255,256,303,305, Venkatapuram, Munagapaka Mandal, Visakhapatnam, Andhra Pradesh-531021
- M-20 (P), 6th Phase, Industrial Area, Gamharia, Jamshedpur-832108

**Plant locations of Subsidiary Companies including step down subsidiary:**

| Particulars of subsidiary companies | Locations |
|---|---|
| RHI Magnesita India Refractories Limited | - Dalmiapuram, Lalgudi P.O. Kallakudi, Dist. Tiruchirapalli, Chennai, Tamil Nadu - 621651<br>- P. Box-10, Jam-Khambalia, Dist. Devbhumi Dwarka, Gujarat-361305<br>- Sundargarh, Rajgangpur, Odisha-770017 |
| Intermetal Engineers (India) Private Limited | Gala No. 18, Noble Industrial Estate No.1, Navghar Vasai Road (East), Palghar, Mumbai, Maharashtra-401202 |
| RHI Magnesita Seven Refractories Limited | Plot No. 8 and 13 Lamtara Phase III Industrial Area, Chaka Bypass, Lamtara Katni, Katni, Madhya Pradesh-483501 |

**Investor correspondence addresses**

- 20th Floor, DLF Square, M-Block, Phase-II, Jacaranda Marg, DLF City, Sector-25, Gurugram, Haryana-122002
- Skyline Financial Services Private Limited, Unit: RHI Magnesita India Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020

## DECLARATION BY CMD UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the financial year ended March 31, 2025.

For RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN: 06500871)

Gurugram, August 8,2025

## CEO/CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW STATEMENT PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2025 and we hereby certify and confirm to the best of our knowledge and belief the following:

a. The Financial Statements and Cash Flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

b. The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations.

c. There are no transactions entered into by the Company during the year ended March 31, 2025 which are fraudulent, illegal or violative of Company's Code of Conduct.

d. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and the Audit Committee, as appropriate, and suitable actions are taken to rectify the same.

e. There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period.

f. There have been no significant changes in the accounting policies during the relevant period.

g. We have not noticed any significant fraud particularly those involving the, management or an employee having a significant role in the Company's internal control system over Financial Reporting.

For RHI Magnesita India Limited

| | | |
|---|---|---|
| | Azim Syed | Parmod Sagar |
| | Whole Time Director & CFO | Chairman, Managing Director & CEO |
| Gurugram, August 8,2025 | (DIN: 10641934) | (DIN: 06500871) |

# PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

**To**

**The Members,**
**RHI MAGNESITA INDIA LIMITED**

We have examined the compliance of conditions of Corporate Governance by RHI MAGNESITA INDIA LIMITED ('**the Company**'), for the year ended on March 31, 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**').

**Managements' Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

**Auditors' Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

**Opinion**

Based on our examination of the relevant records and according to the information and explanations provided to us and presentations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27, and clauses (b) to (i) and (t) of regulation 46(2) and para C, D & E of Schedule V of the SEBI Listing Regulations during the year ended 31 March, 2025.

**Other matters and Restriction on Use**

This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to Corporate Governance Report accompanied with by a report thereon from the Independent auditors and should not be used by any other person or for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Naresh Verma & Associates
Company Secretaries

Naresh Verma
CP: 4424, FCS: 5403
UDIN: F005403G000958201
Peer Review Certificate No. 3266/2023

Delhi, August 8, 2025

## PRACTISING COMPANY SECRETARIES' CERTIFICATE ON DIRECTORS NON-DISQUALIFICATION

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,**

**The Members,**
**RHI MAGNESITA INDIA LIMITED**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of RHI MAGNESITA INDIA LIMITED having CIN L28113MH2010PLC312871 and having registered office at Unit No. 705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East) Mumbai Maharashtra - 400042 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority :-

| Sr. No. | Name of Director | DIN | Date of Appointment in Company |
|---|---|---|---|
| 1 | Parmod Sagar | 06500871 | 04/03/2013 |
| 2 | Nazim Sheikh | 00064275 | 03/11/2020 |
| 3 | Sonu Chadha | 00129923 | 13/08/2019 |
| 4 | Kamal Sarda | 03151258 | 14/08/2024 |
| 5 | Gustavo Lucio Goncalves Franco | 08754857 | 06/06/2020 |
| 6 | Ticiana Kobel | 09850411 | 05/01/2023 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Naresh Verma & Associates
Company Secretaries

Naresh Verma
CP: 4424, FCS: 5403
UDIN: F005403G000958181
Peer Review Certificate No. 3266/2023

Delhi, August 8, 2025

# Independent Auditor's Report

## To the Members of RHI Magnesita India Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

1. We have audited the accompanying Standalone Financial Statements of RHI Magnesita India Limited ('the Company'), which comprise the Standalone Balance Sheet as at March 31, 2025, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and total comprehensive income (comprising profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

4. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Revenue recognition**<br>(Refer Note 18 to the Standalone Financial Statements)<br><br>The Company recognises its revenue based on Ind AS 115 'Revenue from Contracts with Customers'.<br><br>The management uses judgement in respect of matters such as identification of performance obligations, allocation of consideration to identified performance obligations and recognition of revenue over a period of time or at a point in time based on timing when control is transferred to the customer.<br><br>We considered this area as a key audit matter, as revenue is required to be recognised in accordance with the terms of the customer contracts, which involves significant management judgement as described above and thus there is an inherent risk of material misstatement. | Our testing of revenue transactions was designed to cover certain customer contracts on a sample basis. Our audit procedures included the following:<br><br>• Obtained an understanding and evaluated the design and tested the operating effectiveness of controls over revenue recognition.<br><br>• Assessed appropriateness of management's judgements in accounting for identified contracts such as:<br><br>o Identification of performance obligation and allocation of consideration to identified performance obligation;<br><br>o Evaluated the contract terms for assessment of the timing of transfer of control to the customer to assess whether revenue is recognised appropriately over a period of time or at a point in time (as the case may be) based on timing when control is transferred to customer;<br><br>o Tested whether the revenue recognition is in line with the terms of customer contracts and the transfer of control; and<br><br>o Evaluated adequacy of the presentation and disclosures. |

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Assessment of carrying value of equity investments in subsidiaries**<br>(Refer Note 27 to the Standalone Financial Statements)<br><br>The Company has equity investments in subsidiaries amounting to ₹ 186,490.66 lakhs carried at cost less accumulated impairment losses.<br><br>The Company reviews the carrying values of these investments at every balance sheet date and where there is an indication of impairment, the carrying value is assessed for impairment in accordance with Ind AS 36 'Impairment of Assets', and an impairment provision is recognised, where applicable. The management has determined each of the subsidiaries as a separate cash generating unit ('CGU') for the purpose of impairment assessment, and with the involvement of independent valuation experts ('management's experts'), the recoverable value of the CGUs has been determined.<br><br>The assessment of carrying value of investments has been considered a key audit matter as the determination of recoverable value of the investments involves significant management judgement and estimates such as future expected level of operations and related forecast of cash flows, market conditions, discount rate, growth rate, terminal growth rate etc. | Our audit procedures included the following:<br><br>• Obtained an understanding and evaluated the design and tested the operating effectiveness of controls over the impairment assessment.<br><br>• Assessed whether the Company's determination of CGUs was consistent with our knowledge of the Company's operations.<br><br>• Assessed the competence, capabilities and objectivity of management's experts and perused the report issued by them.<br><br>• Involved our auditor's expert to assist in<br><br>o assessing the appropriateness of the valuation model including the independent assessment of the underlying assumptions relating to discount rate, terminal growth rate etc.<br><br>o evaluation of the cash flow forecasts (with underlying economic growth rate) by comparing them to the approved budgets and our understanding of the internal and external factors.<br><br>• Verified the mathematical accuracy of the computations involved in the valuation model.<br><br>• Assessed the sensitivity analysis and evaluated whether any reasonably foreseeable change in assumptions could lead to impairment or material change in fair valuation.<br><br>• Discussed the key assumptions and sensitivities with those charged with governance.<br><br>• Evaluated the adequacy of the disclosures made in the Standalone Financial Statements. |

## Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the Standalone Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

## Responsibilities of Management and Those Charged With Governance for the Standalone Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the Standalone Financial Statements, Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable,

matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

8. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

10. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

    - Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

14. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

15. As required by Section 143(3) of the Act, we report that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the back-up of books of account and other books and papers maintained in electronic mode has not been maintained on a daily basis on servers physically located in India and the matters stated in paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

    (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

    (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

    (e) On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the

Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 15(b) above on reporting under Section 143(3)(b) and paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

(g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements — Refer Note 32 to the Standalone Financial Statements.

ii. The Company was not required to recognise a provision as at March 31, 2025, under the applicable law or Indian Accounting Standards, as it does not have any material foreseeable losses on long-term contract. The Company did not have any derivative contracts as at March 31, 2025.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 41(vii)(a) to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 41(vii)(a) to the Standalone Financial Statements);

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the 41(vii)(b) to the Standalone Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 41(vii)(b) to the Standalone Financial Statements); and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 31(B) to the Standalone Financial Statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software, except that the audit trail is not maintained in case of modification by certain users with specific access and the audit trail is not maintained for direct database changes. During the course of performing our procedures, other than the aforesaid instances of audit trail not maintained where the question of our commenting does not arise, we did not notice any instance of audit trail feature being tampered with. Further, the audit trail was not maintained in the prior year and hence the question of our commenting on whether the audit trail was preserved by the Company as per the statutory requirements for record retention does not arise.

16. The Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

UDIN: 25078571BMOCET7860
Place: Gurugram
Date: May 28, 2025

RHI MAGNESITA

# Annexure A to Independent Auditor's Report

Referred to in paragraph 15(g) of the Independent Auditor's Report of even date to the members of RHI Magnesita India limited on the Standalone Financial Statements as of and for the year ended March 31, 2025

## Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of RHI Magnesita India limited ('the Company') as of March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

## Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

## Meaning of Internal Financial Controls with reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

## Inherent Limitations of Internal Financial controls with reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

UDIN: 25078571BMOCET7860
Place: Gurugram
Date: May 28, 2025

## Annexure B to Independent Auditor's Report

Referred to in paragraph 14 of the Independent Auditor's Report of even date to the members of RHI Magnesita India Limited on the Standalone Financial Statements as of and for the year ended March 31, 2025

In terms of the information and explanations sought by us and furnished by the Company, and the books of account and records examined by us during the course of our audit, and to the best of our knowledge and belief, we report that:

i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment (including Right of Use Assets).

(B) The Company is maintaining proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment are physically verified by the management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.

(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 42 to the Standalone Financial Statements, are held in the name of the Company, except for the following:

| Description of property | Gross carrying value (₹ in Lakhs) | Title Deeds held in the name of | Held in the name of the promoter, director or their relative or employee | Period held - indicate range, where appropriate | Reason for not being held in the name of the Company |
|---|---|---|---|---|---|
| Building of Cuttack manufacturing unit | 2,082.78 | Orient Refractories Limited | No | Since September 30, 2019 | Title deed is registered in the name of Orient Refractories Limited. The Company is in the process of getting the name changed in the title deed consequent to change of name of the Company to RHI Magnesita India Limited. |
| Land with respect to Cuttack manufacturing unit | 1,833.96 | Orient Refractories Limited | No | Since September 30, 2019 | |
| Building with respect to guest house in Jamshedpur | 139.75 | Hi-Tech Chemicals Limited | No | Since January 31, 2023 | The Company is in the process of getting the name changed in the title deed pursuant to business acquisition from Hi-Tech Chemicals Limited. |
| **Total** | **4,056.49** | | | | |

(d) The Company has chosen cost model for its Property, Plant and Equipment (including Right of Use Assets) and Intangible Assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use Assets) or Intangible Assets does not arise.

(e) No proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in the Standalone Financial Statements does not arise.

ii. (a) The physical verification of inventory, excluding stocks with third parties, has been conducted at reasonable intervals by the management during the year and, in our opinion, the coverage and procedure of such verification by management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

(b) During the year, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are not in agreement with the unaudited books of account as set out below:

| Name of the Bank | Aggregate working capital limits sanctioned (₹ in Lakhs) | Nature of Current Asset offered as Security (₹ in Lakhs) | Nature of current asset underlying quarterly return/ Statement | Quarter ended | Amount disclosed as per quarterly return/ statement (₹ in Lakhs) | Amount as per books of account (₹ in Lakhs) | Difference (₹ in Lakhs) | Reasons for difference |
|---|---|---|---|---|---|---|---|---|
| HDFC Bank Limited | 2,500.00 | Fixed Deposit — 1,000.00 | Inventories | June 30, 2024 | 58,000.00 | 58,055.04 | 55.04 | Rounding off difference because return has been filed in ₹ Crores and the Standalone Financial Statements have been prepared in ₹ Lakhs. |
| | | | Trade payables | June 30, 2024 | 39,300.00 | 45,959.50 | 6,659.50 | Trade payables pertain to purchase of goods only are included in the return. |
| | | | Trade receivables | June 30, 2024 | 54,200.00 | 71,411.69 | 17,211.69 | Trade receivables aged more than ninety days and due from related parties have not been considered in the return. |
| | | | Inventories | September 30, 2024 | 76,300.00 | 76,325.93 | 25.93 | Rounding off difference because return has been filed in ₹ Crores and the Standalone Financial Statements have been prepared in ₹ Lakhs. |
| | | | Trade payables | September 30, 2024 | 56,000.00 | 61,607.72 | 5,607.72 | Trade payables pertain to purchase of goods only are included in the return. |
| | | | Trade receivables | September 30, 2024 | 47,300.00 | 66,700.13 | 19,400.13 | Trade receivables aged more than ninety days and due from related parties have not been considered in the return. |
| | | | Inventories | December 31, 2024 | 73,300.00 | 73,291.11 | 8.89 | Rounding off difference because return has been filed in ₹ Crores and the Standalone Financial Statements have been prepared in ₹ Lakhs. |

| Name of the Bank | Aggregate working capital limits sanctioned (₹ in Lakhs) | Nature of Current Asset offered as Security (₹ in Lakhs) | Nature of current asset underlying quarterly return/ Statement | Quarter ended | Amount disclosed as per quarterly return/ statement (₹ in Lakhs) | Amount as per books of account (₹ in Lakhs) | Difference (₹ in Lakhs) | Reasons for difference |
|---|---|---|---|---|---|---|---|---|
| HDFC Bank Limited | 2,500.00 | Fixed Deposit — 1,000.00 | Trade payables | December 31, 2024 | 47,800.00 | 52,958.85 | 5,158.85 | Trade payables pertain to purchase of goods only are included in the return. |
| | | | Trade receivables | December 31, 2024 | 46,200.00 | 62,044.59 | 15,844.59 | Trade receivables aged more than ninety days and due from related parties have not been considered in the return. |
| | | | Inventories | March 31, 2025 | 77,100.00 | 77,072.20 | 27.80 | Return is filed considering numbers as per the provisional Financial Statements. |
| | | | Trade payables | March 31, 2025 | 44,800.00 | 52,850.42 | 8,050.42 | |
| | | | Trade receivables | March 31, 2025 | 46,100.00 | 60,624.72 | 14,524.72 | |

Also, refer Note 41(ii) to the Standalone Financial Statements.

iii. (a) The Company has made investments in one mutual fund scheme during the year and granted unsecured loans to few employees. The aggregate amount during the year and balance outstanding at the balance sheet date with respect to such loans are as per the table given below:

| | Loan Amount (₹ in Lakhs) |
|---|---|
| Aggregate amount granted during the year – Loans to employees | 58.95 |
| Balance outstanding as at balance sheet date in respect of the above case – Loans to employees | 18.19 |

Also, refer Note 5(f) to the Standalone Financial Statements.

The Company does not have any associate or joint venture. The Company has not granted any secured / unsecured loans or advances in the nature of loans to companies, firm, LLPs or any other parties or stood guarantee or provided any security to companies, firms, LLPs or any other parties.

(b) In respect of the aforesaid investments and loans, the terms and conditions under which such loans were granted and investments were made are not prejudicial to the Company's interest.

(c) In respect of the loans, the schedule of repayment of principal has been stipulated and the parties are repaying the principal amounts, as stipulated. The loans provided are interest free and hence the question of payment of interest does not arise.

(d) In respect of the loans, there is no amount which is overdue for more than ninety days.

(e) There were no loans which have fallen due during the year and were renewed / extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans / advances in nature of loan.

(f) There were no loans / advances in nature of loans which were granted during the year, including to promoters / related parties other than loan granted to employees. In respect of the loans granted during the year to employees, the schedule of repayment of principal has been stipulated and the same were not repayable on demand.

iv. The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 and Section 186 of the Companies Act, 2013 ('Act'). In our opinion, the Company has complied with the provision of Section 186 of the Act, in respect of the investment made.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products and services. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) In our opinion, except for the dues in the respect of the income tax, the Company is generally regular in depositing undisputed statutory dues in respect of professional tax though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, sales tax, duty of customs, labour welfare fund, goods and services tax and other statutory dues, as applicable, with the appropriate authorities. The extent of the arrears of statutory dues outstanding as at March 31, 2025, for a period of more than six months from the date they became payable are as follows:

| Name of the statute | Nature of dues | Amount (₹ in Lakhs) | Period to which the amount relates | Due date | Date of Payment | Remarks, if any |
|---|---|---|---|---|---|---|
| Income Tax Act, 1961 | Tax deducted as source | 0.24 | April 01, 2024, to August 30, 2024 | 7th of next month for month of April 2024 to August 2024 | Not yet paid | The Company is in process to deposit the same. |

(b) The particulars of statutory dues referred to in sub-clause (a) as at March 31, 2025, which have not been deposited on account of a dispute, are as follows:

| Name of the statute | Nature of dues | Amount (₹ in Lakhs) | Amount paid under protest (₹ in Lakhs) | Period to which the amount relates | Forum where the dispute is pending |
|---|---|---|---|---|---|
| Customs Act, 1962 | Duty of Customs | 0.86 | - | April 2016 to June 2017 | Commissioner of Customs (Appeals) |
| Foreign Trade Policy (FTP 2004-2009 & FTP 2009-2014) and Customs Act, 1962 | Duty of Customs | 257.27 | - | April 2013 to August 2016 | Directorate of Revenue Intelligence |
| Foreign Trade Policy (FTP 2004-2009 & FTP 2009-2014) and Customs Act, 1962 | Duty of Customs | 33.74 | 33.74 | November 2019 to March 2020 | Commissioner of Customs (Appeals) |
| Central Excise Act, 1944 | Duty of Excise | 38.53 | 1.11 | April 2016 to March 2017 | Commissioner (Appeals) |
| Central Sales Tax, 1956 | Sales Tax | 3.12 | 0.22 | April 2016 to March 2017 | Deputy Commissioner (Appeals) |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 57.99 | 2.87 | April 2018 to March 2019 | Proper Officer, Department of Commercial Taxes |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 253.09 | - | July 2017 to March 2020 | Assistant Commissioner of Central Tax |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 5.91 | 0.76 | April 2021 to March 2022 | GST Appellate Authority |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 0.26 | 0.86 | July 2017 to March 2018 | GST Appellate Authority |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 768.08 | 34.72 | July 2017 to March 2018 | GST Appellate Authority |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 194.21 | 9.69 | April 2018 to March 2019 | Additional Commissioner |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 6.64 | 0.31 | July 2017 to March 2018 | GST Appellate Authority |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 407.26 | 18.55 | April 2018 to March 2019 | Appellate Authority |

| Name of the statute | Nature of dues | Amount (₹ in Lakhs) | Amount paid under protest (₹ in Lakhs) | Period to which the amount relates | Forum where the dispute is pending |
|---|---|---|---|---|---|
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 0.85 | 0.04 | April 2018 to March 2019 | State Tax Officer |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 257.32 | 11.87 | April 2018 to March 2019 | Commercial Tax Officer |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 14.92 | 0.71 | April 2019 to March 2020 | Superintendent (Raipur) |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 128.31 | 6.18 | April 2019 to March 2020 | Appellate Authority |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 7.80 | 0.71 | April 2019 to March 2020 | Appellate Deputy Commissioner |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 5.36 | - | April 2023 to March 2024 | State Mobile Squad |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 2.25 | - | April 2022 to March 2023 | Superintendent Group |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 22.65 | - | April 2020 to March 2021 | Deputy Commissioner of State Tax |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 17.05 | - | April 2020 to March 2021 | State Tax officer |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 143.48 | - | April 2020 to March 2021 | Assistant Commissioner of DGSTO |
| Income Tax Act, 1961 | Income Tax | 18.63 | - | April 2012 to March 2013 | Income Tax Appellate Tribunal |
| Income Tax Act, 1961 | Income Tax | 54.74 | - | April 2016 to March 2017 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 7.89 | 41.84 | April 2017 to March 2018 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 3,050.93 | - | April 2019 to March 2020 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 2,910.53 | - | April 2020 to March 2021 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 140.25 | - | April 2021 to March 2022 | Commissioner of Income Tax (Appeals) |
| **Total** | | **8,809.92** | **164.18** | | |

viii. There are no transactions previously unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

(b) On the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not obtained any term loans during the year ended March 31, 2025, and there was no unutilised balance of term loan obtained in earlier years as on April 1, 2024. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Standalone Financial Statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.

(e) On an overall examination of the Standalone Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries during the year. The Company did not have any joint ventures or associate companies during the year.

(f) ccording to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. The Company did not have any joint ventures or associate companies during the year.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has received whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting under this clause. In respect of certain complaints, for which preliminary findings of the investigations have been provided to us by management, our consideration of the complaints having any bearing on our audit is limited to such preliminary findings.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the Standalone Financial Statements as required under Indian Accounting Standard 24 'Related Party Disclosures' specified under Section 133 of the Act.

xiv. (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit have been considered by us.

xv. In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) In our opinion, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CICs, which are part of the Group. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditor during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable.

xix. On the basis of the financial ratios (Refer Note 43 to the Standalone Financial Statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

xx. (a) In respect of other than ongoing projects, as at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

(b) The Company has transferred the amount of Corporate Social Responsibility remaining unspent under sub-section (5) of Section 135 of the Act pursuant to ongoing projects to a special account in compliance with the provision of sub-section (6) of Section 135 of the Act. (Also, refer Note 26(b) to the Standalone Financial Statements.

xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

UDIN: 25078571BMOCET7860
Place: Gurugram
Date: May 28, 2025

## Standalone Balance Sheet as at March 31, 2025

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 3(a) | 40,180.70 | 39,842.37 |
| Right-of-use assets | 3(b) | 10,954.15 | 10,928.96 |
| Capital work-in-progress | 3(a) | 4,958.81 | 3,402.34 |
| Goodwill | 4 | 31,091.69 | 31,091.69 |
| Other intangible assets | 4 | 19,341.32 | 20,236.31 |
| Financial assets | | | |
| (i) Investments | 5(a) | 186,491.63 | 186,491.63 |
| (ii) Other financial assets | 5(b) | 578.87 | 745.21 |
| Other non-current assets | 6 | 2,097.71 | 2,570.12 |
| **Total non-current assets** | | **295,694.88** | **295,308.63** |
| **Current assets** | | | |
| Inventories | 7 | 77,072.20 | 61,943.15 |
| Financial assets | | | |
| (i) Trade receivables | 5(c) | 60,624.72 | 70,140.98 |
| (ii) Cash and cash equivalents | 5(d) | 7,094.10 | 3,215.62 |
| (iii) Bank balances other than (ii) above | 5(e) | 245.52 | 246.80 |
| (iv) Other financial assets | 5(f) | 1,408.71 | 1,278.07 |
| Contract assets | 8 | 21,898.04 | 20,995.38 |
| Other current assets | 6 | 10,008.80 | 9,145.08 |
| **Total current assets** | | **178,352.09** | **166,965.08** |
| **Total assets** | | **474,046.97** | **462,273.71** |
| **Equity and liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 9(a) | 2,065.01 | 2,065.01 |
| Other equity | 9(b) | 405,480.85 | 388,094.44 |
| **Total Equity** | | **407,545.86** | **390,159.45** |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| Lease liabilities | 3(b) | 4,248.35 | 3,835.16 |
| Deferred tax liabilities (net) | 10 | 2,042.83 | 1,709.49 |
| Other non-current liabilities | 11 | 259.11 | 190.77 |
| **Total non-current liabilities** | | **6,550.29** | **5,735.42** |

## Standalone Balance Sheet as at March 31, 2025 (contd.)

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Current liabilities** | | | |
| Financial liabilities | | | |
| (i) Borrowings | 12 | - | 7,085.31 |
| (ii) Lease liabilities | 3(b) | 285.62 | 194.45 |
| (iii) Trade payables | 13 | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | | 5,205.53 | 5,260.08 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 47,644.89 | 43,885.47 |
| (iv) Other financial liabilities | 14 | 2,787.22 | 4,019.83 |
| Contract liabilities | 15 | 321.35 | 315.96 |
| Other current liabilities | 16 | 1,282.83 | 3,284.77 |
| Provisions | 17 | 2,423.38 | 2,332.97 |
| **Total current liabilities** | | **59,950.82** | **66,378.84** |
| **Total liabilities** | | **66,501.11** | **72,114.26** |
| **Total equity and liabilities** | | **474,046.97** | **462,273.71** |

The above Standalone Balance Sheet should be read in conjunction with the accompanying notes.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

Place: Gurugram
Date: May 28, 2025

For and on behalf of the Board of Directors of
RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN - 06500871)

Azim Syed
Whole-time Director and
Chief Financial Officer
(DIN - 10641934)

Sanjay Kumar
Company Secretary
(ACS-17021)

Place: Gurugram
Date: May 28, 2025

## Standalone Statement of Profit and Loss for the year ended March 31, 2025

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 18 | 289,186.01 | 282,409.45 |
| Other income | 19 | 525.54 | 742.89 |
| **Total income** | | **289,711.55** | **283,152.34** |
| **Expenses** | | | |
| Cost of materials consumed | 20 | 105,997.58 | 99,328.07 |
| Purchases of stock-in-trade | 21 | 86,412.08 | 64,491.48 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 22 | (11,380.14) | 11,072.11 |
| Employee benefits expense | 23 | 24,961.99 | 23,059.01 |
| Finance costs | 24 | 1,071.77 | 1,603.10 |
| Depreciation and amortisation expense | 25 | 7,715.33 | 6,814.85 |
| Other expenses | 26 | 44,846.60 | 42,406.30 |
| **Total expenses** | | **259,625.21** | **248,774.92** |
| **Profit before exceptional items and tax** | | **30,086.34** | **34,377.42** |
| **Exceptional item** | | | |
| Impairment of investment in a subsidiary | 27 | - | 30,936.00 |
| **Profit before tax** | | **30,086.34** | **3,441.42** |
| **Tax expense:** | 28 | | |
| - Current tax | | 7,550.28 | 8,790.66 |
| - Current tax expense relating to prior years | | (107.83) | (131.27) |
| - Deferred tax | | 343.60 | 319.55 |
| **Total tax expense** | | **7,786.05** | **8,978.94** |
| **Profit/(Loss) for the year** | | **22,300.29** | **(5,537.52)** |
| **Other Comprehensive Income** | | | |
| **Items that will not be reclassified to profit or loss** | | | |
| - Remeasurement of the defined benefit plans | 17 | (40.77) | (7.64) |
| - Income tax relating to the above | | 10.26 | 1.92 |
| **Other comprehensive income/(loss) for the year, net of tax** | | **(30.51)** | **(5.72)** |
| **Total comprehensive income/(loss) for the year** | | **22,269.78** | **(5,543.24)** |
| Basic earnings/(loss) per equity share (Face value of ₹ 1 each share) (₹) | 34 | 10.80 | (2.69) |
| Diluted earnings/(loss) per equity share (Face value of ₹ 1 each share) (₹) | 34 | 10.80 | (2.69) |

The above Standalone Statement of Profit and Loss should be read in conjunction with the accompanying notes.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

Place: Gurugram
Date: May 28, 2025

For and on behalf of the Board of Directors of
RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN - 06500871)

Azim Syed
Whole-time Director and
Chief Financial Officer
(DIN - 10641934)

Sanjay Kumar
Company Secretary
(ACS-17021)

Place: Gurugram
Date: May 28, 2025

# Standalone Statement of Changes in Equity for the year ended March 31, 2025

## Equity Share Capital

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | Amount |
|---|---|---|
| **As at April 1, 2023** | **9(a)** | **1,879.96** |
| Add: Shares issued during the year ended March 31, 2024 | 44 & 45 | 185.05 |
| **Balance as at March 31, 2024** | | **2,065.01** |
| Add: Shares issued during the year ended March 31, 2025 | | - |
| **Balance as at March 31, 2025** | | **2,065.01** |

## Other Equity

| Particulars | Notes | Attributable to Owners of RHI Magnesita India Limited | | | | | Total other equity |
|---|---|---|---|---|---|---|---|
| | | Reserves and Surplus | | | | | |
| | | Capital Reserve | Securities Premium | General Reserve | Capital contribution from ultimate holding company * | Retained Earnings | |
| **Balance as at April 1, 2023** | **9(b)** | **1,465.71** | **243,067.97** | **8,681.48** | **-** | **37,740.24** | **290,955.40** |
| Loss for the year | | - | - | - | - | (5,537.52) | (5,537.52) |
| Other comprehensive loss | | - | - | - | - | (5.72) | (5.72) |
| **Total comprehensive loss for the year** | | **-** | **-** | **-** | **-** | **(5,543.24)** | **(5,543.24)** |
| **Transaction with owners in their capacity as owners :** | | | | | | | |
| Issue of equity shares | 44 & 45 | - | 107,844.82 | - | - | - | 107,844.82 |
| Dividend paid | | - | - | - | - | (5,162.54) | (5,162.54) |
| | | **-** | **107,844.82** | **-** | **-** | **(5,162.54)** | **102,682.28** |
| **Balance as at March 31, 2024** | | **1,465.71** | **350,912.79** | **8,681.48** | **-** | **27,034.46** | **388,094.44** |

## Standalone Statement of Changes in Equity for the year ended March 31, 2025

### Other Equity (Cont.)

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | Attributable to Owners of RHI Magnesita India Limited | | | | | Total other equity |
|---|---|---|---|---|---|---|---|
| | | Reserves and Surplus | | | | | |
| | | Capital Reserve | Securities Premium | General Reserve | Capital contribution from ultimate holding company * | Retained Earnings | |
| **Balance as at April 1, 2024** | **9(b)** | **1,465.71** | **350,912.79** | **8,681.48** | **-** | **27,034.46** | **388,094.44** |
| Profit for the year | | - | - | - | - | 22,300.29 | 22,300.29 |
| Other comprehensive loss | | - | - | - | - | (30.51) | (30.51) |
| **Total comprehensive income for the year** | | **-** | **-** | **-** | **-** | **22,269.78** | **22,269.78** |
| Share-based payment expense | | - | - | - | 408.43 | - | 408.43 |
| Transferred to financial liabilities on exercise | | - | - | - | (129.26) | - | (129.26) |
| | | **-** | **-** | **-** | **279.17** | **-** | **279.17** |
| **Transaction with owners in their capacity as owners :** | | | | | | | |
| Dividend paid | | - | - | - | - | (5,162.54) | (5,162.54) |
| | | **-** | **-** | **-** | **-** | **(5,162.54)** | **(5,162.54)** |
| **Balance as at March 31, 2025** | | **1,465.71** | **350,912.79** | **8,681.48** | **279.17** | **44,141.70** | **405,480.85** |

* Capital contribution from ultimate holding company is for share based payment to employees of the Company.

The above Standalone Statement of Changes in Equity should be read in conjunction with the accompanying notes.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

Place: Gurugram
Date: May 28, 2025

For and on behalf of the Board of Directors of
RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN - 06500871)

Azim Syed
Whole-time Director and Chief Financial Officer
(DIN - 10641934)

Sanjay Kumar
Company Secretary
(ACS-17021)

Place: Gurugram
Date: May 28, 2025

## Standalone Statement of Cash Flows for the year ended March 31, 2025

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **A. Cash flow from operating activities** | | | |
| **Profit before tax** | | **30,086.34** | **3,441.42** |
| **Adjustments for:** | | | |
| Depreciation and amortisation expense | 25 | 7,715.33 | 6,814.85 |
| Employee share-based payment expense | 23 | 279.17 | - |
| Interest income | 19 | (310.66) | (255.22) |
| Net gain on retirement of right-of-use asset (refer note 3(b)) | 19 | - | (96.28) |
| Allowance/(writeback) for doubtful export incentives receivable (Net) | 26 | (1.18) | 11.53 |
| Allowance for doubtful debts - trade receivables (Net) | 26 | (8.50) | 440.58 |
| Allowance for doubtful debts - contract assets (Net) | 26 | 128.67 | 504.13 |
| Impairment of investment in a subsidiary | 27 | - | 30,936.00 |
| Gain on redemption of mutual funds | 19 | (78.45) | - |
| Bad debts written off | 26 | 56.09 | 593.22 |
| Finance costs | 24 | 1,071.77 | 1,603.10 |
| Loss on property, plant and equipment sold / scrapped (Net) | 26 | 215.37 | 736.54 |
| Net unrealised foreign exchange (gain)/loss | | (0.44) | 312.98 |
| Impairment loss /(reversal) on capital work-in-progress | 26 | (6.35) | 110.67 |
| **Operating profit before working capital changes** | | **39,147.16** | **45,153.52** |
| **Changes in operating assets and liabilities** | | | |
| (Increase) / Decrease in inventories | | (15,129.05) | 1,594.62 |
| Decrease / (Increase) in trade receivables | | 9,435.47 | (19,970.06) |
| (Increase) in other financial assets - current | | (128.90) | (1,225.87) |
| (Increase) in other current assets | | (862.54) | (139.12) |
| (Increase) / Decrease in contract assets | | (1,031.33) | 5,322.31 |
| (Increase) in other financial assets-non-current | | (52.51) | (376.80) |
| (Increase) in other non-current assets | | (24.33) | (115.13) |
| Increase / (Decrease) in trade payables | | 3,738.52 | (15,774.71) |
| (Decrease) / Increase in other financial liabilities | | (492.90) | 686.17 |
| Increase in provisions | | 49.64 | 297.87 |
| Increase in other non-current liabilities | | 68.34 | 32.69 |
| Increase / (Decrease) in contract liabilities | | 5.39 | (412.42) |
| (Decrease) / Increase in other current liabilities | | (2,038.66) | 1,980.67 |
| **Cash generated from operations** | | **32,684.30** | **17,053.74** |
| Income tax paid (Net) | | (6,772.69) | (8,361.62) |
| **Net cash inflow from operating activities (A)** | | **25,911.61** | **8,692.12** |

## Standalone Statement of Cash Flows for the year ended March 31, 2025 (contd.)

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **B. Cash flows from investing activities** | | | |
| Payment for acquisition of business | | (413.00) | (14,588.00) |
| Investment in Subsidiary | | - | (45,638.36) |
| Decrease in other bank balances | | 145.60 | 174.92 |
| Capital expenditure on property, plant and equipment and intangible assets | | (8,749.30) | (5,274.91) |
| Proceeds from sale of property, plant and equipment and intangible assets | | 120.55 | 52.50 |
| Purchase of mutual funds | | (55,597.22) | - |
| Proceeds from sale of mutual funds | | 55,675.67 | - |
| Interest received | | 308.92 | 248.78 |
| **Net cash (outflow) from investing activities (B)** | | **(8,508.78)** | **(65,025.07)** |
| **C. Cash flows from financing activities** | | | |
| Dividend paid on equity shares | | (5,162.54) | (5,162.54) |
| Proceeds from Issue of Shares net of expenses and short term interest income | | - | 108,029.87 |
| Proceeds from current borrowings | | 12,763.00 | 748.73 |
| Repayment of current borrowings | | (19,757.82) | (54,300.73) |
| Principal payment of lease liabilities | | (241.45) | (125.65) |
| Interest payment of lease liabilities | | (358.09) | (125.56) |
| Interest paid | | (767.45) | (1,464.89) |
| **Net cash (outflow) / inflow from financing activities (C)** | | **(13,524.35)** | **47,599.23** |
| **Net increase/(decrease) in cash and cash equivalents (A+B+C)** | | **3,878.48** | **(8,733.72)** |
| Cash and cash equivalents at the beginning of the year | | 3,215.62 | 11,949.34 |
| **Cash and cash equivalents at the end of the year** | | **7,094.10** | **3,215.62** |
| **Non Cash investing activities** | | | |
| - Acquisition of right-of-use-assets | | 745.81 | 3,878.05 |
| **Cash and cash equivalent included in Statement of Cash Flows comprise the following:** | | | |
| Balances with banks | | | |
| - in current accounts | | 2,593.58 | 2,213.06 |
| - in EEFC account | | 0.43 | - |
| Deposits with original maturity of less than three months | | 4,500.00 | 1,000.00 |
| Cash on hand | | 0.09 | 2.56 |
| | | **7,094.10** | **3,215.62** |

The above Statement of Cash Flows has been prepared under the 'indirect method' as set out in Ind AS 7 'Statement of Cash Flows'.

The above Standalone Statement of Cash Flows should be read in conjunction with the accompanying notes.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

Place: Gurugram
Date: May 28, 2025

For and on behalf of the Board of Directors of
RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN - 06500871)

Azim Syed
Whole-time Director and
Chief Financial Officer
(DIN - 10641934)

Sanjay Kumar
Company Secretary
(ACS-17021)

Place: Gurugram
Date: May 28, 2025

# Notes to Standalone Financial Statements

## 1. Corporate Information

RHI Magnesita India Limited ('the Company'), is domiciled and incorporated in India and its equity shares are publicly traded on National Stock Exchange Limited ('NSE') and BSE Limited in India. The registered office of the Company is located at Unit No.705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East), Mumbai-400042. The Company is primarily engaged in the business of manufacturing and trading of refractories, monolithics, bricks and ceramic paper, rendering management services and has manufacturing facilities in Bhiwadi (Rajasthan), Visakhapatnam (Andhra Pradesh), Cuttack (Odisha) and Jamshedpur (Jharkhand).

The Standalone Financial Statements were approved by the Board of Directors and authorised for issue on May 28, 2025.

## 2.1 Basis of preparation

### (i) Compliance with Ind AS

The Standalone Financial Statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

### (ii) Historical cost convention

The Standalone Financial Statements have been prepared on a historical cost basis, except for the following which have been measured at fair value:

- Defined benefit plans — plan assets measured at fair value.

### (iii) New and amended standards adopted by the Company

The Ministry of Corporate Affairs has amended the Companies (Indian Accounting Standard) Rules, 2015 via notifications dated August 12, 2024, and September 09, 2024, to introduce the new Ind AS 117 i.e. 'Insurance Contracts' and amended the Ind AS 116 i.e. Leases, respectively. Both are effective from April 01, 2024.

This new standard and the aforesaid amendment did not have any impact on the amounts recognised and are not expected to affect the current or future periods.

### (iv) Functional and presentation currency:

The Standalone Financial Statements are presented in Indian Rupee (₹) which is the functional currency of the Company. All amounts are rounded to two decimal places to the nearest lakhs, unless otherwise stated.

### (v) Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current — non-current classification of assets and liabilities.

## 2.2 Critical accounting estimates, assumptions and judgements

The preparation of Standalone Financial Statements requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent liabilities at the date of the Standalone Financial Statements and the results of operations during the reporting period. The actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

In the process of applying the Company's accounting policies, the management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the Standalone Financial Statements:

(a) Impairment of assets

The Company estimates the value in use of the cash generating unit (CGU) based on future cash flows after considering current economic conditions and trends, estimated future operating results and growth rates and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The cash flows are discounted using a suitable discount rate in order to calculate the present value. Cash flows beyond the five-year period are extrapolated using the estimated growth rate. These growth rates are consistent with forecasts included in industry reports specific to the industry in which CGU operates.

(b) Contingencies

The management's judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(c) Allowance for doubtful trade receivables

Trade receivables are stated at their amortised cost as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible.

(d) Customer relationship (Intangible assets)

Customer relationships recognised in the course of purchase price allocations of acquired business. The management believes that the value assigned are reasonable.

(e) Employee benefit obligations

The Company's retirement benefit obligations are subject to a number of assumptions including discount rates, attrition, salary growth and mortality rate. Significant assumptions are required when setting these criteria and a change in these assumptions would have a significant impact on the amount recorded in the Standalone Financial Statements. The Company sets these assumptions based on previous experience and third party actuarial advice. The assumptions are reviewed annually and adjusted following actuarial and experience changes.

## 2.3 Material Accounting Policies

**(a) Property Plant and Equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Standalone Statement of Profit and Loss on the date of disposal or retirement.

Subsequent costs are capitalised or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Company and cost of the item can be measured reliably. All other repair and maintenance are charged to profit or loss during the reporting period in which they are incurred.

On transition to Ind AS, the Company had elected to continue with the carrying value of its property, plant and equipment recognised as at April 01, 2016 measured as per the previous GAAP and uses that carrying value as the deemed cost of the property, plant and equipment.

Depreciation on Property, Plant and equipment is provided on straight-line basis over the useful lives of assets as determined on the basis of technical estimates which are similar to the useful lives as prescribed under Schedule II to the Companies Act, 2013 except for Vehicles (which are being used by the employees). These Vehicles are depreciated on written down value method, over the period of 6 years. Based on past experience and internal technical evaluation, the management believes that these useful lives represent the appropriate period of usage and therefore, considered to be appropriate for charging depreciation.

Assets' residual values, depreciation method and useful lives are reviewed at the end of financial year considering the physical condition of the assets or whenever there are indicators for review and residual life is adjusted prospectively.

**(b) Intangible Assets**

On transition to Ind AS, the Company had opted for the option given under Ind AS 101 to measure all the items of Intangible Assets at their carrying value under previous GAAP. Consequently, the carrying value under Indian GAAP has been assumed to be deemed cost of Intangible Assets on the date of transition to Ind AS.

Identifiable intangible assets are recognised when the Company controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

At initial recognition, the separately acquired intangible assets are recognised at cost. Following initial recognition, the intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Amortisation is recognised in the Standalone Statement of Profit and Loss on a straight-line basis over the estimated useful lives of intangible assets from the date they are available for use. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Standalone Statement of Profit and Loss.

**(i) Software**

Software are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of license. Intangible Assets are amortised at straight-line basis as follows:

Software 1-5 years

**(ii) Goodwill**

Goodwill on acquisition of business is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

**(iii) Customer relationships**

Customer relationships are recognised in the course of purchase price allocation of acquired business and are amortised on a straight-line basis over their expected useful life as follows.

Customer relationships - 20 years

**(c) Impairment of assets**

Goodwill that has an indefinite useful life is not subject to amortisation and is tested annually for impairment, or more frequently if events or changes in circumstances indicate that this might be impaired. Property, plant and equipment and Intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**(d) Revenue recognition**

At the inception of the contract, the Company identifies the goods or services promised in the contract and assesses which of the promised goods or services shall be identified as separate performance obligations. Promised goods or services give rise to separate performance obligations if they are capable of being distinct. Where the customer expects supply of refractory material and its related services together to produce the steel, the management has determined that both supply of goods and services are not distinct and the arrangement is considered to have only one single performance obligation.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation, which is the expected consideration to be received, to the extent that it is highly probable that there will not be a significant reversal of revenue in future periods. If the consideration in a contract includes a variable amount, at the inception of the contract, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods or services to the customer.

**(i) Sale of products**

The Company manufactures and sells a range of refractories, monolithics, bricks and ceramic paper. Revenue from sale of products is recognised when the control of the products has transferred, being when the products are delivered to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Company has objective evidence that all criteria for acceptance have been satisfied. No significant element of financing is deemed present as the sales are made with a credit term of 15 days to 120 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

**(ii) Total Refractories Management Services**

Revenue from contracts for total refractory management services is recognised over time using the output-oriented method (e.g. quantity of steel produced by the customer). The management has determined that both supply of goods and services are not distinct as the customer expects total refractory management services from the Company, which includes supply of refractory material and its related services to produce steel, thus, the arrangement is only one single performance obligation.

**(iii) Sale of Services**

Revenue from services is recognised over time, using an input method to measure progress towards completion of service, because the customer simultaneously receives and consumes the benefits provided by the Company.

The Company recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities. Similarly, if the Company satisfies a performance obligation before it receives the consideration, the Company recognises either a contract asset or a receivable, depending on whether something other than the passage of time is required before the consideration is due.

RHI MAGNESITA

# Notes to Standalone Financial Statements

## Note 3(a) :

## Property, plant and equipment and capital work-in-progress

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Freehold Land * | Buildings* | Plant and machineries | Furniture and fixtures | Office equipment | Vehicles | Total | Capital work in progress |
|---|---|---|---|---|---|---|---|---|
| **Balance as at April 1, 2023** | **3,849.70** | **13,852.00** | **36,302.00** | **296.82** | **973.89** | **761.38** | **56,035.79** | **2,746.85** |
| Addition on account of measurement period adjustment relating to business combination (Refer note 38) | - | - | - | - | - | - | **-** | 17.19 |
| Additions | - | 241.71 | 3,122.69 | 88.87 | 614.47 | 303.16 | **4,370.90** | 4,816.71 |
| Disposals | - | (8.99) | (960.41) | (4.24) | (130.69) | (115.46) | **(1,219.79)** | - |
| Capitalised in property, plant and equipment | - | - | - | - | - | - | **-** | (4,067.74) |
| **Balance as at March 31, 2024** | **3,849.70** | **14,084.72** | **38,464.28** | **381.45** | **1,457.67** | **949.08** | **59,186.90** | **3,513.01** |
| Additions | - | 485.78 | 4,955.25 | 39.48 | 427.27 | 331.71 | **6,239.49** | 7,457.90 |
| Disposals | - | (0.18) | (171.72) | (88.07) | (315.28) | (282.64) | **(857.89)** | - |
| Capitalised in property, plant and equipment | - | - | - | - | - | - | **-** | (5,907.78) |
| **Balance as at March 31, 2025** | **3,849.70** | **14,570.32** | **43,247.81** | **332.86** | **1,569.66** | **998.15** | **64,568.50** | **5,063.13** |
| **Accumulated depreciation and impairment** | | | | | | | | |
| **Balance as at April 1, 2023** | **-** | **1,306.68** | **12,567.82** | **89.34** | **461.81** | **189.30** | **14,614.95** | **-** |
| Charge for the year | - | 618.14 | 4,180.18 | 27.39 | 237.33 | 97.29 | **5,160.33** | - |
| Depreciation on assets disposed off during the year | - | - | (257.50) | (2.60) | (110.92) | (59.73) | **(430.75)** | - |
| Impairment loss | - | - | - | - | - | - | **-** | 110.67 |
| **Accumulated depreciation and impairment as at March 31, 2024** | **-** | **1,924.82** | **16,490.50** | **114.13** | **588.22** | **226.86** | **19,344.53** | **110.67** |
| Charge for the year | - | 634.82 | 4,448.30 | 34.45 | 347.99 | 99.80 | **5,565.36** | - |
| Depreciation on assets disposed off during the year | - | (0.18) | (52.88) | (50.69) | (283.01) | (135.33) | **(522.09)** | - |
| Reversal of Impairment loss (net) | - | - | - | - | - | - | **-** | (6.35) |
| **Accumulated depreciation and impairment as at March 31, 2025** | **-** | **2,559.46** | **20,885.92** | **97.89** | **653.20** | **191.33** | **24,387.80** | **104.32** |
| **Carrying amount** | | | | | | | | |
| **Balance as at March 31, 2024** | **3,849.70** | **12,159.90** | **21,973.78** | **267.32** | **869.45** | **722.22** | **39,842.37** | **3,402.34** |
| **Balance as at March 31, 2025** | **3,849.70** | **12,010.86** | **22,361.89** | **234.97** | **916.46** | **806.82** | **40,180.70** | **4,958.81** |

* Refer note 42

## Notes to Standalone Financial Statements

### Note 3(a) : Capital work-in progress

#### (A) Aging of capital work-in-progress:

**As at March 31, 2025**

**(All amount in ₹ Lakhs, unless otherwise stated)**

| | Amounts in capital work-in-progress for | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | 2,227.15 | - | - | 82.86 | 2,310.01 |
| (ii) Projects temporarily suspended * | 662.08 | 21.96 | 1,987.33 | 81.75 | 2,753.12 |
| Less: Impairment loss | | | | | (104.32) |
| **Total** | **2,889.23** | **21.96** | **1,987.33** | **164.61** | **4,958.81** |

*This includes an amount of ₹ 2,648.81 lakhs attributable to the ISO Expansion Project (the 'Project'), which was acquired through the acquisition of the refractory business of Hi-Tech Chemicals Limited on January 31, 2023 by way of slump sale. The Project is currently kept on hold due to unfavorable market conditions, particularly weak export demand factors beyond the control of the Company's management. Also, the Company has estimated they will have to incur additional costs to complete the project. The project is expected to be capitalised within the next two years. The Company has examined the physical condition and market value and there is no impairment required for the suspended project.

**As at March 31, 2024**

| | Amounts in capital work-in-progress for | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | 1,321.55 | 2,035.75 | 73.96 | - | 3,431.26 |
| (ii) Projects temporarily suspended | - | - | - | 81.75 | 81.75 |
| Less: Impairment loss | | | | | (110.67) |
| **Total** | **1,321.55** | **2,035.75** | **73.96** | **81.75** | **3,402.34** |

#### (B) Completion schedule for capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan:

**As at March 31, 2025**

| | To be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | | | | | |
| Project A - Gas Fired Dryer | 82.86 | - | - | - | 82.86 |
| Other Projects | 22.56 | - | - | - | 22.56 |
| (ii) Projects temporarily suspended | | | | | |
| Project A - ISO Expansion project | - | 2,648.81 | - | - | 2,648.81 |
| Project B - Purging Management | - | 15.13 | - | - | 15.13 |
| Project C - Slide Gate Management | - | 66.62 | - | - | 66.62 |
| Less: Impairment loss | | | | | (104.32) |
| **Total** | **105.42** | **2,730.56** | **-** | **-** | **2,731.66** |

**As at March 31, 2024**

| | To be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | | | | | |
| Project A - Gas Fired Dryer | 73.96 | - | - | - | 73.96 |
| Project B - ISO Expansion project | 1,997.72 | - | - | - | 1,997.72 |
| (ii) Projects temporarily suspended | | | | | |
| Project A - Purging Management | - | 15.13 | - | - | 15.13 |
| Project B - Slide Gate Management | - | 66.62 | - | - | 66.62 |
| Less: Impairment loss | | | | | (110.67) |
| **Total** | **2,071.68** | **81.75** | **-** | **-** | **2,042.76** |

## Notes to Standalone Financial Statements

### Note 3(b):

**Leases** **(All amount in ₹ Lakhs, unless otherwise stated)**

This note provides information for leases where the Company is a lessee. The Company has taken offices, land, guest houses and warehouses on lease basis. There is no case where the Company is acting as a lessor.

| | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **(i) Amount recognised in balance sheet** | | | |
| **The balance sheet shows the following amounts relating to leases:** | | | |
| **Right-of-use assets** | | | |
| Land | | 6,888.34 | 7,089.89 |
| Buildings | | 4,065.81 | 3,839.07 |
| **Total** | | **10,954.15** | **10,928.96** |
| **Lease liabilities** | | | |
| Current | | 285.62 | 194.45 |
| Non-current | | 4,248.35 | 3,835.16 |
| **Total** | | **4,533.97** | **4,029.61** |

'Additions to the right-of-use assets during the year were ₹ 757.82 lakhs (March 31, 2024: ₹ 3,878.05 lakhs)

| | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **(ii) Amounts recognised in the statement of profit and loss** | | | |
| **The statement of profit and loss shows the following amounts relating to leases:** | | | |
| Net Gain on retirement of right-of-use asset | 19 | - | 96.28 |
| Interest expense (included in Finance costs) | 24 | 358.09 | 125.56 |
| Depreciation charge of right-of-use assets | 25 | 732.63 | 413.96 |
| Expense relating to short-term leases (included in Other expenses) | 26 | 785.21 | 420.51 |

The total cash outflow for leases for the year was ₹ 599.54 lakhs (March 31, 2024: ₹ 251.21 lakhs)

**(iii) In applying Ind AS 116, the Company has used the following practical expedient:**

Accounting for operating leases with a lease term of less than 12 months treated as short-term leases.

**(iv) Extension and Termination option:**

Extension and termination options are included in a number of leases. Extension and termination options held are exercisable at mutual consent of lessor and lessee.

### Note 4:

**Goodwill and intangible assets**

| Particulars | Software | Customer relationships | Total | Goodwill |
|---|---|---|---|---|
| **Balance as at April 1, 2023** | **694.53** | **16,328.32** | **17,022.85** | **36,724.63** |
| Additions | 83.28 | - | 83.28 | - |
| Addition on account of measurement period adjustment relating to business combination (Refer note 38) | - | 4,774.68 | 4,774.68 | (5,632.94) |
| Disposal | (59.41) | - | (59.41) | - |
| **Balance as at March 31, 2024** | **718.40** | **21,103.00** | **21,821.40** | **31,091.69** |

## Notes to Standalone Financial Statements

**Goodwill and intangible assets (Contd.)**

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Software | Customer relationships | Total | Goodwill |
|---|---|---|---|---|
| Additions | 522.47 | - | 522.47 | - |
| Disposal | (24.62) | - | (24.62) | - |
| **Balance as at March 31, 2025** | **1,216.25** | **21,103.00** | **22,319.25** | **31,091.69** |
| **Accumulated amortisation** | | | | |
| **Balance as at April 1, 2023** | **265.30** | **136.07** | **401.37** | **-** |
| Charge for the year | 143.31 | 1,097.25 | 1,240.56 | - |
| Amortisation on assets disposed of during the year | (56.84) | - | (56.84) | - |
| **Balance as at March 31, 2024** | **351.77** | **1,233.32** | **1,585.09** | **-** |
| Charge for the year | 362.59 | 1,054.75 | 1,417.34 | - |
| Amortisation on assets disposed of during the year | (24.50) | - | (24.50) | - |
| **Balance as at March 31, 2025** | **689.86** | **2,288.07** | **2,977.93** | **-** |
| **Net Carrying amount** | | | | |
| **Balance as at March 31, 2024** | **366.63** | **19,869.68** | **20,236.31** | **31,091.69** |
| **Balance as at March 31, 2025** | **526.39** | **18,814.93** | **19,341.32** | **31,091.69** |

The Company tests the goodwill for impairment at least on an annual basis. For the current year, the recoverable amount of the cash generating unit is more than the carrying value and hence no impairment of goodwill is required.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 5(a):** | | |
| **Non-current investments** | | |
| **(i) Investment in equity instruments - measured at cost** | | |
| **Unquoted** | | |
| - Subsidiary companies : | | |
| 1,597 ( March 31, 2024: 1,597) equity shares of ₹ 100 each fully paid up of Intermetal Engineers (India) Private Limited | 1,012.52 | 1,012.52 |
| 104,531,157 (March 31, 2024: 104,531,157) equity shares of ₹ 10 each fully paid up of RHI Magnesita India Refractories Limited ('RHIMIRL')#(Refer note 48) | 282,482.36 | 282,482.36 |
| **(ii) Investment in government securities - measured at amortised cost** | | |
| **Unquoted** | | |
| National Savings Certificates* | 0.97 | 0.97 |
| *The National Saving Certificates have been given to the sales tax department, as security | | |
| **#Aggregate provision amount of impairment in the value of investments** | (97,004.22) | (97,004.22) |
| **Total** | **186,491.63** | **186,491.63** |
| **Aggregate amount of unquoted investments** | **283,495.85** | **283,495.85** |
| **Aggregate amount of impairment in the value of investments** | (97,004.22) | (97,004.22) |
| **Note 5(b):** | | |
| **Other financial assets-non-current - unsecured, considered good** | | |
| Security deposits | 554.23 | 504.34 |
| Deposits with remaining maturity more than 12 months* | - | 218.85 |
| Surrender value of keyman insurance policy | 24.64 | 22.02 |
| *Margin money against bank guarantee | | |
| **Total** | **578.87** | **745.21** |

## Notes to Standalone Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 5(c):** | | |
| **Trade receivables*** | | |
| Trade receivables from contract with customer - billed | 50,892.36 | 60,400.81 |
| Trade receivables from contract with customer-related parties (Refer note 35) | 10,851.89 | 10,868.20 |
| Less: Loss allowance | (1,119.53) | (1,128.03) |
| **Total receivables** | **60,624.72** | **70,140.98** |
| **Break-up of security details** | | |
| Trade receivables considered good - secured | - | - |
| Trade receivables considered good - unsecured | 60,624.72 | 70,140.98 |
| Trade receivables which have significant increase in credit risk - unsecured | 1,119.53 | 1,128.03 |
| Trade receivables credit impaired | - | - |
| | **61,744.25** | **71,269.01** |
| Less: Loss allowance | (1,119.53) | (1,128.03) |
| **Total** | **60,624.72** | **70,140.98** |

*Includes foreign currency receivables amounting to ₹ 557.52 lakhs as at March 31, 2025 (March 31, 2024: ₹ 920.56 lakhs) which are overdue for more than nine months. The Company has approached the authorised dealer, under the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015, to condone the delay and seeking permission of extension of time period for settlement of these balances. Pending resolution of this matter, no adjustments are considered necessary in these Standalone Financial Statements.

### Aging of trade receivables:

**As at March 31, 2025**

| | Not due | Outstanding for following periods from the due date | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables | | | | | | | |
| Considered good | 45,146.57 | 13,809.10 | 979.11 | 689.94 | - | - | **60,624.72** |
| Which have significant increase in credit risk | 365.01 | 103.71 | 106.97 | 155.58 | 69.31 | 283.97 | **1,084.55** |
| Credit impaired | - | - | - | - | - | - | **-** |
| Disputed trade receivables | | | | | | | |
| Considered good | - | - | - | - | - | - | **-** |
| Which have significant increase in credit risk | - | - | - | - | - | 34.98 | **34.98** |
| Credit impaired | - | - | - | - | - | - | **-** |
| | **45,511.58** | **13,912.81** | **1,086.08** | **845.52** | **69.31** | **318.95** | **61,744.25** |
| Less: Loss allowance | (365.01) | (103.71) | (106.97) | (155.58) | (69.31) | (318.95) | **(1,119.53)** |
| **Total** | **45,146.57** | **13,809.10** | **979.11** | **689.94** | **-** | **-** | **60,624.72** |

## Notes to Standalone Financial Statements

### Aging of trade receivables:

**As at March 31, 2024** **(All amount in ₹ Lakhs, unless otherwise stated)**

| | Not due | Outstanding for following periods from the due date | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables | | | | | | | |
| Considered good | 43,825.85 | 25,932.80 | 354.45 | 27.88 | - | - | **70,140.98** |
| Which have significant increase in credit risk | - | 296.48 | 231.27 | 173.12 | 356.63 | 14.00 | **1,071.50** |
| Credit impaired | - | - | - | - | - | - | **-** |
| Disputed trade receivables | | | | | | | |
| Considered good | - | - | - | - | - | - | **-** |
| Which have significant increase in credit risk | - | - | 7.92 | 5.86 | - | 42.75 | **56.53** |
| Credit impaired | - | - | - | - | - | - | **-** |
| | **43,825.85** | **26,229.28** | **593.64** | **206.86** | **356.63** | **56.75** | **71,269.01** |
| Less: Loss allowance | - | (296.48) | (239.19) | (178.98) | (356.63) | (56.75) | **(1,128.03)** |
| **Total** | **43,825.85** | **25,932.80** | **354.45** | **27.88** | **-** | **-** | **70,140.98** |

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 5(d):** | | |
| **Cash and cash equivalents** | | |
| Balances with banks | | |
| - in current accounts | 2,593.58 | 2,213.06 |
| - in EEFC accounts | 0.43 | - |
| Cash on hand | 0.09 | 2.56 |
| Deposits with original maturity of less than three months | 4,500.00 | 1,000.00 |
| **Total** | **7,094.10** | **3,215.62** |
| There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods | | |
| **Note 5(e):** | | |
| **Bank balances other than cash and cash equivalents** | | |
| On dividend account | 172.27 | 246.80 |
| Deposits with original maturity of more than 3 months and having remaining maturity of less than 12 months * | 73.25 | - |
| * Margin money against bank guarantee | | |
| **Total** | **245.52** | **246.80** |
| There are no repatriation restrictions with regard to bank balances other than cash and cash equivalents as at the end of the reporting period and prior periods | | |
| **Note 5(f):** | | |
| **Other financial assets - current** | | |
| Interest accrued on deposits | 31.19 | 29.45 |
| Loans and advances to employees [including loans to employees of ₹ 18.19 lakhs (March 31, 2024: ₹ 23.13 lakhs)] | 26.31 | 31.63 |
| Receivable from related parties (Refer note 35) | 1,351.21 | 1,216.99 |
| **Total** | **1,408.71** | **1,278.07** |

## Notes to Standalone Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 6:** | | |
| **Other assets** | | |
| **Unsecured, considered good unless otherwise stated** | | |
| **Non-current** | | |
| Capital advances | 564.93 | 391.91 |
| Advances other than capital advances | | |
| Security deposits | 580.71 | 571.91 |
| Advance income tax [Net of provision of ₹ 60,441.57 lakhs (March 31, 2024: ₹ 52,999.12 lakhs)] | 619.09 | 1,288.85 |
| Balances with government authorities {includes amounts paid under protest ₹ 164.18 lakhs (March 31, 2024 ₹ 116.35 lakhs)} | 321.62 | 293.33 |
| Prepaid expenses | 11.36 | 24.12 |
| **Total** | **2,097.71** | **2,570.12** |
| **Current** | | |
| Balances with government authorities | 272.36 | 184.52 |
| Goods and Services tax input credit recoverable | 7,507.96 | 7,015.65 |
| Export incentives receivable (government grant) | | |
| - Considered good | 214.53 | 152.92 |
| - Considered doubtful | 20.12 | 21.30 |
| | 234.65 | 174.22 |
| Less: Allowance for doubtful export incentives receivable | (20.12) | (21.30) |
| | 214.53 | 152.92 |
| Advances to creditors | 1,403.24 | 1,363.72 |
| Prepaid expenses | 610.71 | 428.27 |
| **Total** | **10,008.80** | **9,145.08** |
| **Note 7:** | | |
| **Inventories** | | |
| Raw materials {including goods in transit of ₹ 1,837.53 lakhs (March 31, 2024 ₹ 761.01 lakhs)} | 29,034.82 | 26,411.29 |
| Work-in-progress | 4,519.94 | 4,700.97 |
| Finished goods | 16,642.96 | 11,959.23 |
| Stock-in-trade {including goods in transit of ₹ 6,367.31 lakhs (March 31, 2024 ₹ 1,492.30 lakhs)} | 21,246.54 | 14,369.10 |
| Stores and spares | 5,627.94 | 4,502.56 |
| **Total** | **77,072.20** | **61,943.15** |

**Amounts recognised in the Standalone Statement of Profit and Loss**

Provisions for slow moving/obsolete inventory along with write downs of inventories to net realisable value amounted to ₹ 1,283.66 lakhs (March 31, 2024: ₹ 787.08 lakhs). These were recognised as an expense and included in 'changes in value of inventories of finished goods, stock-in-trade and work-in-progress in the Standalone Statement of Profit and Loss.

## Notes to Standalone Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 8:** | | |
| **Contract assets** | | |
| Contract assets | 22,538.20 | 21,506.87 |
| Less: Loss allowance* | (640.16) | (511.49) |
| **Total** | **21,898.04** | **20,995.38** |

*Refer note 30.

| Particulars | Number of Shares | Amount |
|---|---|---|
| **Note 9(a):** | | |
| **Equity share capital** | | |
| **Authorised equity share capital** | | |
| 308,000,000 equity shares (March 31, 2024 - 308,000,000) of ₹ 1 each | 308,000,000 | 3,080.00 |
| **Issued, subscribed and fully paid up share capital** | | |
| 206,501,426 equity shares (March 31, 2024 - 206,501,426) of ₹ 1 each | 206,501,426 | 2,065.01 |
| **(i) Movement in equity share capital** | | |
| **Authorised** | | |

| Particulars | Number of Shares | Amount |
|---|---|---|
| **Balance as at April 1, 2023** | 308,000,000 | 3,080.00 |
| Change during the year | - | - |
| **Balance as at March 31, 2024** | **308,000,000** | **3,080.00** |
| Change during the year | - | - |
| **Balance as at March 31, 2025** | **308,000,000** | **3,080.00** |
| **Issued, subscribed and fully paid up share capital** | | |
| **Balance as at April 1, 2023** | **187,996,331** | **1,879.96** |
| Add: Shares issued during the year ended March 31, 2024 (Refer note 44 and 45) | 18,505,095 | 185.05 |
| **Balance as at March 31, 2024** | **206,501,426** | **2,065.01** |
| **Balance as at April 1, 2024** | 206,501,426 | 2,065.01 |
| Add: Shares issued during the year ended March 31, 2025 | - | - |
| **Balance as at March 31, 2025** | **206,501,426** | **2,065.01** |

**Terms and rights attached to equity shares.**

Equity share has a face value of ₹ 1. They entitle the holder to participate in dividend, and to share in the proceeds of winding up of the Company in proportion to number of and amounts paid on shares held.

Every holder of equity shares present at a meeting in person or proxy, is entitled to one vote, and upon a poll each share is entitled one vote.

## Notes to Standalone Financial Statements

(ii) Shares of the Company held by the intermediate holding company through its subsidiaries

(All amount in ₹ Lakhs, unless otherwise stated)

| | Number of equity shares | |
|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 |
| Veitscher Vertriebsgesellschaft m.b.H., Austria (intermediate holding company) | - | - |
| **Subsidiaries of intermediate holding company** | | |
| Dutch US Holding B.V., Netherlands | 82,667,832 | 82,667,832 |
| Dutch Brasil Holding B.V., Netherlands | 20,620,887 | 20,620,887 |
| | **103,288,719** | **103,288,719** |

(iii) Details of shareholders holding more than 5% shares in the Company

| | Number of equity shares | |
|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 |
| Dutch US Holding B.V., Netherlands | 82,667,832 | 82,667,832 |
| Dalmia Bharat Refractories Limited | 27,020,000 | 27,020,000 |
| Dutch Brasil Holding B.V., Netherlands | 20,620,887 | 20,620,887 |
| VRD Americas B.V., Netherlands | 12,503,807 | 12,503,807 |
| | **142,812,526** | **142,812,526** |
| | Percentage of shares held | |
| Dutch US Holding B.V., Netherlands | 40.03% | 40.03% |
| Dalmia Bharat Refractories Limited | 13.08% | 13.08% |
| Dutch Brasil Holding B.V., Netherlands | 9.99% | 9.99% |
| VRD Americas B.V., Netherlands | 6.06% | 6.06% |
| | **69.16%** | **69.16%** |

(iv) Aggregate number of shares issued for consideration other than cash

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Shares issued under share swap agreement with Dalmia Bharat Refractories Limited | 27,000,000 | 27,000,000 |
| Shares issued in during year ended March 31, 2022 as per the scheme of amalgamation of the Company with its erstwhile two fellow subsidiaries (RHI India Private Limited and RHI Clasil Private Limited) | 40,857,131 | 40,857,131 |
| | **67,857,131** | **67,857,131** |

(v) Details of shareholding of promoters

### As at March 31, 2025

| Name of Promoter | Number of shares at beginning of year | Change during the year | Number of shares at the end of year | Percentage of total number of shares at the end of year | Percentage change during the year |
|---|---|---|---|---|---|
| Dutch US Holding B.V., Netherlands | 82,667,832 | - | 82,667,832 | 40.03% | (0.00%) |
| Dutch Brasil Holding B.V., Netherlands | 20,620,887 | - | 20,620,887 | 9.99% | (0.00%) |
| VRD Americas B.V., Netherlands | 12,503,807 | - | 12,503,807 | 6.06% | (0.00%) |
| | **115,792,526** | **-** | **115,792,526** | **56.08%** | |

## Notes to Standalone Financial Statements

**As at March 31, 2024** **(All amount in ₹ Lakhs, unless otherwise stated)**

| Name of Promoter | Number of shares at beginning of year | Change during the year * | Number of shares at the end of year | Percentage of total number of shares at the end of year | Percentage change during the year |
|---|---|---|---|---|---|
| Dutch US Holding B.V., Netherlands | 79,877,771 | 2,790,061 | 82,667,832 | 40.03% | (2.46%) |
| Dutch Brasil Holding B.V., Netherlands | 20,620,887 | - | 20,620,887 | 9.99% | (0.98%) |
| VRD Americas B.V., Netherlands | 12,503,807 | - | 12,503,807 | 6.06% | (0.59%) |
| | **113,002,465** | **2,790,061** | **115,792,526** | **56.08%** | |

* Refer note 45

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 9(b):** | | |
| **Other equity** | | |
| Capital reserve | 1,465.71 | 1,465.71 |
| Securities premium | 350,912.79 | 350,912.79 |
| General reserve | 8,681.48 | 8,681.48 |
| Capital contribution from ultimate holding company (Refer note 35) | 279.17 | - |
| Retained earnings | 44,141.70 | 27,034.46 |
| Total | **405,480.85** | **388,094.44** |
| **(i) Capital Reserve** | | |
| Opening balance | 1,465.71 | 1,465.71 |
| **Closing balance** | **1,465.71** | **1,465.71** |
| **(ii) Securities Premium** | | |
| Opening balance | 350,912.79 | 243,067.97 |
| Add: Securities Premium on issue of shares in previous year (net of expenses incurred of ₹ 2,309.34 lakhs and interest earned of ₹ 339.22 lakhs on short-term bank deposits) (Refer note 44 & 45) | - | 107,844.82 |
| **Closing balance** | **350,912.79** | **350,912.79** |
| **(iii) General Reserve** | | |
| Opening balance | 8,681.48 | 8,681.48 |
| **Closing balance** | **8,681.48** | **8,681.48** |
| **(iv) Capital contribution from ultimate holding company** | | |
| Opening balance | - | - |
| Employee share-based payment expense | 408.43 | - |
| Transferred to financial liabilities on exercise | (129.26) | - |
| **Closing balance** | **279.17** | **-** |
| **(v) Retained earnings** | | |
| Opening balance | 27,034.46 | 37,740.24 |
| Net Profit/(loss) for the year | 22,300.29 | (5,537.52) |
| Remeasurements of post employment benefit obligation, net of tax | (30.51) | (5.72) |
| Dividend paid | (5,162.54) | (5,162.54) |
| **Closing balance** | **44,141.70** | **27,034.46** |

**Nature and purpose of Reserves**

**Capital Reserve**

Capital reserve is the difference between the consideration to the shareholders of the erstwhile two fellow subsidiaries (RHI India Private Limited and RHI Clasil Private Limited) and the Share Capital in the respective books as on April 1, 2019.

**Securities premium**

This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

**General reserve**

General reserve represents profits transferred from retained earnings from time to time to general reserve for appropriate purposes based on the provisions of the erstwhile Companies Act, 1956. It can be utilised in accordance with the provisions of Companies Act, 2013.

**Retained earnings**

Retained earnings represents accumulated profits of the Company. It can be utilised in accordance with the provisions of the Companies Act, 2013.

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## Notes to Standalone Financial Statements

### Note 10:

### Deferred tax assets/(liabilities) (net)

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Depreciation / Amortisation | Defined Benefit obligations | Allowances for doubtful debts | Transaction costs (stamp duty) on issue of shares | Merger Expenses | Provision for Bonus and Equity-settled share option plan | MSME Overdue | Right-of-use assets | Lease liabilities | Others | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **At April 1, 2023** | **(3,801.48)** | **459.76** | **173.03** | **98.26** | **233.62** | **109.38** | **-** | **(253.81)** | **287.56** | **103.51** | **(2,590.17)** |
| (Charged)/ Credited | | | | | | | | | | | |
| – Addition on account of measurement period adjustment relating to business combination (Refer note 38) | 1,198.31 | - | - | - | - | - | - | - | - | - | **1,198.31** |
| - to statement of profit and loss | (759.89) | 124.19 | 239.62 | (6.14) | (35.25) | 121.62 | 60.76 | (712.41) | 726.61 | (78.66) | **(319.55)** |
| - to other comprehensive income | - | 1.92 | - | - | - | - | - | - | - | - | **1.92** |
| **At April 1, 2024** | **(3,363.06)** | **585.87** | **412.65** | **92.12** | **198.37** | **231.00** | **60.76** | **(966.22)** | **1,014.17** | **24.85** | **(1,709.49)** |
| (Charged)/ Credited | | | | | | | | | | | |
| - to statement of profit and loss | (462.60) | (3.70) | 30.25 | (23.03) | (15.09) | (25.21) | 87.82 | (57.06) | 126.94 | (1.92) | **(343.60)** |
| - to other comprehensive income | - | 10.26 | - | - | - | - | - | - | - | - | **10.26** |
| **As at March 31, 2025** | **(3,825.66)** | **592.43** | **442.90** | **69.09** | **183.28** | **205.79** | **148.58** | **(1,023.28)** | **1,141.11** | **22.93** | **(2,042.83)** |

## Notes to Standalone Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 11:** | | |
| **Other liabilities - non-current** | | |
| Deposit from employees | 259.11 | 190.77 |
| **Total** | **259.11** | **190.77** |
| **Note 12:** | | |
| **Borrowings** | | |
| **Current - Unsecured** | | |
| Current maturities of External Commercial Borrowings {including accrued interest of ₹ nil {(March 31, 2024 - ₹ 90.38 lakhs)} | - | 6,336.58 |
| Cash Credit (including accrued interest of ₹ nil (March 31, 2024 - ₹ 0.11 lakhs) | - | 748.73 |
| **Total** | **-** | **7,085.31** |

Borrowings are subsequently measured at amortised cost and therefore interest accrued on current borrowings are included in the respective amounts.

**Term loan 1:** External commercial borrowing of EUR 3,000,000 was taken from VRD Americas B.V. Netherland (Fellow subsidiary) during the year ended March 31, 2015 which carries interest at applicable 6 month Euribor plus 200 basis points. It was repayable in single instalment of EUR 3,000,000 on December 31 2022. The repayment date was extended to December 31, 2024 on mutual agreement of both the parties. This term loan was paid in full on December 23, 2024.

**Term loan 2:** External commercial borrowing of EUR 3,950,000 was taken from VRD Americas B.V. Netherland (Fellow subsidiary) during the year ended March 31, 2017 which carries interest at applicable 6 month Euribor plus 150 basis points. It was originally repayable in single instalment of EUR 3,950,000 on December 31, 2023. The repayment date was extended to December 31, 2024 on mutual agreement of both the parties. This term loan was paid in full on December 23, 2024.

**Cash Credit:** The Company has cash credit facility available from Deutche Bank A.G. amounting to Euro 12,000,000

| **Net debt reconciliation** | | |
|---|---|---|
| Cash and cash equivalents | 7,094.10 | 3,215.62 |
| Current borrowings | - | (7,085.31) |
| Lease Liabilities | (4,533.97) | (4,029.61) |
| **Net debt** | **2,560.13** | **(7,899.30)** |
| **Note 13:** | | |
| **Trade payables** * | | |
| Trade Payables: Micro enterprises and small enterprises (Refer note 37) | 5,205.53 | 5,260.08 |
| Trade Payables: Others | 29,850.18 | 18,431.43 |
| Trade Payables to related parties (Refer note 35) | 17,794.71 | 25,454.04 |
| **Total** | **52,850.42** | **49,145.55** |

*Includes foreign currency trade payables amounting to ₹ 2,972.54 lakhs as at March 31, 2025 ( March 31, 2024: ₹ 11,306.70 lakhs) which are overdue for more than six months. The Company has approached the authorised dealer, under the Foreign Exchange Management (Import of Goods and Services) Regulations, 2015, to condone the delay and seeking permission of extension of time period for settlement of these balances. Pending resolution of this matter, no adjustments are considered necessary in these Standalone Financial Statements.

### Aging of trade payables
### As at March 31, 2025

| | Unbilled | Not Due | Outstanding for following periods from the due date | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade payables | | | | | | | |
| Micro enterprises and small enterprises | - | 5,072.34 | 125.89 | 0.32 | - | 6.98 | 5,205.53 |
| Others | 3,967.03 | 33,842.28 | 9,380.12 | 243.55 | 146.76 | 65.15 | 47,644.89 |
| **Total** | **3,967.03** | **38,914.62** | **9,506.01** | **243.87** | **146.76** | **72.13** | **52,850.42** |

## Notes to Standalone Financial Statements

**Aging of trade payables (Contd.)**

**As at March 31, 2024** **(All amount in ₹ Lakhs, unless otherwise stated)**

| | Unbilled | Not Due | Outstanding for following periods from the due date | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade payables | | | | | | | |
| Micro enterprises and small enterprises | - | 4,947.86 | 229.07 | 72.09 | 2.72 | 8.34 | 5,260.08 |
| Others | 2,979.94 | 18,351.69 | 19,515.85 | 2,341.03 | 239.98 | 456.98 | 43,885.47 |
| Total | 2,979.94 | 23,299.55 | 19,744.92 | 2,413.12 | 242.70 | 465.32 | 49,145.55 |

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 14:** | | |
| **Other financial liabilities - current** | | |
| Unpaid dividend | 172.27 | 246.80 |
| Employee benefits payable | 2,210.66 | 2,802.07 |
| Payables for purchase of property, plant and equipment | 268.53 | 520.71 |
| Payable towards business acquisition | 6.50 | 419.50 |
| Payable towards share-based payment (Refer note 35) | 129.26 | - |
| Others | - | 30.75 |
| Total | **2,787.22** | **4,019.83** |
| **Note 15:** | | |
| **Contract liabilities** | | |
| Advances from customers | 321.35 | 315.96 |
| Total | **321.35** | **315.96** |
| **Note 16:** | | |
| **Other current liabilities** | | |
| Statutory dues (Contribution to Provident Fund and Employee State Insurance, Goods and Services Tax etc.,) | 910.12 | 2,136.78 |
| Deposits from employees | 3.64 | 15.64 |
| Interest payable to Micro enterprises and small enterprises | 369.07 | 332.35 |
| Payable for stamp duty | - | 800.00 |
| Total | **1,282.83** | **3,284.77** |

### Note 17:

**Provisions**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | Current | |
| Employee benefit obligations (refer details below) | 2,321.07 | 2,294.99 |
| Provision for unspent corporate social responsibility (CSR) expenditure as at year end (refer note 26(b)) | 102.31 | 37.98 |
| Total | **2,423.38** | **2,332.97** |
| **Movement in CSR provision is set out below:** | | |
| Balance as at beginning of the year | 37.98 | 233.55 |
| Add: Expense recognised in statement of profit and loss during the year | 683.62 | 578.46 |
| Less: Amount spent during the year | 619.29 | 774.03 |
| **Balance as at end of the year** | **102.31** | **37.98** |
| **Employee benefit obligations** | | |
| (i) Leave obligations | 1,690.25 | 1,562.21 |
| (ii) Gratuity | 630.82 | 732.78 |
| Total | **2,321.07** | **2,294.99** |

## Notes to Standalone Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|

**(i) Leave obligations**

The leave obligation cover the Company's liability for earned leave and sick leave.

The entire amount of provision of ₹ 1,690.25 lakhs (March 31, 2024 - ₹ 1,562.21 lakhs) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to avail the full amount of accrued leaves or require payment for such leave within the next 12 months.

| | | |
|---|---|---|
| **Leave obligation not expected to be settled within the next 12 months** | **1,403.75** | **1,307.18** |

**(ii) Post employment benefits**

**(a) Defined Contribution Plan:**

The Company has certain defined contribution plans including provident fund, employees' state insurance and national pension scheme. Contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The contributions are made to employee state insurance for employees at the rate of 3.25% of basic salary as per regulations. Defined contributions are made to national pension funds. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards contribution to provident and other funds is:

| | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Contribution to provident and other funds:** | | |
| Contribution to Provident fund | 967.55 | 848.71 |
| Contribution to Employees' state insurance | 12.90 | 19.69 |
| Contribution to National pension scheme | 62.70 | 61.60 |
| | **1,043.15** | **930.00** |

**(b) Defined Benefit Plan - Gratuity:**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the company makes contribution to recognised funds in India. The Company does not fully fund the liability and maintains the target level of funding to be maintained over a period of time based on estimations of expected gratuity payments. The gratuity fund plan assets of the Company are managed by Life Insurance Corporation of India and RHI Magnesita India Employees Group Gratuity Trust through Kotak Gratuity Group Plan.

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | Gratuity - Funded | |
| **(A) Changes in Defined Benefit Obligation** | | |
| Defined benefit obligation as at the beginning of the year | 3,040.61 | 2,781.60 |
| Current service cost | 317.37 | 331.31 |
| Interest cost | 196.40 | 205.28 |
| Benefit paid | (373.03) | (268.18) |
| Actuarial loss/(gain) on obligation | 80.09 | (9.40) |
| **Defined Benefit Obligation at end of year** | **3,261.44** | **3,040.61** |
| **Change in fair value of plan assets** | | |
| Fair value of plan assets at the beginning of the year | 2,307.83 | 2,210.91 |
| Expected return on plan assets | 156.50 | 163.17 |
| Employer contribution | 500.00 | 218.97 |
| Benefit payments from plan assets | (373.03) | (268.18) |
| Actuarial (loss) on plan assets | 39.32 | (17.04) |
| **Fair value of plan assets at end of year** | **2,630.62** | **2,307.83** |
| **Net defined benefit (asset)/liability** | | |
| Present value of obligation at the end of the year | 3,261.44 | 3,040.61 |
| Fair value of plan assets at the end of the year | 2,630.62 | 2,307.83 |
| **Unfunded liability/provision in Balance Sheet** | **630.82** | **732.78** |

## Notes to Standalone Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Total expense recognised in the statement of profit and loss** | | |
| Current service cost (including Past Service Cost and curtailment Gains/Losses) | 317.37 | 331.31 |
| Interest cost on defined benefit obligation | 196.40 | 205.28 |
| Interest income on plan assets | (156.50) | (163.17) |
| **Total expense recognised under employee benefits expense (Refer note 23)** | **357.27** | **373.42** |
| **Total expense recognised in OCI** | | |
| Actuarial Loss / (Gain) on defined benefit obligation arising from change in financial assumption | 100.10 | 140.75 |
| Actuarial (Gain) due to Demographic Assumption changes | - | (105.50) |
| Actuarial Gain on defined benefit obligation arising from experience adjustment | (20.01) | (44.65) |
| Actuarial loss of plan assets | (39.32) | 17.04 |
| **Unrecognised actuarial loss at the end of the year** | **40.77** | **7.64** |

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(B) Actuarial Assumptions:** | | |
| i) Discounting Rate | 6.40% | 6.95% |
| ii) Future Salary Increase | 10% for 1 Year, 8% thereafter | 10% for 2 Years, 8% thereafter |
| iii) Retirement Age (Years) | 60 | 60 |
| iv) Ages | **Withdrawal Rate %** | |
| For All Ages | 10% | 10% |
| Assumptions regarding future mortality rate for gratuity is based on actuarial advice in accordance with published statistics and experience. | | |

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(C) Expected contribution for the next 12 months** | | |
| i) Service cost | 363.08 | 317.37 |
| ii) Net Interest cost | 28.75 | 39.90 |
| Total | **391.83** | **357.27** |
| **(D)** The weighted average duration of the defined benefit obligation is 6.18 years (March 31, 2024 — 6.04 years). The expected maturity analysis of undiscounted gratuity benefit is as follows: | | |
| **Maturity profile of Defined Benefit Obligation** | | |
| **Years:** | | |
| i) 0 to 1 Year | 471.12 | 429.46 |
| ii) 1 to 2 Year | 361.41 | 475.44 |
| iii) 2 to 3 Year | 463.50 | 321.35 |
| iv) 3 to 4 Year | 355.60 | 403.85 |
| v) 4 to 5 Year | 334.43 | 321.90 |
| vi) 5 to 6 Year | 378.55 | 298.23 |
| vii) 6 Year onwards | 2,745.70 | 2,610.88 |
| Total | **5,110.31** | **4,861.11** |

## Notes to Standalone Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(E) Sensitivity analysis on defined benefit obligation** | | |
| Discount rate | | |
| a. Discount rate - 0.5% - the liability to increase by | 96.57 | 85.44 |
| b. Discount rate + 0.5% - the liability to decrease by | (91.25) | (80.92) |
| Salary increase rate | | |
| a. Rate - 0.5% - the liability to decrease by | (87.53) | (78.04) |
| b. Rate + 0.5% - the liability to increase by | 91.54 | 81.38 |

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as and when calculating the Defined benefit recognised in the balance sheet. The methods and types of assumptions used in preparation, the sensitivity analysis did not change compared to the prior period.

**(F) Risk Exposures:**

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

**Salary Increases:** Actual salary increases will increase the Plan's liability. Increase in salary rate assumption in future will also increase the liability.

**Investment Risk:** If Plan is funded then assets and liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

**Discount Rate:** Reduction in discount rate in subsequent valuations can increase the plan's liability.

**(G) Defined benefit liability and employer contribution**

The Company monitors the deficit in defined benefit obligation (net off plan assets) and endeavour to meet such deficit within reasonable future. The objective is to ensure adequate investments of funds, at appropriate time, to generate sufficient corpus for future payments.

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 18:** | | |
| **Revenue from operations** | | |
| **Revenue from contracts with customers** | | |
| - Sale of products | | |
| (i) Finished goods | 131,603.20 | 124,495.68 |
| (ii) Stock-in-trade | 32,290.06 | 31,175.82 |
| - Total refractories management services | 118,193.72 | 118,443.53 |
| - Sale of services | 2,705.76 | 4,473.49 |
| **Total** | **284,792.74** | **278,588.52** |
| **Other operating revenues** | | |
| - Export incentives | 696.67 | 767.37 |
| - Scrap Sales | 640.11 | 785.42 |
| - Intercompany Service Income | 3,056.49 | 2,268.14 |
| | **4,393.27** | **3,820.93** |
| **Total** | **289,186.01** | **282,409.45** |

**Disaggregation of Revenue**

In the following tables, revenue is disaggregated by geography. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cashflows are affected by industry, market and other economic factors.

**Disaggregation of Revenue by Geography**

| | | |
|---|---|---|
| Within India | 250,666.81 | 249,772.16 |
| Outside India | 34,125.93 | 28,816.36 |
| **Total Revenue** | **284,792.74** | **278,588.52** |

## Notes to Standalone Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|

**Timing of Revenue Recognition**

Revenue from the sale of products is recognised at the point in time when control over the products is passed to the customers, which is determined based on the individual terms agreed in the customer contract.

Revenue from contracts for total refractory management services is recognised over time using the output method (e.g. quantity of steel produced by the customer).

Revenue from services is recognised in the accounting period in which the services are rendered.

**Performance obligations**

Revenue from the sale of products is recognised at the point in time when control over the products is passed to the customers, which is determined based on the individual terms agreed in the customer contract. Control is defined as the ability to direct the use and obtain substantially all the economic benefits from an asset.

For Refractory Management services where the transaction price depends on the customer's production tonnage, the management has determined that both supply of goods and services are not distinct as the customer expects total refractory management services from the Company, which includes supply of refractory material and its related services to produce steel. Thus, only one single performance obligation, the performance of refractory management services, exists. With regard to these contracts, revenue is recognised over time using the output method (e.g. quantity of steel produced by the customer).

Revenue from services is recognised over time, using an input method to measure progress towards completion of service, because the customer simultaneously receives and consumes the benefits provided by the Company.

**Disaggregation by timing for Revenue Recognition**

| | | |
|---|---|---|
| Point in time | 163,893.26 | 155,671.50 |
| Over the time | 120,899.48 | 122,917.02 |
| **Total Revenue** | **284,792.74** | **278,588.52** |

**Transaction price allocated to the remaining performance obligations**

Transaction price is the expected consideration to be received in exchange for transferring goods or services, to the extent that it is highly probable that there will not be a significant reversal of revenue. For Total Refractory Management Contracts, transaction price depends on the customer's production performance.

The Company has applied practical expedient in Ind AS 115. Accordingly it has not disclosed information about remaining performance obligations wherein the Company has a right to consideration from customer in an amount that directly corresponds with the value to the customer of entity's performance till date using the output method and for the other contracts which have original expected duration of one year or less.

**Reconciliation of revenue recognised with contract price**

| | | |
|---|---|---|
| **Contract price** | **280,865.19** | **274,957.48** |
| Adjustments for: | | |
| Claims and Rebates | (2,039.83) | (3,451.22) |
| Performance Bonus | 5,967.38 | 7,082.26 |
| **Revenue from contracts with customers** | **284,792.74** | **278,588.52** |

**Trade Receivables and Contract Balances**

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as Contract Asset.

A receivable is a right to consideration that is unconditional upon passage of time.

Contract assets consist of unbilled revenue which arises when the Company satisfies the performance obligation in the Refractory Management Services contracts but does not have an unconditional right to consideration as it is dependent on the certification of the report on the quantity of steel produced.

Contract liabilities consists of advances from customers. Contract liabilities are presented in note 15.

Trade receivables are presented net off impairment loss in note 5(c).

**Revenue recognised that was included in the contract liability balance at the beginning of the year**

| | | |
|---|---|---|
| Revenue from contract with customers | 315.96 | 728.38 |
| **Total** | **315.96** | **728.38** |
| **Movement in Contract Assets** | | |
| Opening balance at the beginning of the year | 20,995.38 | 26,821.82 |
| Add: Revenue recognised during the year | 284,792.74 | 278,588.52 |
| Less: Invoiced during the year | (283,890.08) | (284,414.96) |
| **Closing balance at the end of the year** | **21,898.04** | **20,995.38** |
| **Movement in Contract Liabilities** | | |
| Opening balance at the beginning of the year | 315.96 | 728.38 |
| Add: Collections during the year | 28,844.11 | 22,570.12 |
| Less: Gross Sales | (28,838.72) | (22,982.54) |
| **Closing balance at the end of the year** | **321.35** | **315.96** |

## Notes to Standalone Financial Statements

**Significant judgements in the application of the Standard**

For Refractory Management Contracts where the transaction price depends on the customer's production performance, the management has determined that both supply of goods and services are not distinct as the customer expects total refractory management services from the component, which includes supply of refractory material and its related services to produce steel. The customer expects complete refractory management for the agreed product areas in the steel plant in order to enable steel production. Thus, only one single performance obligation, performance of refractory management service, exists.

**Information about major customers**

Revenues from one major customer (March 31, 2024: two customers) represents approximately ₹ 30,142.75 lakhs (March 31, 2024: ₹ 73,830.07 lakhs) of the Company's total revenues.

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 19:** | | |
| **Other income** | | |
| **Interest Income** | | |
| Interest income on financial assets at amortised cost: | | |
| - on bank deposits | 237.74 | 159.10 |
| - on income tax refund | 82.58 | - |
| - on bill discounting | 72.92 | 96.12 |
| **Other non-operating income (net of expenses directly attributable to such income)** | | |
| Net gain on retirement of right-of-use asset (Refer note 3(b)) | - | 96.28 |
| Gain on redemption of mutual funds | 78.45 | - |
| Insurance claim | 48.78 | 155.51 |
| Miscellaneous income | 5.07 | 235.88 |
| Total | **525.54** | **742.89** |
| **Note 20:** | | |
| **Cost of materials consumed** | | |
| Opening stock | 26,411.29 | 17,904.48 |
| Addition on account of measurement period adjustment relating to business combination (Refer note 38) | - | 13.96 |
| Add: Purchases | 108,621.11 | 107,820.92 |
| | 135,032.40 | 125,739.36 |
| Less: Closing stock | 29,034.82 | 26,411.29 |
| Total | **105,997.58** | **99,328.07** |
| **Note 21:** | | |
| **Purchases of stock-in-trade** | 86,412.08 | 64,491.48 |
| Total | **86,412.08** | **64,491.48** |
| **Note 22:** | | |
| **Changes in inventories of finished goods, stock-in-trade and work-in-progress** | | |
| **Inventories at the end of the year** | | |
| Finished goods | 16,642.96 | 11,959.23 |
| Stock-in-trade | 21,246.54 | 14,369.10 |
| Work-in-progress | 4,519.94 | 4,700.97 |
| | **42,409.44** | **31,029.30** |
| **Inventories at the beginning of the year** | | |
| Finished goods | 11,959.23 | 14,087.50 |
| Addition on account of measurement period adjustment relating to business combination (Refer note 38) | - | 134.00 |
| Stock-in-trade | 14,369.10 | 23,791.63 |
| Work-in-progress | 4,700.97 | 4,088.28 |
| | **31,029.30** | **42,101.41** |
| Total | **(11,380.14)** | **11,072.11** |

## Notes to Standalone Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 23:** | | |
| **Employee benefits expense** | | |
| Salaries, wages and bonus | 22,056.49 | 20,614.36 |
| Contribution to provident and other funds (Refer note 17) | 1,043.15 | 930.00 |
| Employee share-based payment expense (Refer note 36) | 408.43 | - |
| Gratuity (Refer note 17) | 357.27 | 373.42 |
| Leave obligation | 351.27 | 445.80 |
| Staff welfare expenses | 745.38 | 695.43 |
| **Total** | **24,961.99** | **23,059.01** |
| **Note 24:** | | |
| **Finance costs** | | |
| Interest expense: | | |
| – on external commercial borrowings | 273.24 | 354.04 |
| – on bank loan | 20.89 | 638.55 |
| – on bills discounting | 128.12 | 159.34 |
| – Net exchange differences on foreign currency borrowings | 245.16 | 51.41 |
| Interest expenses on lease liabilities | 358.09 | 125.56 |
| Interest expense on Micro enterprises and small enterprises | 36.72 | 241.43 |
| Others | 9.55 | 32.77 |
| **Total** | **1,071.77** | **1,603.10** |
| **Note 25:** | | |
| **Depreciation and amortisation expense** | | |
| Depreciation on property, plant and equipment | 5,565.36 | 5,160.33 |
| Depreciation charge of right-of-use assets | 732.63 | 413.96 |
| Amortisation of intangible assets | 1,417.34 | 1,240.56 |
| **Total** | **7,715.33** | **6,814.85** |

## Notes to Standalone Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 26:** | | |
| **Other expenses** | | |
| Consumption of stores and spare parts | 4,844.00 | 4,443.91 |
| Consumption of packing materials | 4,022.96 | 3,722.48 |
| Power and fuel | 6,266.54 | 7,001.12 |
| Processing charges | 10,011.86 | 8,675.52 |
| Rent (Refer note 3(b) & 33(b)) | 785.21 | 420.51 |
| Repairs and maintenance | | |
| - Plant and machinery | 1,025.65 | 860.60 |
| - Buildings | 87.33 | 76.23 |
| - Others | 257.34 | 243.77 |
| Insurance | 1,035.30 | 791.87 |
| Rates and taxes | 55.03 | 124.47 |
| Communication costs | 219.92 | 188.72 |
| Travelling and conveyance | 1,387.81 | 1,486.11 |
| Printing and stationery | 49.12 | 38.01 |
| Freight and forwarding | 3,782.04 | 3,182.14 |
| Advertising and other expenses | 240.59 | 352.46 |
| Expenditure on corporate social responsibility (Refer note 26(b)) | 683.62 | 578.46 |
| Legal and professional fees (Refer note 26(a)) | 1,943.45 | 2,146.01 |
| Royalty | 3,124.87 | 2,874.46 |
| Commission on sales | 963.91 | 104.37 |
| Directors sitting fees | 24.50 | 21.00 |
| Bad debts written off | 56.09 | 593.22 |
| Allowance for doubtful debts - trade receivables (Net) | (8.50) | 440.58 |
| Allowance for doubtful debts - contract assets (Net) | 128.67 | 504.13 |
| Allowance/(write back) for doubtful export incentives receivable (Net) | (1.18) | 11.53 |
| Net foreign exchange differences | 983.43 | 1,203.69 |
| Loss on property, plant and equipment sold / scrapped (Net) | 215.37 | 736.54 |
| Bank charges | 48.45 | 100.80 |
| Impairment loss /(reversal) on capital work-in-progress | (6.35) | 110.67 |
| Information & technology expenses | 2,169.34 | 987.45 |
| Miscellaneous expenses | 450.23 | 385.47 |
| **Total** | **44,846.60** | **42,406.30** |
| **Note 26(a):** | | |
| **Legal and professional fees include Payment to Auditors as under:** | | |
| Payment to auditor (excluding GST) comprise | | |
| a) To statutory auditor | | |
| - for audit | 142.00 | 139.50 |
| - for limited review | 48.00 | 48.00 |
| - for certificate | 1.50 | 1.25 |
| - reimbursement of expenses | 8.41 | 10.41 |
| b) To cost auditor for cost audit | 0.90 | 0.90 |
| **Total** | **200.81** | **200.06** |

## Notes to Standalone Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 26(b):** | | |
| **Expenditure on Corporate Social Responsibility (CSR)** | | |
| Section 135(5) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, requires that the Board of Directors of every eligible company, shall ensure that the company spends, in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The details of CSR expenditure incurred are as follows: | | |
| a) Gross amount required to be spent by the Company during the year | 683.37 | 575.65 |
| Additional amount required to be spent on account of interest earned on bank deposits made out of separate CSR unspent account | - | - |
| b) Amount spent in excess of required to be spent by the Company during the year | 0.25 | 2.81 |
| c) Amount spent during the year on: | | |
| i) Construction/ acquisition of any asset | - | - |
| ii) On purposes other than (i) above | 619.29 | 774.03 |
| d) Accrual towards unspent obligation in relation to:# (Refer note 17) | | |
| - Ongoing Projects | 102.31 | 37.98 |
| e) Amount spent on CSR activities through related parties | - | - |

**Nature of CSR activities –** Education, Rural development, Skill enhancement and Health.

Details of ongoing CSR projects under Section 135(6) of the Act

| Balance as at April 01, 2024 | | Amount required to be spent during the year | Amount spent in excess of required to be spent by the Company during the year | Additional amount required to be spent on account of interest earned on bank deposits made out of separate CSR unspent account (Net of tax) | Amount Transferred to CSR unspent account | Amount spent during the period | | Balance as at March 31, 2025 | |
|---|---|---|---|---|---|---|---|---|---|
| With the Company | In separate CSR unspent account | | | | | From the Company's bank account | From separate CSR unspent account | With the Company * | In separate CSR unspent account |
| 8.98 | 41.93 | 683.37 | 0.25 | - | 8.98 | 581.30 | 44.90 | 102.32 | 6.01 |

| Balance as at April 01, 2023 | | Amount required to be spent during the year | Amount spent in excess of required to be spent by the Company during the year | Additional amount required to be spent on account of interest earned on bank deposits made out of separate CSR unspent account (Net of tax) | Amount Transferred to CSR unspent account | Amount spent during the period | | Balance as at March 31, 2024 | |
|---|---|---|---|---|---|---|---|---|---|
| With the Company | In separate CSR unspent account | | | | | From the Company's bank account | From separate CSR unspent account | With the Company * | In separate CSR unspent account |
| 199.45 | - | 575.65 | 2.81 | - | 199.45 | 569.48 | 157.52 | 8.98 | 41.93 |

* Balance with the Company has been deposited in separate bank account within the stipulated time line.

# Cumulative provision for unspent expenditure as at March 31, 2025 includes ₹ 2.63 lakhs (March 31, 2024: ₹ 29.00 lakhs) relating to previous years.

## Notes to Standalone Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 27:** | | |
| **Exceptional Item** | | |
| Impairment of investment in a subsidiary | - | 30,936.00 |
| **Total** | **-** | **30,936.00** |

The Company has equity investments in subsidiaries amounting to ₹ 186,490.66 lakhs carried at cost less accumulated impairment losses. The Company tests investment in subsidiaries for impairment on an annual basis. The management has determined the legal entities as cash-generating units (CGU). An impairment loss is recognised when the carrying amount of a CGU exceeds the recoverable value.

The recoverable amount as at March 31, 2025 of the CGUs was determined based on value-in-use calculations, which required the use of following assumptions:

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Discount rate (Weighted average cost of capital) | 12.40% | 12.30% |
| Growth rate for terminal value | 5.00% | 5.00% |

The calculations use cash flow projections based on financial budgets approved by the management covering a five-year period, extrapolated further using the estimated growth rates. These growth rates are consistent with forecasts included in industry reports specific to the industry. Management has determined the values assigned to each of the above key assumptions as follows:

| Assumption | Approach used to determine values |
|---|---|
| Discount rate (Weighted average cost of capital) | The discount rate is the weighted average of the costs of equity and debt. Cost of equity is calculated based on the risk-free rate for a ten-year Zero coupon yields curve adjusted for risk premium to reflect both the increased risk of investing in equities and the systematic risk specific to operations. Cost of debt is calculated based on the rate obtained from the market. |
| Growth rate for terminal value | Growth rate over the five-year forecast period; based on past performance and management's expectations of market development. |
| Revenue growth rate | Average annual growth rate over the five-year forecast period; based on management's expectation of market development. |

The directors and management have considered and assessed reasonably possible changes for other key assumptions and have not identified any instances that could cause the carrying amount of the CGUs to exceed its recoverable amount.

Sensitivity analysis for key assumptions used in impairment testing of Investment in subsidiary i.e. RHI Magnesita India Refractories Limited:

| Assumptions | Year ended March 31, 2025 | %age change | Impact on value in use |
|---|---|---|---|
| Discount rate (Weighted average cost of capital) | 12.40% | + 50 bps | Decrease by 12,922.40 lakhs |
| Growth rate for terminal value | 5.00% | - 50 bps | Decrease by 8,957.30 lakhs |

| Assumptions | Year ended March 31, 2024 | %age change | Impact on value in use |
|---|---|---|---|
| Discount rate (Weighted average cost of capital) | 12.30% | + 50 bps | Decrease by 13,323.73 lakhs |
| Growth rate for terminal value | 5.00% | - 50 bps | Decrease by 9,088.12 lakhs |

**Exceptional items for the year ended March 31, 2024 consist of:**

During the year ended March 31, 2024, the management has tested the investment in subsidiary for imapirment and based on comparison of the recoverable amount of CGU with the carrying amount. The Company recognised an impairment loss amounting to ₹ 30,936.00 lakhs. This loss has been disclosed as a separate line item in Statement of Profit and Loss. The impairment is primarily due to a weaker market environment in export geographies where demand has fallen significantly. Weaker demand is further exacerbated by strategic decisions to step away from low value customers and from restricted markets. Despite the realisation of synergies post-acquisition, the expected profitability of the acquired entity has been rationalised to reflect the rebasing of benefit schemes and a higher rate of inflation in local market costs which cannot be passed to customers. The above underlying impacts are expected to persist over the near and medium term, which has led to the downward revision of cash flow expectations underlying the valuation of the acquired entity.

## Notes to Standalone Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 28:** | | |
| **Tax expense** | | |
| **Current tax** | | |
| Current tax on profits for the year | 7,550.28 | 8,790.66 |
| Current tax expense relating to prior years | (107.83) | (131.27) |
| **Total current tax expense** | **7,442.45** | **8,659.39** |
| **Deferred tax** | | |
| Deferred tax expense/(benefit) | 343.60 | 319.55 |
| **Total deferred tax expense** | **343.60** | **319.55** |
| **Total Income Tax expense** | **7,786.05** | **8,978.94** |
| **Reconciliation of tax expense and accounting profit multiplied by tax rate** | | |
| **Profit/(Loss) before income tax expense** | 30,086.34 | 3,441.42 |
| Tax at the rate of 25.168% (Previous year: 25.168%) | 7,572.13 | 866.14 |
| Tax effect of amounts which are not deductible (taxable) in calculating taxable income: | | |
| Impairment of investment in subsidiary | - | 7,785.97 |
| Interest Income on QIP funds parked in short term FDs | - | 85.37 |
| Corporate social responsibility expenditure | 172.05 | 145.59 |
| Interest on micro and small enterprises | 9.24 | 60.82 |
| Others | 32.63 | 35.05 |
| **Income Tax Expense** | **7,786.05** | **8,978.94** |

### Note 29: Fair value measurement

Financial Instruments by category

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | FVPL | Amortised cost | FVPL | Amortised cost |
| **Financial assets** | | | | |
| **Non-current** | | | | |
| Security deposits | - | 554.23 | - | 504.34 |
| Other financial assets | - | 24.64 | - | 240.87 |
| **Current** | | | | |
| Trade receivables | - | 60,624.72 | - | 70,140.98 |
| Cash and cash equivalents | - | 7,094.10 | - | 3,215.62 |
| Bank balances other than above | - | 245.52 | - | 246.80 |
| Other financial assets | - | 1,408.71 | - | 1,278.07 |
| **Total Financial Assets** | **-** | **69,951.92** | **-** | **75,626.68** |
| **Financial liabilities** | | | | |
| **Non-current** | | | | |
| Lease liabilities | - | 4,248.35 | - | 3,835.16 |
| **Current** | | | | |
| Borrowings | - | - | - | 7,085.31 |
| Lease liabilities | | 285.62 | - | 194.45 |
| Trade payables | - | 52,850.42 | - | 49,145.55 |
| Other financial liabilities | - | 2,787.22 | - | 4,019.83 |
| **Total Financial Liabilities** | **-** | **60,171.61** | **-** | **64,280.30** |

The carrying amounts of trade receivables, trade payables, current borrowings, other current financial assets & liabilities, bank balances and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

The fair value of non-current financial assets and financial liabilities carried at amortised cost is substantially same as their carrying amount.

# Notes to Standalone Financial Statements

## Note 30:

## Financial Risk Management

The Company's activities expose it to credit risk, liquidity risk and market risk.

The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policies accordingly. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

| Risk | Exposure arising from | Measurement | Management |
|---|---|---|---|
| Credit risk | Cash and bank balances, Trade receivables, Contract assets, Other Financial Assets measured at amortised cost | Ageing analysis Credit ratings | Diversification of bank deposits and periodic monitoring of realisable value of assets. Business with customers with reliable credit rating in the market. |
| Liquidity risk | Borrowings, Trade payables and Other Financial liabilities | Rolling Cash flow forecasts | Availability of adequate cash, liquid assets, committed credit lines and borrowing facilities. |
| Market risk — foreign exchange | Recognised financial assets and liabilities not denominated in Indian rupee (Rs) | Cash flow forecasting's Sensitivity analysis | Regular monitoring to keep the net exposure at an acceptable level, with an option of taking forward foreign exchange contracts if deemed necessary. Natural hedging by maintaining balances between receivables and payables within same currency. |
| Market risk — Interest rate | Borrowings with floating rate of interest | Cash flow forecasting's Sensitivity analysis | Regular monitoring to keep the net exposure at an acceptable level. |

### A. Credit Risk

Credit risk on cash and cash equivalent and bank balances is not significant as it majorly includes deposits with bank and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Other financial assets primary includes security deposits given to lessors. These deposits are given in the normal course of the business operations.

Credit risk arise from possibility that customer may default on its obligation to make timely payments, resulting into financial loss. The maximum exposure to the credit risk is primarily from trade receivable and contract assets.

The credit risk is managed by the Company through credit term approvals, establishing the financial reliability of the customers taking into account the financial condition, analysis of historical bad debts and ageing of account receivables. Outstanding customer receivables are regularly monitored. Individual credit terms are set accordingly by the Company's credit control department.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled revenue and retention money pending due on completion of performance obligation and have substantially the same risk characteristics as the trade receivables for the same types of contracts. To address the risk of any potential non recovery from trade receivables, the Company has the practice of reviewing debtors having balances outstanding for more than 180 days as at period end and consider them for provision for bad and doubtful debts. Besides this, wherever there is specific evidence about the deteriorating financial position, downfall in business, intention to not pay or other similar factors of the customer, the management reviews the underlying facts and merits of such cases to evaluate the need to adjust provision, as computed based on ageing analysis. This provision, based on collective analysis, is sufficient to cover the entire lifetime loss of revenues recognised including those that are currently less than 180 days outstanding and not provided for.

## Notes to Standalone Financial Statements

### Ageing of trade receivables:

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Category | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Not due | 45,511.58 | 43,825.85 |
| Less than 6 months | 13,912.81 | 26,229.28 |
| 6 months - 1 year | 1,086.08 | 593.64 |
| 1-2 years | 845.52 | 206.86 |
| 2-3 years | 69.31 | 356.63 |
| More than 3 years | 318.95 | 56.75 |
| Total | **61,744.25** | **71,269.01** |

### Loss allowance as at March 31, 2025

| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Gross carrying amount - Trade receivable | 45,511.58 | 13,912.81 | 1,086.08 | 845.52 | 69.31 | 318.95 | 61,744.25 |
| Gross carrying amount - Contract assets | 22,538.20 | - | - | - | - | - | 22,538.20 |
| Expected loss rate | (1.48%) | (0.75%) | (9.85%) | (18.40%) | (100.00%) | (100.00%) | |
| Expected credit losses - Trade receivable | (365.01) | (103.71) | (106.97) | (155.58) | (69.31) | (318.95) | (1,119.53) |
| Expected credit losses - Contract assets | (640.16) | - | - | - | - | - | (640.16) |
| **Carrying amount of trade receivable (net of impairment)** | **45,146.57** | **13,809.10** | **979.11** | **689.94** | **-** | **-** | **60,624.72** |
| **Carrying amount of contract assets (net of impairment)** | **21,898.04** | **-** | **-** | **-** | **-** | **-** | **21,898.04** |

### Loss allowance as at March 31, 2024

| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Gross carrying amount - Trade receivable | 43,825.85 | 26,229.28 | 593.64 | 206.86 | 356.63 | 56.75 | 71,269.01 |
| Gross carrying amount - Contract assets | 21,506.87 | - | - | - | - | - | 21,506.87 |
| Expected loss rate | (0.78%) | (1.13%) | (40.29%) | (86.52%) | (100.00%) | (100.00%) | |
| Expected credit losses - Trade receivable | - | (296.48) | (239.19) | (178.98) | (356.63) | (56.75) | (1,128.03) |
| Expected credit losses - Contract assets | (511.49) | - | - | - | - | - | (511.49) |
| **Carrying amount of trade receivable (net of impairment)** | **43,825.85** | **25,932.80** | **354.45** | **27.88** | **-** | **-** | **70,140.98** |
| **Carrying amount of contract assets (net of impairment)** | **20,995.38** | **-** | **-** | **-** | **-** | **-** | **20,995.38** |

### Allowance for doubtful debts-trade receivables

| Particulars | Amount (in ₹ Lakhs) |
|---|---|
| **Allowance as on April 1, 2023** | **687.45** |
| Changes in loss allowance (Refer note 26) | 440.58 |
| **Allowance as on March 31, 2024** | **1,128.03** |
| Changes in loss allowance (Refer note 26) | (8.50) |
| **Allowance as on March 31, 2025** | **1,119.53** |

## Notes to Standalone Financial Statements

### Allowance for contract assets

| Particulars | Amount (in ₹ Lakhs) |
|---|---|
| **Allowance as on April 1, 2023** | **7.36** |
| Changes in loss allowance (Refer note 26) | 504.13 |
| **Allowance as on March 31, 2024** | **511.49** |
| Changes in loss allowance (Refer note 26) | 128.67 |
| **Allowance as on March 31, 2025** | **640.16** |

### B. Liquidity Risk:

Liquidity risk is the risk that the Company will not be able to settle or meet its obligations on time. The Company's primary sources of liquidity are cash generated from operations. The cash flows from operating activities are driven primarily by operating results and changes in the working capital requirements.

The Company believes that its liquidity position is adequate to fund the operating and investing needs and to provide with flexibility to respond to further changes in the business environment.

**(i) Financing arrangements**

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Floating rate** | | |
| Expiring within one year (bank overdraft and other facilities) | 13,313.91 | 12,536.08 |
| **Total** | **13,313.91** | **12,536.08** |

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time and have an average maturity of less than 1 year (March 31, 2024 — 1 year).

**(ii) Maturities of financial liabilities:**

The amounts disclosed in the table are the contractual undiscounted cash flows.

| Contractual maturities of financial liabilities | Less than 1 Year | 1-2 Years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| **March 31, 2025** | | | | | |
| Trade payables | 52,850.42 | - | - | - | **52,850.42** |
| Lease liabilities | 661.27 | 646.57 | 769.01 | 5,903.57 | **7,980.42** |
| Other financial liabilities - current | 2,787.22 | - | - | - | **2,787.22** |
| **March 31, 2024** | | | | | |
| Borrowings | 7,350.84 | - | - | - | **7,350.84** |
| Trade payables | 49,145.55 | - | - | - | **49,145.55** |
| Lease liabilities | 538.47 | 531.15 | 538.63 | 5,922.90 | **7,531.15** |
| Other financial liabilities - current | 4,019.83 | - | - | - | **4,019.83** |

### C. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises two types of risk: foreign currency risk and interest rate risk. Financial instruments affected by market risks include borrowings, foreign currency receivables and payables.

**(i) Foreign currency risk:** The Company operates internationally and is exposed to foreign exchange risk in relation to operating activities (when revenue or expense is denominated in a foreign currency) arising from foreign currency transactions, primarily with respect to the USD and EUR. The Company manages the exposure through natural hedging, by maintaining appropriate balances of receivables and payables within same currency. The Company also has policies to enter into foreign currency financial contracts in order to manage the impact of changes in foreign exchange rates on the results of operations and future foreign currency denominated cash flows. Forward exchange contracts are not intended for trading or speculative purposes but only for hedge purposes.

## Notes to Standalone Financial Statements

### Foreign currency risk exposure

### Particulars of unhedged foreign currency exposure in ₹ (In Lakhs)

| Purpose | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | USD | EUR | CHF | USD | EUR | CHF |
| Borrowings | - | - | - | - | 90.38 | - |
| Trade payables | 23,484.01 | 1,084.04 | 47.70 | 26,738.00 | 1,688.99 | 301.95 |
| Payables on purchase of property, plant and equipment | 2.86 | 7.02 | - | 6.02 | 162.61 | - |
| **Net exposure to foreign currency risk (Liabilities)** | **23,486.87** | **1,091.06** | **47.70** | **26,744.02** | **1,941.98** | **301.95** |
| Trade receivables | 9,442.47 | 373.15 | - | 5,271.84 | 365.42 | - |
| **Net exposure to foreign currency risk (Assets)** | **9,442.47** | **373.15** | **-** | **5,271.84** | **365.42** | **-** |

### Particulars of unhedged foreign currency exposure in ₹ (In Lakhs)

| Purpose | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | EUR | EUR |
| Borrowings | - | 6,246.20 |

| Sensitivity to risk: | Impact on Profit (Net of tax) Increase/(Decrease) | |
|---|---|---|
| Purpose | Year ended March 31, 2025 | Year ended March 31, 2024 |
| USD sensitivity | | |
| INR/USD - Increase by 5% | (525.49) | (803.40) |
| INR/USD - Decrease by 5% | 525.49 | 803.40 |
| Euro sensitivity | | |
| INR/EURO - Increase by 5% | (26.86) | (58.99) |
| INR/EURO - Decrease by 5% | 26.86 | 58.99 |
| CHF sensitivity | | |
| INR/CHF - Increase by 5% | (1.78) | (11.30) |
| INR/CHF - Decrease by 5% | 1.78 | 11.30 |

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

**Interest Rate Exposure**

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are included in the table below. As at the end of the reporting period, the Company had the following variable rate borrowings:

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Weighted average interest rate (%) | % of total loans | Balance | Weighted average interest rate (%) | % of total loans | Balance |
| Borrowings | 6.47% | NA | - | 5.99% | 100.00% | 7,085.31 |

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates:

| Particulars | Impact on Profit (Net of tax) Increase/(Decrease) | |
|---|---|---|
| | Year ended March 31, 2025 | Year ended March 31, 2024 |
| **Borrowings** | | |
| Interest rate - Increase by 1% | - | (53.02) |
| Interest rate - Decreases by 1% | - | 53.02 |

## Notes to Standalone Financial Statements

### Note 31:
### Capital management

#### A. Risk Management

The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that it can continue to provide adequate returns to the shareholders.

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through efficient allocation of capital towards business needs, optimisation of working capital requirements and deployment of surplus funds into fixed deposits.

The management of the Company reviews the capital structure of the Company on regular basis. As part of this review, the Board considers the status of debts, cost of capital and movement in the working capital.

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Net Debt (Refer note 12) | (2,560.13) | 7,899.30 |
| Share capital | 2,065.01 | 2,065.01 |
| Other equity | 405,480.85 | 388,094.44 |
| **Total Equity** | **407,545.86** | **390,159.45** |
| **Gearing ratio** | **(0.63%)** | **2.02%** |

#### B. Dividend

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (i) Equity shares<br>Final Dividend for the year March 31, 2024 of ₹ 2.50 (March 31, 2023 - ₹ 2.50) per fully paid share | 5,162.54 | 5,162.54 |
| **(ii) Dividend not recognised at the end of the reporting period**<br>In addition to the above dividends, the directors have recommended the payment of a final dividend of ₹ 2.50 per fully paid equity share (March 31, 2024 of ₹ 2.50) in its meeting held on May 28, 2025 (May 29, 2024). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 5,162.54 | 5,162.54 |

### Note 32:
### Contingent Liabilities

#### Claims against the Company not acknowledged as debts

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Demand from income tax | 479.40 | 318.00 |
| Demand from excise, service tax and Goods and Services Tax | 2,333.94 | 2,224.04 |
| Demand from customs authorities | 291.87 | 291.87 |
| Demand from central sales tax | 3.12 | 3.12 |
| **Total** | **3,108.33** | **2,837.03** |

**Notes:**

(i) No provision is considered necessary since the Company expects favourable decisions.

(ii) Paid under protest of ₹ 164.18 lakhs (March 31, 2024 ₹ 116.35 lakhs)

These represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately. The Company engages professional advisors to protect its interests and has been advised that it has strong legal positions against such disputes. It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

# Notes to Standalone Financial Statements

## Note 33 (a):

## Capital and other commitments:

(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances):

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Property, plant and equipment | 7,220.99 | 3,776.47 |

(ii) The Company has other commitments, for purchases/sales orders which are issued after considering requirements per operating cycle for purchase/sale of goods and services and employee benefits, in normal course of business.

(iii) The Company has long-term contracts for which there were no material foreseeable losses.

## Note 33 (b):

## Operating Leases

The Company's cancellable operating lease arrangements mainly consists of offices, guest house and warehouse for period of less than 11 months. Terms of lease include terms for renewal, increase in rent in future periods and terms of cancellation (refer note 26).

## Note 34:

## Earnings per share

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| (a) Basic earnings/(loss) per share (₹) | 10.80 | (2.69) |
| (b) Diluted earnings/(loss) per share (₹) | 10.80 | (2.69) |
| | | |
| **Profit / (Loss) used for calculating earnings per share** | | |
| Profit / (Loss) attributable to the equity holders of the Company used in calculating Basic Earnings per share | 22,300.29 | (5,537.52) |
| Profit / (Loss) attributable to the equity holders of the Company used in calculating Diluted Earnings per share | 22,300.29 | (5,537.52) |
| | | |
| **Weighted average number of shares used as denominator** | | |
| Weighted average number of equity shares used as the denominator in calculating basic earnings / (loss) per share | 206,501,426.00 | 205,669,267.23 |
| Weighted average number of equity shares used as the denominator in calculating diluted earnings (loss) per share | 206,501,426.00 | 205,669,267.23 |

Note: There are no dilutive instruments.

## Notes to Standalone Financial Statements

### Note 35:
### Related Party Transactions

**(a) List of Related Parties**

**(i) Parent entities**

The Company is controlled by the followin :

| Name | Type | Place of Incorporation | Ownership Interest (in %) | |
|---|---|---|---|---|
| | | | As at March 31, 2025 | As at March 31, 2024 |
| RHI Magnesita N.V., Austria | Ultimate holding company | Austria | - | - |
| Veitscher Vertriebsgesellschaft m.b.H., Austria | Intermediate holding company | Austria | - | - |
| Dutch US Holding B.V., Netherlands | Subsidiary of intermediate holding company | Netherlands | 40.03% | 40.03% |
| Dutch Brasil Holding B.V., Netherlands | Subsidiary of intermediate holding company | Netherlands | 9.99% | 9.99% |

**(ii) Key managerial personnel (KMP)**

Mr. Parmod Sagar, Chairman, Managing Director & CEO w.e.f. November 12, 2024 (earlier, Managing Director & CEO)
Dr. Vijay Sharma, Chairman (till November 11, 2024)
Mr. Azim Syed, Whole-time Director and Chief Financial Officer w.e.f. May 28, 2025 (earlier, Chief Financial Officer w.e.f. May 1, 2024)
Ms. Vijaya Gupta, Chief Financial Officer (till April 30, 2024)
Mr. Sanjay Kumar, Company Secretary
Mr. Gustavo Lucio Goncalves Franco, Director
Ms. Ticiana Kobel, Director
Mr. Erwin Jankovits, Director (till November 7, 2024)
Mr. Kamal Sarda, Non-Executive & Independent Director (w.e.f. August 14, 2024)
Ms. Sonu Chadha, Non-Executive & Independent Director
Mr. Nazim Sheikh, Non-Executive & Independent Director
Mr. Priyabrata Panda (Non-Executive & Independent Director w.e.f May 28, 2025)

**(iii) Fellow subsidiaries with whom the Company had transactions**

Dutch US Holding B.V., Netherlands
Dutch Brasil Holding B.V., Netherlands
Refractory Intellectual Property GmbH & Co KG
RHI Magnesita GmbH
RHI Urmitz AG & Co KG
Magnesita Refractories Private Limited
VRD Americas B.V. Netherlands
Magnesita Refractories Middle East FZE
RHI Magnesita Switzerland AG (formerly known as RHI Magnesita Interstop AG)
Agellis Group AB, Lund, Sweden
RHI Magnesita Duetchland AG
RHI Refractories (Dalian) Co Ltd.
RHI Magnesita D.O.O.
Magnesita Refratários S.A
Sapref Refractory Products Ltd

**(iv) Subsidiaries**

Intermetal Engineers (India) Private Limited (100%)
RHI Magnesita India Refractories Limited (100%)
RHI Magnesita Seven Refractories Limited (100%)

**(v) Entity holding equity shares more than 10%**

Dalmia Bharat Refractories Limited

**(vi) Relative of KMP**

Mr. Christophar Parvesh

RHI MAGNESITA

## Notes to Standalone Financial Statements

### Note 35 contd:

**(b) Related Party Transactions**

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Relationship | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Dividend paid** | | | |
| Dutch US Holding B.V., Netherlands | Fellow Subsidiary | 2,066.70 | 2,066.70 |
| Dutch Brasil Holding B.V., Netherlands | Fellow Subsidiary | 515.52 | 515.52 |
| VRD Americas B.V. Netherlands | Fellow Subsidiary | 312.60 | 312.60 |
| Dalmia Bharat Refractories Limited | Entity holding equity shares more than 10% | 675.50 | 675.50 |
| **Total** | | **3,570.32** | **3,570.32** |
| **Sale of products** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 30,142.75 | 25,187.63 |
| RHI Urmitz AG & Co KG | Fellow Subsidiary | 1,023.07 | 1,244.96 |
| RHI Magnesita India Refractories Limited | Subsidiary | 7,431.77 | 9,704.07 |
| RHI Magnesita Seven Refractories Limited | Subsidiary | 398.31 | 80.61 |
| RHI Magnesita D.O.O. | Fellow Subsidiary | 36.16 | - |
| Intermetal Engineers (India) Private Limited | Subsidiary | 0.85 | - |
| **Total** | | **39,032.91** | **36,217.27** |
| **Purchase of material and stock-in-trade** | | | |
| Intermetal Engineers (India) Private Limited | Subsidiary | 40.63 | 47.96 |
| Magnesita Refractories Middle East FZE | Fellow Subsidiary | 19.08 | 14.06 |
| RHI Magnesita GmbH | Fellow Subsidiary | 38,575.53 | 29,427.28 |
| RHI Magnesita India Refractories Limited | Subsidiary | 11,402.13 | 5,420.63 |
| RHI Magnesita Switzerland AG | Fellow Subsidiary | 155.26 | 132.23 |
| RHI Magnesita Seven Refractories Limited | Subsidiary | 2,213.49 | 550.32 |
| **Total** | | **52,406.12** | **35,592.48** |
| **Purchase of spares** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 517.51 | 444.89 |
| RHI Magnesita Switzerland AG | Fellow Subsidiary | 313.35 | 620.46 |
| RHI Magnesita India Refractories Limited | Subsidiary | 19.19 | - |
| **Total** | | **850.05** | **1,065.35** |
| **Purchase of property, plant and equipment** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 292.19 | 253.97 |
| RHI Magnesita Switzerland AG | Fellow Subsidiary | 1,861.86 | 717.13 |
| RHI Magnesita India Refractories Limited | Subsidiary | 17.14 | 157.23 |
| Intermetal Engineers (India) Private Limited | Subsidiary | 9.60 | - |
| Agellis Group AB, Lund, Sweden | Fellow Subsidiary | 417.53 | - |
| **Total** | | **2,598.32** | **1,128.33** |
| **Repayment of ECB Loan** | | | |
| VRD Americas B.V. Netherlands | Fellow Subsidiary | 6,246.20 | - |
| **Total** | | **6,246.20** | **-** |
| **Recovery of collections by related party** | | | |
| RHI Magnesita India Refractories Limited | Subsidiary | 89.60 | - |
| RHI Magnesita Seven Refractories Limited | Subsidiary | 91.64 | - |
| **Total** | | **181.24** | **-** |

## Notes to Standalone Financial Statements

### Note 35 Contd:

**(b) Related Party Transactions**

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Relationship | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Refund of collections to related party** | | | |
| RHI Magnesita India Refractories Limited | Subsidiary | 611.75 | - |
| RHI Magnesita Seven Refractories Limited | Subsidiary | 59.10 | - |
| **Total** | | **670.85** | **-** |
| **Intercompany Service Income** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 3,056.49 | 2,268.14 |
| **Total** | | **3,056.49** | **2,268.14** |
| **Employee share-based payment expense** | | | |
| RHI Magnesita N.V. | Ultimate holding company | 408.43 | - |
| **Total** | | **408.43** | **-** |
| **Managerial remuneration*** | | | |
| Mr. Parmod Sagar | KMP | 555.02 | 587.55 |
| Mr. Azim Syed | KMP | 439.23 | - |
| Ms.Vijaya Gupta | KMP | 16.78 | 213.44 |
| Mr. Sanjay Kumar | KMP | 44.37 | 32.23 |
| **Total** | | **1,055.40** | **833.22** |

*The amount of managerial remuneration does not include the following:

a) Amount attributed towards shares option plan issued by RHI Magnesita N.V. Also refer note 36.

b) As gratuity, compensated absences and long-term service award are computed for all employees in aggregate based on the actuarial valuation carried out for the Company as a whole, and accordingly the amount related to key managerial personnel has not been separately identified and disclosed.

c) Out of this, ₹ 271.38 lakhs (March 31, 2024: ₹ 237.41 lakhs) recovered from RHI Mganesita India Refractories Limited and RHI Magnesita Seven Refractories Limited.

| Particulars | Relationship | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Salary** | | | |
| Mr. Christophar Parvesh | Relative of KMP | 13.26 | 12.88 |
| **Total** | | **13.26** | **12.88** |
| **Sitting fees to the Independent Directors** | | | |
| Sitting Fees | Independent Directors | 24.50 | 21.00 |
| **Total** | | **24.50** | **21.00** |
| **Royalty** | | | |
| Refractory Intellectual Property GmbH & Co KG | Fellow Subsidiary | 1,447.74 | 2,874.46 |
| RHI Magnesita GmbH | Fellow Subsidiary | 1,677.13 | - |
| **Total** | | **3,124.87** | **2,874.46** |
| **Information Technology Expenses*** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 2,847.04 | 1,538.84 |
| [Out of which ₹ 689.43 lakhs (March 31, 2024 ₹ 589.30 lakhs) recovered from RHI Mganesita India Refractories Limited, RHI Magnesita Seven Refractories Limited and Intermetal Engineers (India) Private Limited] | | | |
| **Total** | | **2,847.04** | **1,538.84** |

## Notes to Standalone Financial Statements

### Note 35 Contd:

**(b) Related Party Transactions Contd,**

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Relationship | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Commission on sales** | | | |
| Sapref Refractory Products Ltd | Fellow Subsidiary | 852.47 | - |
| **Total** | | **852.47** | **-** |
| **Expenses reimbursement received** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 223.88 | 184.87 |
| RHI Magnesita India Refractories Limited | Subsidiary | 1,211.34 | 1,325.15 |
| RHI Magnesita Seven Refractories Limited | Subsidiary | 112.11 | 27.06 |
| Intermetal Engineers (India) Private Limited | Subsidiary | 5.27 | - |
| RHI Magnesita N.V. | Ultimate holding company | 184.75 | - |
| Magnesita Refractories Private Limited | Fellow Subsidiary | 3.48 | - |
| **Total** | | **1,740.83** | **1,537.08** |
| **Expenses reimbursement paid** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 260.99 | 206.34 |
| RHI Magnesita India Refractories Limited | Subsidiary | 137.43 | - |
| Magnesita Refractories Middle East FZE | Fellow Subsidiary | 72.71 | 41.59 |
| Refractory Intellectual Property GMbH & Co KG | Fellow Subsidiary | - | 1,624.68 |
| RHI Magnesita Duetchland AG | Fellow Subsidiary | - | 24.87 |
| RHI Refractories (Dalian) Co Ltd. | Fellow Subsidiary | - | 0.48 |
| Magnesita Refratários S.A | Fellow Subsidiary | 8.91 | - |
| **Total** | | **480.04** | **1,897.96** |
| **Interest Expenses** | | | |
| VRD Americas B.V. Netherlands | Fellow Subsidiary | 273.24 | 354.04 |
| **Total** | | **273.24** | **354.04** |

**(c) Outstanding balances**

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

| Particulars | Relationship | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Trade Payables:** | | | |
| Refractory Intellectual Property GmbH & Co KG | Fellow Subsidiary | 32.20 | 6,243.55 |
| Intermetal Engineers (India) Private Limited | Subsidiary | 7.94 | 7.37 |
| RHI Magnesita Switzerland AG | Fellow Subsidiary | 269.67 | 1,815.92 |
| RHI Magnesita GmbH | Fellow Subsidiary | 11,834.35 | 15,397.02 |
| Magnesita Refractories Middle East FZE | Fellow Subsidiary | 87.17 | 102.98 |
| Magnesita Refractories Private Limited | Fellow Subsidiary | 1.18 | 1.18 |
| RHI Magnesita India Refractories Limited | Subsidiary | 3,859.42 | 1,604.43 |
| RHI Magnesita Seven Refractories Limited | Subsidiary | 503.00 | 242.20 |
| Agellis Group AB, Lund, Sweden | Fellow Subsidiary | 432.56 | 14.04 |
| RHI Magnesita Duetchland AG | Fellow Subsidiary | - | 24.87 |
| RHI Refractories (Dalian) Co Ltd. | Fellow Subsidiary | - | 0.48 |
| RHI Magnesita N.V. | Fellow Subsidiary | - | - |
| Sapref Refractory Products Ltd | Fellow Subsidiary | 767.22 | - |
| **Total** | | **17,794.71** | **25,454.04** |

## Notes to Standalone Financial Statements

### Note 35 Contd:

**(c) Outstanding balances**

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Relationship | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Trade Receivables:** | | | |
| RHI Urmitz AG & Co KG | Fellow Subsidiary | 365.18 | 71.31 |
| RHI Magnesita GmbH | Fellow Subsidiary | 8,827.64 | 5,367.60 |
| RHI Magnesita India Refractories Limited | Subsidiary | 1,208.33 | 5,429.13 |
| RHI Magnesita Trading B.V | Fellow Subsidiary | - | - |
| RHI Magnesita Seven Refractories Limited | Fellow Subsidiary | 412.26 | 0.16 |
| RHI Magnesita D.O.O. | Fellow Subsidiary | 38.48 | - |
| **Total** | | **10,851.89** | **10,868.20** |
| **Other Financial Assets - Other Receivables** | | | |
| RHI Magnesita India Refractories Limited | Subsidiary | 981.55 | 1,192.64 |
| RHI Magnesita Seven Refractories Limited | Subsidiary | 57.97 | 24.35 |
| RHI Magnesita N.V. | Ultimate holding company | 186.44 | - |
| RHI Magnesita GmbH | Fellow Subsidiary | 117.24 | - |
| Magnesita Refractories Private Limited | Fellow Subsidiary | 2.74 | - |
| Intermetal Engineers (India) Private Limited | Subsidiary | 5.27 | - |
| **Total** | | **1,351.21** | **1,216.99** |
| **External Commercial Borrowings** | | | |
| VRD Americas B.V, Netherlands | Fellow Subsidiary | - | 6,336.58 |
| **Total** | | **-** | **6,336.58** |
| **Investment:** | | | |
| Intermetal Engineers (India) Private Limited | Subsidiary | 1,012.52 | 1,012.52 |
| RHI Magnesita India Refractories Limited (Net of Impairment) | Subsidiary | 185,478.14 | 185,478.14 |
| **Total** | | **186,490.66** | **186,490.66** |
| **Capital contribution from ultimate holding company for share-based payment expense** | | | |
| RHI Magnesita N.V. | Ultimate holding company | 279.17 | - |
| **Total** | | **279.17** | **-** |
| **Payable towards share-based payment** | | | |
| RHI Magnesita N.V. | Ultimate holding company | 129.26 | - |
| **Total** | | **129.26** | **-** |
| **Other transactions** | | | |
| Guarantee given to Bank by RHI Magnesita GmbH | Fellow Subsidiary | 13,812.98 | 10,784.81 |
| **Total** | | **13,812.98** | **10,784.81** |

Terms and conditions of transactions with related parties: All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis. All outstanding receivable balances are unsecured and repayable in cash. Further, no loss allowances were made against such balances.

## Notes to Standalone Financial Statements

### Note 36:

**Employee share-based payment expense**

RHI Magnesita N.V. (Ultimate Holding Group) has implemented a share option plan for the members of senior management including of the Group. Each share option converts into one ordinary share of RHI Magnesita N.V. on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry rights to dividends but no voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry. The number of options granted is calculated in accordance with the performance-based formula approved by the shareholders of the Ultimate Holding Group. The vesting period for each share option plan is three years. If the options remain unexercised after a period of seven years from the vesting date the, options expire. Options are forfeited if the employee leaves the Group before the options vest. The allocation of share option plan has been made by the Ultimate Holding Group pursuant to the following plans:

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Plans details | Grant date | Vesting Date (Vesting period) | Exercise price | Number of share options | |
|---|---|---|---|---|---|
| | | | | As at March 31, 2025 | As at March 31, 2024 |
| Equity-settled share option plan 2021 | 15-Mar-21 | 15-Mar-24 (3 years) | nil | - | 3,609 |
| Equity-settled share option plan 2022 | 08-Mar-22 | 08-Mar-25 (3 years) | nil | - | 7,976 |
| Equity-settled share option plan 2023 | 06-Mar-23 | 06-Mar-26 (3 years) | nil | 9,311 | 10,275 |
| Equity-settled share option plan 2024 | 28-Mar-24 | 28-Mar-27 (3 years) | nil | 5,267 | 5,723 |
| Equity-settled share option plan 2025 | 28-Mar-25 | 28-Mar-28 (3 years) | nil | 12,029 | - |
| | | | Total | **26,607** | **27,583** |

i) **Summary of share options outstanding under the plan:**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | Number of share options | |
| Opening balance | 27,583 | 13,326 |
| Granted during the year | 18,865 | 17,081 |
| Exercised during the year* | (16,918) | (1,443) |
| Forfeited during the year | (2,923) | (1,381) |
| **Closing Balance** | **26,607** | **27,583** |

* The shares granted under the RHI Magnesita Long-Term Incentive Plan (Equity-Settled Share Option Plan 2022) ('the Plan') have completed their vesting as of March 31, 2025. Accordingly, the equity contribution from the parent, recognised over the vesting period and amounting to INR 129.26 lakhs, has been recorded as an intercompany payable as at March 31, 2025.

ii) **Fair value of share options granted by the Group under each scheme:**

| Grant Date | Fair Value (Euro) | Scheme Name |
|---|---|---|
| March 15, 2021 | 48.28 | Equity-settled share option plan 2021 |
| March 8, 2022 | 25.86 | Equity-settled share option plan 2022 |
| March 6, 2023 | 26.40 | Equity-settled share option plan 2023 |
| March 28, 2024 | 35.32 | Equity-settled share option plan 2024 |
| **March 28, 2025** | **32.50** | **Equity-settled share option plan 2025** |

The expense related to share-based payment debited in the Statement of Profit and Loss is ₹ 408.43 lakhs.

# Notes to Standalone Financial Statements

## Note 37:

### Due to micro and small enterprises

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (i) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end * | 5,205.53 | 5,260.08 |
| (ii) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end | 369.07 | 332.35 |
| (iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year | 7,701.94 | 16,916.17 |
| (iv) Interest paid, under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year | - | - |
| (v) Interest paid, other than under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year | - | - |
| (vi) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act | 22.67 | 210.22 |
| (vii) Interest accrued and remaining unpaid at the end of the accounting year | 369.07 | 332.35 |
| (viii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act. | - | - |

* Details of dues to micro enterprises and small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are based on information made available to the Company.

## Note 38: Business Combination

### Acquisition of refractory business of Hi-Tech Chemicals Limited

On October 18 , 2022, the Board of Directors of the Company approved the acquisition of the refractory business of Hi-Tech Chemicals Limited by way of a slump sale on a going concern basis and executed the Business Transfer Agreement (BTA). The Company had completed the acquisition of the refractory business on January 31, 2023 for a cash consideration of ₹ 88,414.51 lakhs. Acquired business primarily engaged in manufacturing and supply refractories, isostatically pressed ceramics, slide gate plates and other allied products and has manufacturing facility in Jamshedpur, Jharkhand.

This transaction was accounted for as per acquisition method specified in Ind AS 103 and accordingly, the difference of ₹ 31,091.69 lakhs between the purchase consideration of ₹ 88,414.51 lakhs and fair value of net assets of ₹ 57,322.82 lakhs was recognised as goodwill. Acquisition-related costs are expensed as incurred. The goodwill is attributable to the workforce and capability of the business to economies of scale expected from combining the operations resulting in increase in profitability of the acquired business. It will not be deductible for tax purpose.

During the year ended March 31, 2024, the Company has completed the determination of the fair value of assets and liabilities acquired as part of the above acquisition. The fair value of the assets and liabilities recognised at the date of acquisition are as follows:

| Particulars | Provisional amount as at acquisition date | Measurement period adjustments | Fair value post completion of measurement period |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 11,330.79 | - | 11,330.79 |
| Right-of-use assets | 6,925.68 | - | 6,925.68 |
| Capital work-in-progress | 1,466.09 | 17.19 | 1,483.28 |
| Other Intangible assets (Customer relationship) | 16,328.32 | 4,774.68 | 21,103.00 |
| **Financial assets** | | | |
| (i) Other financial assets | 71.64 | (0.30) | 71.34 |
| (ii) Other non-current assets | 169.86 | (29.05) | 140.81 |
| **Total non-current assets** | **36,292.38** | **4,762.52** | **41,054.90** |

## Notes to Standalone Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Provisional amount as at acquisition date | Measurement period adjustments | Fair value post completion of measurement period |
|---|---|---|---|
| **Current assets** | | | |
| Inventories | 6,798.54 | 147.96 | 6,946.50 |
| Financial assets | | | |
| (i) Trade receivables | 11,858.37 | - | 11,858.37 |
| (ii) Other financial assets | 7.77 | (1.22) | 6.55 |
| Other current assets | 62.83 | (2.56) | 60.27 |
| **Total current assets** | **18,727.51** | **144.18** | **18,871.69** |
| **Total Assets assumed** | **55,019.89** | **4,906.70** | **59,926.59** |
| | | | |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| (i) Lease liabilities | 63.40 | - | 63.40 |
| Deferred tax liabilities (net) | 2,922.20 | (1,198.31) | 1,723.89 |
| **Total non-current liabilities** | **2,985.60** | **(1,198.31)** | **1,787.29** |
| | | | |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| (i) Trade payables | 644.03 | - | 644.03 |
| (ii) Other financial liabilities | 158.93 | (4.79) | 154.14 |
| Employee benefit obligations | 18.31 | - | 18.31 |
| **Total current liabilities** | **821.27** | **(4.79)** | **816.48** |
| **Total liabilities assumed** | **3,806.87** | **(1,203.10)** | **2,603.77** |
| **Net identifiable net assets acquired at fair value (A)** | **51,213.02** | **6,109.80** | **57,322.82** |
| **Purchase Consideration (B)** | **87,937.65** | **476.86** | **88,414.51** |
| **Goodwill acquired on acquisition (B-A)** | **36,724.63** | **(5,632.94)** | **31,091.69** |

**Note:**

Measurements period adjustments are on account of changes in the assumptions used in the determination of fair valuation of customer relationships, reassessment of deferred tax liability on the fair value of property, plant and equipment and change in purchase consideration.

### Note 39: Acquisition of subsidiaries

On November 19, 2022, Dalmia Bharat Refractories Limited ('DBRL') entered into a business transfer agreement (BTA) with RHI Magnesita India Refractories Limited ('RHIMIRL') to transfer the entire Indian refractory business of DBRL to RHIMIRL. On November 19, 2022, the Company entered into a Share Swap Agreement with RHIMIRL and DBRL to acquire all outstanding shares of RHIMIRL. On January 04, 2023, the business transfer between DBRL and RHIMIRL was completed as per the terms and conditions of BTA. As per the share swap agreement, on January 05, 2023, the Company completed the purchase of 100% shareholding in RHIMIRL. The Company has discharged the consideration by issuance and allotment of 27,000,000 fresh equity shares of the Company to DBRL amounting to ₹ 236,844 lakhs. The shares have been issued by the Company at the market rate of January 05, 2023 of ₹ 877.20 per share. The issuance of equity shares has resulted in increase in equity share capital by ₹ 270 lakhs consisting of 27,000,000 equity shares of ₹ 1 each. The difference between the consideration and the increase in equity share capital is recorded as securities premium of ₹ 236,574.00 lakhs.

As part of this acquisition, the Company has also acquired indirectly 51% share holding in RHI Magnesita Seven Refractories Limited.

On April 21, 2023, the Company's 100% subsidiary, RHI Magnesita India Refractories India Limited (RHIMIRL) executed a Share Purchase Agreement (SPA) with Seven Refractories GMBH, Vienna for purchase of 49% paid up equity shares of its existing subsidiary RHIMSRL. On July 24, 2023, RHIMIRL has completed the purchase of 49% i.e. 98,00,000 equity shares having face value of ₹ 10/- each of RHIMSRL for a consideration amounting to ₹ 6,184.75 lakhs. Consequently, RHIMSRL has become a 100% wholly-owned subsidiary of RHIMIRL.

### Note 40: Transfer Pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international and domestic transactions entered into with the associated enterprise during the financial year and expects such records to be in existence latest by November 30, 2025, as required by law. The management confirms that its international and domestic transactions are at arm's length so that the aforesaid legislation will not have any impact on the Standalone financial statements, particularly on the amount of tax expenses and that of provision for taxation.

## Notes to Standalone Financial Statements

### Note 41:

Additional regulatory information required by Schedule III

**(i) Details of benami property held**

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**(ii) Borrowing secured against current assets**

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks which are not in agreement with the books of account as set out below:

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Name of the Bank | Aggregate working capital limits sanctioned (₹ Lakhs) | Nature of Current asset offered as Security | Quarter ended | Amount disclosed as per quarterly return/ statement | Amount as per books of account | Variance | Whether return/ statement subsequently rectified | Reasons for difference |
|---|---|---|---|---|---|---|---|---|
| HDFC Bank | 2,500 | Inventories | 30-Jun-24 | 58,000.00 | 58,055.04 | 55.04 | Yes | Rounding off difference because return has been filed in ₹ Crores and the Standalone Financial Statements have been prepared in lakhs. |
| | | Trade Payables | 30-Jun-24 | 39,300.00 | 45,959.50 | 6,659.50 | Yes | Trade payables pertain to purchase of goods only are included in the return. |
| | | Trade Receivables | 30-Jun-24 | 54,200.00 | 71,411.69 | 17,211.69 | Yes | Trade receivables aged more than ninety days and due from related parties have not been considered in the return. |
| | | Inventories | 30-Sep-24 | 76,300.00 | 76,325.93 | 25.93 | Yes | Rounding off difference because return has been filed in ₹ Crores and the Standalone Financial Statements have been prepared in lakhs. |
| | | Trade Payables | 30-Sep-24 | 56,000.00 | 61,607.72 | 5,607.72 | Yes | Trade payables pertain to purchase of goods only are included in the return. |
| | | Trade Receivables | 30-Sep-24 | 47,300.00 | 66,700.13 | 19,400.13 | Yes | Trade receivables aged more than ninety days and due from related parties have not been considered in the return. |
| | | Inventories | 31-Dec-24 | 73,300.00 | 73,291.11 | (8.89) | Yes | Rounding off difference because return has been filed in ₹ Crores and the Standalone Financial Statements have been prepared in lakhs. |
| | | Trade Payables | 31-Dec-24 | 47,800.00 | 52,958.85 | 5,158.85 | Yes | Trade payables pertain to purchase of goods only are included in the return. |
| | | Trade Receivables | 31-Dec-24 | 46,200.00 | 62,044.59 | 15,844.59 | Yes | Trade receivables aged more than ninety days and due from related parties have not been considered in the return. |
| | | Inventories | 31-Mar-25 | 77,100.00 | 77,072.20 | (27.80) | No | Return is filed considering numbers as per the provisional Financial Statements |
| | | Trade Payables | 31-Mar-25 | 44,800.00 | 52,850.42 | 8,050.42 | No | Return is filed considering numbers as per the provisional Financial Statements |
| | | Trade Receivables | 31-Mar-25 | 46,100.00 | 60,624.72 | 14,524.72 | No | Return is filed considering numbers as per the provisional Financial Statements |

## Notes to Standalone Financial Statements

**(iii) Wilful defaulter**

The Company has not been been declared wilful defaulter by any bank or financial institution or government or any government authority.

**(iv) Relationship with struck off companies**

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

**(v) Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

**(vi) Compliance with approved scheme(s) of arrangements**

The Company has not entered into any scheme of arrangement which has an accounting impact on current year or previous year.

**(vii) Utilisation of borrowed funds and share premium**

(a) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii)provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries except as mentioned in table below:

During the previous year, the Company has invested funds (including share premium) in its subsidiary (RHI Magnesita India Refractories Limited ('RHIMIRL')) through issue of share capital (Refer note 48). Out of these funds ₹ 6,184.74 lakhs have been further invested by RHIMIRL's in its subsidiary.

(b) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii)provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

**(viii) Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**(ix) Details of crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**(x) Valuation of property, plant and equipment and intangible assets**

The Company has chosen cost model for valuation of its property, plant and equipment (including Right-of-use-assets) and intangible assets both during the current or previous year.

**(xi) Registration of charges or satisfaction with Registrar of Companies**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

**(xii) Utilisation of borrowings availed from banks.**

The borrowings obtained by the Company from banks have been applied for the purposes for which such loans were taken.

## Note 42:

## Title deeds of immovable properties not held in name of the Company

The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company except the following:

**As at March 31, 2025** **(All amount in ₹ Lakhs, unless otherwise stated)**

| Relevant Line Item in the Balance Sheet | Description of Item of Property | Gross Carrying value | Title Deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director | Property held since which date | Reasons for not being held in name of the company |
|---|---|---|---|---|---|---|
| Property, plant and equipment | Land | 1,833.96 | Orient Refractories Limited | No | September 30, 2019 | Title deed is registered in the name of Orient Refractories Limited. The Company is in the process of getting the name changed in the title deed consequent to change of name of the Company to RHI Magnesita India Limited. |
| Property, plant and equipment | Building | 2,082.78 | Orient Refractories Limited | No | September 30, 2019 | |
| Property, plant and equipment | Building | 139.75 | Hi-Tech Chemicals Limited | No | January 31, 2023 | The Company is in the process for change of name in title deed pursuant to business acquisition from Hi-Tech Chemicals Limited. |

## Notes to Standalone Financial Statements

**As at March 31, 2024**

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Relevant Line Item in the Balance Sheet | Description of Item of Property | Gross Carrying value | Title Deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director | Property held since which date | Reasons for not being held in name of the company |
|---|---|---|---|---|---|---|
| Property, plant and equipment | Land | 22.78 | Arsha Ceramics Private Limited | No | December 17, 2005 | Stamp duty is under assessment with Revenue Department of Andhra Pradesh. Title deed will be transferred in the name of the Company once stamp duty is deposited after assessment is completed. |
| Property, plant and equipment | Land | 41.99 | Arsha Ceramics Private Limited | No | December 30, 2005 | |
| Property, plant and equipment | Land | 6.24 | Arsha Ceramics Private Limited | No | February 14, 2006 | |
| Property, plant and equipment | Land | 8.78 | Arsha Ceramics Private Limited | No | April 22, 2006 | |
| Property, plant and equipment | Land | 41.03 | Clasil Refractories Private Limited | No | December 7, 2006 | |
| Property, plant and equipment | Land | 439.28 | RHI Clasil Limited | No | September 10, 2007 | |
| Property, plant and equipment | Land | 156.59 | RHI Clasil Limited | No | December 29, 2008 | |
| Property, plant and equipment | Land | 30.66 | RHI Clasil Limited | No | January 22, 2009 | |
| Property, plant and equipment | Building | 2,931.70 | RHI Clasil Limited | No | March 31, 2007 | |
| Property, plant and equipment | Land | 1,833.96 | Orient Refractories Limited | No | September 30, 2019 | Title deed registered in name of Orient Refractories Limited is in the process for change consequent to change of name of the Company to RHI Magnesita India Limited. |
| Property, plant and equipment | Land | 1,268.39 | Orient Refractories Limited | No | February 25, 2020 | |
| Property, plant and equipment | Building | 2,054.28 | Orient Refractories Limited | No | September 30, 2019 | |
| Property, plant and equipment | Building | 139.75 | Hi-Tech Chemicals Limited | No | January 31, 2023 | The Company is in the process for change of name in title deed pursuant to business acquisition from Hi-Tech Chemicals Limited. |

## Notes to Standalone Financial Statements

### Note 43:

**Financial Ratios**

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Ratio | Numerator | Denominator | Unit of measurement | Current Year | Previous Year | % Variance | Reason for variance (where variance is more than 25%) |
|---|---|---|---|---|---|---|---|
| Current-ratio | Current assets | Current liabilities | Times | 2.97 | 2.52 | 18.27% | Not Applicable |
| Debt-equity ratio | Total debt | Shareholder's equity | Times | 0.01 | 0.03 | (60.95%) | Decrease on account of decrease in borrowings as compared to previous year. |
| Debt service coverage ratio | Earnings available for debt service = Profit/loss after taxes + Non-cash operating expenses + Finance cost | Debt service = Interest and principal repayments including lease payments | Times | 1.52 | 0.66 | 132.49% | Increased on account of decrease in borrowings as compared to previous year. |
| Return on equity ratio | Profit/loss for the year | Average shareholder's equity | Percentage | 5.59 | (1.62) | (444.80%) | Increase due to increase in profit on account of no impairment loss in current year and increase in revenue as compared to previous year. |
| Inventory turnover ratio | Cost of goods sold* | Average inventory | Times | 2.60 | 2.79 | (6.68%) | Not Applicable |
| Trade receivables turnover ratio | Sales | Average trade receivable | Times | 4.36 | 4.59 | (5.20%) | Not Applicable |
| Trade payables turnover ratio | Cost of goods sold* | Average trade payable | Times | 3.55 | 3.07 | 15.67% | Not Applicable |
| Net capital turnover ratio | Sales | Average Working capital = Current assets — Current liabilities | Times | 2.60 | 4.80 | (45.77%) | Decreased due to increased average working capital as compared to previous year. |
| Net profit ratio | Profit/loss for the year | Sales | Percentage | 7.83 | (1.99) | (493.94%) | Increase due to increase in profit on account of no impairment loss in current year. |
| Return on capital employed | Earnings before interest and tax | Average Capital employed = Net worth + total debt - deferred tax asset + deferred tax liability | Percentage | 7.64 | 9.50 | (19.54%) | Not Applicable |
| Return on investment | Earnings before interest and tax | Average total assets | Percentage | 6.66 | 7.94 | (16.22%) | Not Applicable |

* Cost of goods sold = Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, stock-in-trade and work-in-progress.

### Note 44: Qualified Institutional Placement (QIP) of Equity shares

On March 13, 2023, the shareholders of the Company approved the offering of equity shares of the Company pursuant to Qualified Institutional Placement in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the 'Offering'). Pursuant to the Offering, on April 06, 2023, the Company had issued and allotted 15,715,034 equity shares of face value ₹ 1 each at an issue price of ₹ 572.70 per equity share including a premium of ₹ 571.70 per equity share aggregating to ₹ 90,000 lakhs. The Company had utilised the net proceeds from the Offering for the purpose of repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by the Company, investment into one of its subsidiaries, RHIMIRL, for repayment or pre-payment, in full or in part, of certain borrowings availed by RHIMIRL and general corporate purposes.

### Note 45: Preferential issue of Equity shares

On April 01, 2023, Board of Directors approved a proposal to raise funds up to ₹ 20,000 lakhs through issuance of Equity Shares on preferential basis to Dutch US Holding B.V., promoter of the Company, subject to the approval from Shareholders. On June 21, 2023, the Company had issued and allotted 2,790,061 equity shares of face value ₹ 1 each at an issue price of ₹ 716.83 per equity share including a premium of ₹ 715.83 per equity share aggregating to ₹ 20,000 lakhs. The Company had utilised the proceeds for repayment/ prepayment in full or in part of certain outstanding borrowings availed by the Company and interest thereupon, investment in one of its Subsidiary i.e. RHIMIRL and general corporate purposes.

## Notes to Standalone Financial Statements

### Note 46: Acquisition of Ashwath Technologies Private Limited

On March 04, 2025, Intermetal Engineers (India) Private Limited, a wholly-owned subsidiary of RHI Magnesita India Limited, entered into a Share Purchase Agreement ('SPA') with Ashwath Technologies Private Limited ('Ashwath') and its existing shareholders for the acquisition of 100% equity stake in Ashwath. The transaction involves the acquisition of 10,000 fully paid-up equity shares of ₹ 10/- each, aggregating to ₹ 1,481.00 lakhs.

The acquisition is in line with the Company's strategic growth objectives and is expected to strengthen its product and service offerings in the domestic engineering and refractory solutions sector. The transaction does not constitute a related party transaction and has been executed on an arm's length basis. No special rights such as board representation, preferential allotment, or capital structure restrictions are part of the agreement.

Up to the date of the approval of the Standalone Financial Statements, the transaction is pending execution.

### 47. Summary of other accounting policies

This note provides a list of other accounting policies adopted in the preparation of these Standalone Financial Statements to the extent they not already disclosed above. These policies have been consistently applied to all the years presented, unless otherwise stated.

**(i) Leases**

As a lessee

Leases are recognised as a right-of-use asset at cost with a corresponding lease liability, except for leases with term of less than twelve months (short term) and low-value assets in accordance with Ind AS 116 'Leases'.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs etc.

Subsequently, the right-of-use asset is measured at cost less accumulated depreciation and accumulated impairment losses, if any. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined. If that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

For short-term leases and leases for low-value assets, the Company recognises the lease payments as an operating expense in the Standalone Statement of Profit and Loss on a straight-line basis over the lease term.

**(ii) Financial assets**

**A. Classification and initial recognition**

Financial assets are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the asset. The Company determines the classification of its financial assets at initial recognition. The Company classifies the financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through profit or loss, or through other comprehensive income)
- Those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

At initial recognition, the Company measures a financial asset (excluding trade receivables which do not contain a significant financing component) at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Standalone Statement of Profit or Loss.

**B. Subsequent measurement**

The subsequent measurement of financial assets depends on their classification as follows:

**a. Financial assets at fair value through profit or loss (FVPL):**

Financial assets at fair value through profit or loss include financial assets held for trading and those designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Financial assets are designated upon initial recognition at fair value through profit or loss when the same are managed by the Company on the basis of their fair value and their performance is evaluated on fair value basis in accordance with a risk management or investment strategy of the Company. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in other income in the Standalone Statement of Profit and Loss.

**b. Financial assets measured at amortised cost**

Assets that are held for collection of contractual cash flows, where the assets' cash flows represent solely

## Notes to Standalone Financial Statements

payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in other income in the Standalone Statement of Profit and Loss.

c. **Fair value through other comprehensive income (FVOCI):**

Financial assets are measured at fair value through other comprehensive income (OCI) if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

**C. Derecognition**

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**D. Impairment of financial assets**

The Company assesses on forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**E. Income recognition – Interest**

Interest income from financial assets at FVTPL is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is recognised in profit or loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

**(iii) Financial Liabilities**

Financial liabilities of the Company are contractual obligations to deliver cash or another financial asset to another entity.

The Company's financial liabilities includes borrowings, lease liability, trade and other payables.

*Classification, initial recognition and measurement*

Financial liabilities are recognised initially at fair value. Transaction costs that are directly attributable to the issue of financial liabilities (other than financial liabilities carried at fair value through profit or loss) are deducted from the fair value measured on initial recognition of financial liability. Financial liabilities are subsequently measured at amortised cost.

*Subsequent measurement*

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Gains and losses are recognised in profit or loss when the liabilities are derecognised.

*Derecognition of financial liability*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance cost.

**(iv) Offsetting Financial Instruments**

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**(v) Fair Value Measurement**

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Standalone Financial Statements are categorised within the fair value hierarchy, described as

## Notes to Standalone Financial Statements

follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (Unadjusted) marked prices in the active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

**(vi) Derivative financial instruments**

The Company acquires forward contracts to mitigate the risk arising from foreign currency exposures. These forward contracts are designated as derivative financial instruments. Derivatives are initially recognised at fair value on the date of the derivative contract is entered into and subsequently re-measured to their fair value at the end of the reporting period. The consequent gains/ losses, arising from subsequent re-measurement, are recognised in the Standalone Statement of Profit and Loss, unless the derivative is designated as hedging instrument and hedging relationship is established with the item being hedged.

**(vii) Income Taxes**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Standalone Financial Statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Standalone Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**(viii) Inventories**

Inventories, including stores and spares are valued at the lower of cost and the net realisable value. The cost of individual items of inventory is determined using weighted average method. Cost of raw materials and stock-in-trade comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

**(ix) Cash and Cash Equivalents**

For the purpose of presentation in the Standalone Statement of Cash Flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**(x) Provisions and contingent liabilities**

**a) Provisions**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

**b) Contingencies**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to

## Notes to Standalone Financial Statements

settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Standalone Financial Statements.

**(xi) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Standalone Statement of Profit and Loss as other gains/ (losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

**(xii) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM').

The Board of Directors, together with Managing Director has been identified as the Chief Operating Decision Maker ('CODM'). CODM evaluates the performance of the Company based on the single operative segment for the purpose of allocation resources and evaluating financial performance.

**(xiii) Government grants**

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with required conditions. Export incentive under Remission of Duties and Taxes on Export products (RODTEP), Merchandise Exports from India Scheme (MEIS) and duty drawback are accrued when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exist.

**(xiv) Employee benefits**

**Defined benefit plan - Gratuity**

The liability recognised in the balance sheet is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an actuary using the projected unit credit method.

The present value is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Standalone Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Standalone Statement of Changes in Equity and in the Standalone Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Defined contribution plans**

The Company's contribution to provident fund, national pension scheme and employees' state insurance scheme are considered as defined contribution plans and are charged as expense in the Standalone Statement of Profit and Loss, based on the amount of contribution required to be made and when services are rendered by the employee. The Company does not have obligation beyond it's contribution.

**Other Benefits - Compensated Absences**

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Standalone Statement of Profit and Loss in the year in which they arise. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service.

**(xv) Employee Share-based compensation**

RHI Magnesita N.V. (the 'Ultimate Holding Company') has implemented a share option plan for the members of senior management of the RHI Magnesita Group.

The fair value of the options granted is recognised as employee benefits expense with a corresponding increase in reserves. The total amount to be expensed is determined by reference to the fair value of the options granted:

## Notes to Standalone Financial Statements

a) including any market performance conditions

b) excluding the impact of any service and non-market performance vesting conditions, and

c) including the impact of any non-vesting conditions

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

**(xvi) Foreign currency translation**

(i) Functional and presentation currency

Items included in the Standalone Financial Statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The Company's operations are primarily in India. The Standalone Financial Statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated into foreign currencies at year end exchange rates are recognised in the Standalone Statement of Profit and Loss.

Foreign exchange differences arising on foreign currency borrowings are presented in the Standalone Statement of Profit and Loss within finance costs. All other foreign exchange gains and losses are presented in the Standalone Statement of Profit and Loss on a net basis within Other Income/Expense, as appropriate.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

**(xvii) Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

**(xviii) Earnings per Share**

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(xix) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**(xx) Trade receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

For trade receivables and contract assets, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from the initial recognition of receivables.

**(xxi) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

**(xxii) Business Combinations**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary and business comprises the:

## Notes to Standalone Financial Statements

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred
- amount of any non-controlling interest in the acquired entity
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

**(xxiii) Investments in subsidiaries**

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and an impairment provision is recognised, if required immediately to its recoverable amount. On disposal of such investments, difference between the net disposal proceeds and carrying amount is recognised in the Standalone Statement of Profit and Loss.

**(xxiv) Contributed equity**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

### Note 48:

### Investment in Subsidiary

On May 08, 2023 and  August 11, 2023, the Company had made further investment in RHIMIRL, a wholly owned subsidiary of the Company, by way of subscription of 16,975,051 and 5,072,464 equity shares of RHIMIRL, respectively, having face value of ₹ 10 each at a premium of ₹ 197 each for an amount aggregating to ₹ 45,638.36 lakhs on right issue basis. The purpose of subscription of equity shares of RHIMIRL by the Company was for repayment or pre-payment in full or in part of certain borrowings availed by RHIMIRL and investment in RHIMIRL's subsidiary i.e. RHIMSRL.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

Place: Gurugram
Date: May 28, 2025

For and on behalf of the Board of Directors of
RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN - 06500871)

Azim Syed
Whole-time Director and
Chief Financial Officer
(DIN - 10641934)

Sanjay Kumar
Company Secretary
(ACS-17021)

Place: Gurugram
Date: May 28, 2025

# Independent Auditor's Report

## To the Members of RHI Magnesita India Limited

## Report on the Audit of the Consolidated Financial Statements

### Opinion

1. We have audited the accompanying Consolidated Financial Statements of RHI Magnesita India Limited (hereinafter referred to as the 'Holding Company' or 'the Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as 'the Group'), (Refer Note 1 to the attached Consolidated Financial Statements), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as 'the Consolidated Financial Statements').

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025 and consolidated total comprehensive income (comprising profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Revenue recognition**<br>(Refer Note 19 to the Consolidated Financial Statements)<br><br>The Group recognises its revenue based on Ind AS 115 'Revenue from Contracts with Customers'.<br><br>The management uses judgement in respect of matters such as identification of performance obligations, allocation of consideration to identified performance obligations and recognition of revenue over a period of time or at a point in time based on timing when control is transferred to the customer.<br><br>We considered this area as a key audit matter, as revenue is required to be recognised in accordance with the terms of the customer contracts, which involves significant management judgement as described above and thus there is an inherent risk of material misstatement. | Our testing of revenue transactions was designed to cover certain customer contracts on a sample basis. Our audit procedures included the following:<br><br>• Obtained an understanding and evaluated the design and tested the operating effectiveness of controls over revenue recognition.<br><br>• Assessed appropriateness of management's judgements in accounting for identified contracts such as:<br><br>o Identification of performance obligation and allocation of consideration to identified performance obligation;<br><br>o Evaluated the contract terms for assessment of the timing of transfer of control to the customer to assess whether revenue is recognised appropriately over a period of time or at a point in time (as the case may be) based on timing when control is transferred to customer;<br><br>o Tested whether the revenue recognition is in line with the terms of customer contracts and the transfer of control; and<br><br>o Evaluated adequacy of the presentation and disclosures. |

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Assessment of carrying value of goodwill**<br>(Refer Note 28 to the Consolidated Financial Statements)<br><br>The Group has goodwill amounting to ₹ 86,717.12 lakhs carried at cost less accumulated impairment loss.<br><br>The Group reviews the carrying values of goodwill at every balance sheet date and where there is an indication of impairment, the carrying value is assessed for impairment in accordance with Ind AS 36 'Impairment of Assets', and an impairment provision is recognised, where applicable. The management has determined each of the subsidiaries as a separate cash generating unit ('CGU') for the purpose of impairment assessment, and with the involvement of independent valuation experts ('management's experts'), the recoverable value of the CGUs has been determined.<br><br>The assessment of carrying value of goodwill has been considered a key audit matter as the determination of recoverable value involves significant management judgement and estimates such as future expected level of operations and related forecast of cash flows, market conditions, discount rate, growth rate, terminal growth rate etc. | Our audit procedures included the following:<br><br>• Obtained an understanding and evaluated the design and tested the operating effectiveness of controls over the impairment assessment.<br><br>• Assessed whether the Group's determination of CGUs was consistent with our knowledge of the Group's operations.<br><br>• Assessed the competence, capabilities and objectivity of management's experts and perused the report issued by them.<br><br>• Involved our auditor's expert to assist in<br><br>o assessing the appropriateness of the valuation model including the independent assessment of the underlying assumptions relating to discount rate, terminal growth rate etc.<br><br>o evaluation of the cash flow forecasts (with underlying economic growth rate) by comparing them to the approved budgets and our understanding of the internal and external factors.<br><br>• Verified the mathematical accuracy of the computations involved in the valuation model.<br><br>• Assessed the sensitivity analysis and evaluated whether any reasonably foreseeable change in assumptions could lead to impairment or material change in fair valuation.<br><br>• Discussed the key assumptions and sensitivities with those charged with governance.<br><br>• Evaluated the adequacy of the disclosures made in the Consolidated Financial Statements. |

## Other Information

5. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the Consolidated Financial Statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

## Responsibilities of Management and Those Charged With Governance for the Consolidated Financial Statements

6. The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

7. In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

8. The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

    - Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

    - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Consolidated Financial Statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

11. We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

12. We also provide those charged with governance of the Holding Company with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

13. From the matters communicated with those charged with governance of the Holding Company, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matter

14. The Financial Statements of two subsidiaries reflect total assets of Rs 8,677.31 lakhs and net assets of Rs 5,013.53 lakhs as at March 31, 2025, total revenue of ₹ 13,338.01, total comprehensive income (comprising profit and other comprehensive income) of Rs 789.42 lakhs and net cash flows amounting to Rs 414.51 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. The Financial Statements of these subsidiaries have been audited by other auditors whose reports have been furnished to us by the Holding Company's management, and our opinion on the Consolidated Financial

Statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiaries, is based on the reports of the other auditors and the procedures performed by us.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

15. As required by the Companies (Auditor's Report) Order, 2020 ('CARO 2020'), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B, a statement on the matters specified in paragraph 3(xxi) of CARO 2020.

16. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

    (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except that the backup of books of account and other books and papers maintained in electronic mode has not been maintained on a daily basis on servers physically located in India during the year and the matters stated in paragraph 16(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

    (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the Consolidated Financial Statements.

    (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

    (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

    (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 16(b) above on reporting under Section 143(3)(b) and paragraph 16(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

    (g) With respect to the adequacy of internal financial controls with reference to financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.

    (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

        i. The Consolidated Financial Statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group— Refer Note 33 to the Consolidated Financial Statements.

        ii. The Group was not required to recognise a provision as at March 31, 2025, under the applicable law or Indian Accounting Standards, as it does not have any material foreseeable losses on long-term contract. The Group has made provision as at March 31, 2025, as required under applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on derivate contracts.

        iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India during the year.

        iv. (a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in Note 41(vii)(a) to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 41(vii)(a) to the Consolidated Financial Statements).

        (b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the Note 41(vii)(b) to the Consolidated Financial Statements, no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 41(vii)(b) to the Consolidated Financial Statements).

(c) Based on the audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014 (as amended) contain any material misstatement.

v. The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 32(B) to the Consolidated Financial Statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

The Subsidiaries of the Holding Company have not declared any dividend during the year.

vi. Based on our examination, which included test checks and that performed by the respective auditors of the subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Group has used accounting software for maintaining books of account which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software. During the course of performing our procedures, other than as described below, we and the respective auditors of the above referred subsidiaries did not notice any instance of the audit trail feature being tampered with. Further, the audit trail was not maintained in the prior year and hence the question of our commenting on whether the audit trail was preserved by the Holding Company and below referred subsidiaries, as per the statutory requirements for record retention does not arise.

| S.No. | Name of the Company | Observations |
|---|---|---|
| 1 | RHI Magnesita India Limited ('the Holding Company'), RHI Magnesita India Refractories Limited ('RHIMIRL') and RHI Magnesita Seven Refractories Limited ('RHIMSRL') | The audit trail is not maintained in case of modification by certain users with specific access and the audit trail is not maintained for direct database changes. |
| 2 | Intermetal Engineers (India) Limited | The audit trail feature did not operate during the period April 01, 2024, to July 20, 2024. For the period July 21, 2024, to March 31, 2025, the audit log is not maintained in case of modification by certain users with specific access and for direct data changes at the database level. |

17. The Group has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

UDIN: 25078571BMOCEV6081
Place: Gurugram
Date: May 28, 2025

# Annexure A to Independent Auditor's Report

Referred to in paragraph 16(g) of the Independent Auditor's Report of even date to the members of RHI Magnesita India Limited on the Consolidated Financial Statements as of and for the year ended March 31, 2025

## Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to financial statements of RHI Magnesita India Limited (hereinafter referred to as 'the Holding Company' or 'the Company') and its subsidiary companies, which are companies incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, to whom reporting under clause (i) of sub-section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of their business, including adherence to the respective company's policies, the safeguarding of their assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to financial statements.

### Meaning of Internal Financial Controls with reference to Financial Statements

6. A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Financial Statements.

### Inherent Limitations of Internal Financial Controls with reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

8. In our opinion, the Holding Company, its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

## Other Matter

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

UDIN: 25078571BMOCEV6081
Place: Gurugram
Date: May 28, 2025

## Annexure B to Independent Auditor's Report

Referred to in paragraph 15 of the Independent Auditor's Report of even date to the members of RHI Magnesita India Limited on the Consolidated Financial Statements as of and for the year ended March 31, 2025

As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the following companies have given qualification or adverse remarks in their CARO report on the Standalone Financial Statements of the respective companies included in the Consolidated Financial Statements of the Group:

| S. No. | Name of the Company | CIN | Relationship with the Holding Company | Date of the respective auditors' report | Paragraph number in the respective CARO report |
|---|---|---|---|---|---|
| 1. | RHI Magnesita India Limited | L28113MH2010PLC312871 | Holding Company | May 28, 2025 | (i)(c), (ii)(b), (vii)(a) (vii)(b) |
| 2. | RHI Magnesita India Refractories Limited | U26100TN2018PLC125133 | Subsidiary | May 27, 2025 | (i)(c), (ii)(b), (vii)(a) |
| 3. | RHI Magnesita Seven Refractories Limited | U74999DL2016PLC309327 | Subsidiary | May 27, 2025 | (ii)(b) |

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

UDIN: 25078571BMOCEV6081
Place: Gurugram
Date: May 28, 2025

## Consolidated Balance Sheet as at March 31, 2025

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 3(a) | 63,938.75 | 65,062.70 |
| Right-of-use assets | 3(b) | 21,691.32 | 21,955.51 |
| Capital work-in-progress | 3(a) | 6,333.39 | 4,875.94 |
| Goodwill | 4 | 86,717.12 | 86,717.12 |
| Other intangible assets | 4 | 100,621.68 | 106,777.57 |
| Financial assets | | | |
| (i) Investments | 5(a) | 0.97 | 0.97 |
| (ii) Other financial assets | 5(b) | 920.45 | 1,132.39 |
| Deferred tax assets (net) | 6(b) | 4,230.00 | 2,159.25 |
| Other non-current assets | 7 | 2,712.91 | 3,055.39 |
| **Total non-current assets** | | **287,166.59** | **291,736.84** |
| **Current assets** | | | |
| Inventories | 8 | 107,355.08 | 90,531.84 |
| Financial assets | | | |
| (i) Trade receivables | 5(c) | 73,297.27 | 81,690.50 |
| (ii) Cash and cash equivalents | 5(d) | 9,674.80 | 5,003.29 |
| (iii) Bank balances other than (ii) above | 5(e) | 245.52 | 322.71 |
| (iv) Other financial assets | 5(f) | 516.54 | 169.54 |
| Contract assets | 9 | 24,652.83 | 25,219.68 |
| Other current assets | 7 | 14,671.02 | 16,879.31 |
| **Total current assets** | | **230,413.06** | **219,816.87** |
| **Total assets** | | **517,579.65** | **511,553.71** |
| **Equity and liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 10(a) | 2,065.01 | 2,065.01 |
| Other equity | 10(b) | 397,796.52 | 382,507.07 |
| **Equity attributable to the owners of RHI Magnesita India Limited** | | **399,861.53** | **384,572.08** |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| (i) Borrowings | 11 | 21,548.24 | 23,707.56 |
| (ii) Lease liabilities | 3(b) | 12,465.64 | 11,491.22 |
| Provisions | 12 | 288.64 | 1,331.75 |
| Deferred tax liabilities (net) | 6(a) | 2,099.79 | 1,813.04 |
| Other non-current liabilities | 13 | 270.82 | 190.77 |
| **Total non-current liabilities** | | **36,673.13** | **38,534.34** |

## Consolidated Balance Sheet as at March 31, 2025 (Contd.)

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Current liabilities** | | | |
| Financial liabilities | | | |
| (i) Borrowings | 11 | 3,035.33 | 12,550.91 |
| (ii) Lease liabilities | 3(b) | 924.81 | 915.95 |
| (iii) Trade payables | 14 | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | | 7,223.64 | 7,941.43 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 54,941.74 | 49,840.04 |
| (iv) Other financial liabilities | 15 | 4,637.97 | 6,374.75 |
| Contract liabilities | 16 | 1,131.08 | 797.72 |
| Other current liabilities | 17 | 5,136.79 | 7,311.54 |
| Provisions | 12 | 4,013.63 | 2,712.30 |
| Current tax liabilities | 18 | - | 2.65 |
| **Total current liabilities** | | **81,044.99** | **88,447.29** |
| **Total liabilities** | | **117,718.12** | **126,981.63** |
| **Total equity and liabilities** | | **517,579.65** | **511,553.71** |

The above Consolidated Balance Sheet should be read in conjunction with the accompanying notes.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

Place: Gurugram
Date: May 28, 2025

For and on behalf of the Board of Directors of
RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN - 06500871)

Azim Syed
Whole-time Director and
Chief Financial Officer
(DIN - 10641934)

Sanjay Kumar
Company Secretary
(ACS-17021)

Place: Gurugram
Date: May 28, 2025

## Consolidated Statement of Profit and Loss for the year ended March 31, 2025

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 19 | 367,449.50 | 378,110.40 |
| Other income | 20 | 2,607.05 | 1,096.26 |
| **Total income** | | **370,056.55** | **379,206.66** |
| **Expenses** | | | |
| Cost of materials consumed | 21 | 151,675.53 | 141,876.93 |
| Purchases of stock-in-trade | 22 | 78,413.71 | 68,984.61 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 23 | (11,651.44) | 12,932.82 |
| Employee benefits expense | 24 | 38,353.82 | 37,437.36 |
| Finance costs | 25 | 4,257.25 | 6,415.32 |
| Depreciation and amortisation expense | 26 | 19,992.21 | 18,248.56 |
| Other expenses | 27 | 62,749.66 | 62,284.02 |
| **Total expenses** | | **343,790.74** | **348,179.62** |
| **Profit before exceptional items and tax** | | **26,265.81** | **31,027.04** |
| **Exceptional item** | | | |
| Impairment loss of Goodwill | 28 | - | 32,577.63 |
| **Profit / (Loss) before tax** | | **26,265.81** | **(1,550.59)** |
| **Tax expense:** | 29 | | |
| - Current tax | | 7,882.69 | 9,080.00 |
| - Current tax expense relating to prior years | | (110.54) | (125.84) |
| - Deferred tax | | (1,757.62) | (493.81) |
| **Total tax expense** | | **6,014.53** | **8,460.35** |
| **Profit / (Loss) for the year** | | **20,251.28** | **(10,010.94)** |
| **Other Comprehensive Income** | | | |
| **Items that will not be reclassified to profit or loss** | | | |
| - Remeasurement of the defined benefit plans | 12 | (104.84) | (177.08) |
| - Income tax relating to the above | | 26.38 | 44.56 |
| **Other comprehensive (loss) for the year, net of tax** | | **(78.46)** | **(132.52)** |
| **Total comprehensive income / (loss) for the year** | | **20,172.82** | **(10,143.46)** |

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## Consolidated Statement of Profit and Loss for the year ended March 31, 2025

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Profit / (Loss) for the year attributable to:** | | | |
| Owner of the parent | | **20,251.28** | **(10,044.56)** |
| Non-Controlling Interest | | **-** | **33.62** |
| **Other Comprehensive (loss) for the year attributable to:** | | | |
| Owner of the parent | | **(78.46)** | **(132.57)** |
| Non-Controlling Interest | | **-** | **0.05** |
| **Total comprehensive income / (loss) for the year attributable to:** | | | |
| Owner of the parent | | **20,172.82** | **(10,177.13)** |
| Non-Controlling Interest | | **-** | **33.67** |
| Basic earnings/(loss) per equity share (Face value of Re 1 each share) (₹) | 35 | 9.81 | (4.88) |
| Diluted earnings/(loss) per equity share (Face value of Re 1 each share) (₹) | 35 | 9.81 | (4.88) |

The above Consolidated Statement of Profit and Loss should be read in conjunction with the accompanying notes.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

Place: Gurugram
Date: May 28, 2025

For and on behalf of the Board of Directors of
RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN - 06500871)

Azim Syed
Whole-time Director and
Chief Financial Officer
(DIN - 10641934)

Sanjay Kumar
Company Secretary
(ACS-17021)

Place: Gurugram
Date: May 28, 2025

# Consolidated Statement of Changes in Equity for the year ended March 31, 2025

## Equity Share Capital

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Notes | Amount |
|---|---|---|
| **As at April 1, 2023** | **10(a)** | **1,879.96** |
| Add: Shares issued during the year ended March 31, 2024 | 44 and 45 | 185.05 |
| **Balance as at March 31, 2024** | | **2,065.01** |
| Add: Shares issued during the year ended March 31, 2025 | | - |
| **Balance as at March 31, 2025** | | **2,065.01** |

## Other Equity

| Particulars | Notes | Attributable to Owners of RHI Magnesita India Limited | | | | | Total other equity | Non-Controlling Interest | Total Equity |
|---|---|---|---|---|---|---|---|---|---|
| | | Reserves and Surplus | | | | | | | |
| | | Capital Reserve | Securities Premium | General Reserve | Capital contribution from ultimate holding company * | Retained Earnings | | | |
| **Balance as at April 1, 2023** | **10(b)** | **1,465.71** | **243,110.30** | **8,681.48** | **-** | **33,966.01** | **287,223.50** | **8,935.50** | **296,159.00** |
| Loss for the year | | - | - | - | - | (10,044.56) | (10,044.56) | 33.62 | (10,010.94) |
| Other comprehensive loss | | - | - | - | - | (132.57) | (132.57) | 0.05 | (132.52) |
| **Total comprehensive (loss)/income for the year** | | **-** | **-** | **-** | **-** | **(10,177.13)** | **(10,177.13)** | **33.67** | **(10,143.46)** |
| **Transaction with owners in their capacity as owners:** | | | | | | | | | |
| Issue of equity shares | 44 and 45 | - | 107,844.82 | - | - | - | **107,844.82** | **-** | **107,844.82** |
| Transaction with non-controlling interest | 42 (c) | - | - | - | - | 2,778.42 | 2,778.42 | (8,969.17) | (6,190.75) |
| Dividend paid | 32 | - | - | - | - | (5,162.54) | (5,162.54) | - | (5,162.54) |
| | | **-** | **107,844.82** | **-** | **-** | **(2,384.12)** | **105,460.70** | **(8,969.17)** | **96,491.53** |
| **Balance as at March 31, 2024** | | **1,465.71** | **350,955.12** | **8,681.48** | **-** | **21,404.76** | **382,507.07** | **-** | **382,507.07** |

## Consolidated Statement of Changes in Equity for the year ended March 31, 2025

### Equity Share Capital

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Notes | Attributable to Owners of RHI Magnesita India Limited | | | | | Total other equity | Non-Controlling Interest | Total Equity |
|---|---|---|---|---|---|---|---|---|---|
| | | Reserves and Surplus | | | | | | | |
| | | Capital Reserve | Securities Premium | General Reserve | Capital contribution from ultimate holding company * | Retained Earnings | | | |
| **Balance as at April 1, 2024** | **10(b)** | **1,465.71** | **350,955.12** | **8,681.48** | **-** | **21,404.76** | **382,507.07** | **-** | **382,507.07** |
| Profit for the year | | - | - | - | - | 20,251.28 | 20,251.28 | - | 20,251.28 |
| Other comprehensive loss | | - | - | - | - | (78.46) | (78.46) | - | (78.46) |
| **Total comprehensive income for the year** | | **-** | **-** | **-** | **-** | **20,172.82** | **20,172.82** | **-** | **20,172.82** |
| Share-based payment expense | | - | - | - | 408.43 | - | 408.43 | - | 408.43 |
| Transferred to financial liabilities on exercise | | - | - | - | (129.26) | - | (129.26) | - | (129.26) |
| | | **-** | **-** | **-** | **279.17** | **-** | **279.17** | **-** | **279.17** |
| **Transaction with owners in their capacity as owners:** | | | | | | | | | |
| Dividend paid | 32 | - | - | - | - | (5,162.54) | (5,162.54) | - | (5,162.54) |
| | | **-** | **-** | **-** | **-** | **(5,162.54)** | **(5,162.54)** | **-** | **(5,162.54)** |
| **Balance as at March 31, 2025** | | **1,465.71** | **350,955.12** | **8,681.48** | **279.17** | **36,415.04** | **397,796.52** | **-** | **397,796.52** |

* Capital contribution from ultimate holding company is for share based payment to employees of the Company.

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

Place: Gurugram
Date: May 28, 2025

For and on behalf of the Board of Directors of
RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN - 06500871)

Azim Syed
Whole-time Director and Chief Financial Officer
(DIN - 10641934)

Sanjay Kumar
Company Secretary
(ACS-17021)

Place: Gurugram
Date: May 28, 2025

## Consolidated Statement of Cash Flows for the year ended March 31, 2025

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Cash flow from operating activities** | | | |
| **Profit / (Loss) before tax** | | **26,265.81** | **(1,550.59)** |
| **Adjustments for:** | | | |
| Depreciation and amortisation expense | 26 | 19,992.21 | 18,248.56 |
| Employee share-based payment expense | 24 | 279.17 | - |
| Interest income | 20 | (528.04) | (407.86) |
| Net gain on retirement of right-of-use asset | 20 | - | (96.28) |
| Allowance for doubtful debts - trade receivables (Net) | 27 | (46.95) | 685.54 |
| Allowance for doubtful debts - contract assets (Net) | 27 | 128.67 | 504.13 |
| Allowance for doubtful export incentives receivable (Net) | 27 | 164.91 | 11.53 |
| Amortisation of mines | 27 | 658.63 | 1,118.92 |
| Impairment of goodwill | 28 | - | 32,577.63 |
| Gain on redemption of mutual funds | 20 | (78.45) | - |
| Liabilities/ provisions no longer required written back | 20 | (1,880.57) | (134.19) |
| Bad debts written off | 27 | 312.79 | 975.71 |
| Finance costs | 25 | 4,257.25 | 6,415.32 |
| Loss on property, plant and equipment sold / scrapped (Net) | 27 | 223.03 | 730.21 |
| Net unrealised foreign exchange (gain)/loss | 27 | 531.79 | 404.94 |
| Impairment loss /(reversal) on capital work-in-progress | 27 | (6.35) | 110.67 |
| **Operating profit before working capital changes** | | **50,273.90** | **59,594.24** |
| **Changes in operating assets and liabilities** | | | |
| (Increase) / Decrease in inventories | | (16,823.24) | 5,236.00 |
| Decrease / (Increase) in trade receivables | | 8,956.79 | (7,711.43) |
| (Increase) / Decrease in other financial assets - current | | (323.63) | 544.35 |
| (Increase) / Decrease in other current assets | | (785.37) | 1,850.74 |
| Decrease in contract assets | | 438.18 | 3,180.56 |
| (Increase) in other financial assets - non-current | | (53.81) | (577.49) |
| (Increase) in other non-current assets | | (26.39) | (85.12) |
| Increase / (Decrease) in trade payables | | 4,907.82 | (26,888.13) |
| (Decrease) in other financial liabilities - current | | (543.64) | (227.77) |
| Increase in provisions | | 151.20 | 488.82 |
| Increase in other liabilities - non-current | | 80.05 | 32.69 |
| Increase / (Decrease) in contract liabilities | | 333.36 | (2,107.42) |
| (Decrease) / Increase in other current liabilities | | (2,047.11) | 2,261.58 |
| **Cash generated from operations** | | **44,538.11** | **35,591.62** |
| Income tax paid (Net) | | (7,229.79) | (8,531.64) |
| **Net cash inflow from operating activities (A)** | | **37,308.32** | **27,059.98** |

## Consolidated Statement of Cash Flows for the year ended March 31, 2025 (Contd.)

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Cash flows from investing activities** | | | |
| Payment for acquisition of business | | (413.00) | (23,668.00) |
| Decrease in other bank balances | | 268.41 | 0.40 |
| Capital expenditure on property, plant and equipment and intangible assets | | (11,912.13) | (8,214.39) |
| Proceeds from sale of property, plant and equipment and intangible assets | | 143.70 | 210.06 |
| Interest received | | 504.67 | 428.15 |
| Purchase of mutual funds | | (55,597.22) | - |
| Proceeds from sale of mutual funds | | 55,675.67 | - |
| **Net cash (outflow) from investing activities (B)** | | **(11,329.90)** | **(31,243.78)** |
| **Cash flows from financing activities** | | | |
| Dividend paid on equity shares | | (5,162.54) | (5,162.54) |
| Proceeds from Issue of Shares net of expenses and short-term interest income (Refer note 44 and 45) | | - | 108,029.87 |
| Proceeds from borrowings | | 30,740.05 | 748.73 |
| Repayment of current borrowings | | (42,075.69) | (114,870.39) |
| Purchase of minority interest in RHI Magnesita Seven Refratories Limited (Refer note 49) | | - | (6,184.75) |
| Principal payment of lease liabilities | | (279.17) | (233.26) |
| Interest payment of lease liabilities | | (392.44) | (763.80) |
| Interest paid | | (4,137.12) | (4,618.73) |
| **Net cash (outflow) from financing activities (C)** | | **(21,306.91)** | **(23,054.87)** |
| **Net increase / (decrease) in cash and cash equivalents (A+B+C)** | | **4,671.51** | **(27,238.67)** |
| Cash and cash equivalents at the beginning of the year | | 5,003.29 | 32,241.96 |
| **Cash and cash equivalents at the end of the year** | | **9,674.80** | **5,003.29** |
| **Non-cash investing activities** | | | |
| - Acquisition of right-of-use-assets | | 750.97 | 3,881.71 |
| - Capitalisation of mines as intangible assets from other current assets | 4 | 2,170.12 | - |
| **Cash and cash equivalent included in the Statement of Cash Flows comprise of the following:** | | | |
| Balances with banks | | | |
| - in current accounts | | 3,884.28 | 2,900.60 |
| - in EEFC accounts | | 0.43 | - |
| Deposits with original maturity of less than three months | | 5,790.00 | 2,100.00 |
| Cash on hand | | 0.09 | 2.69 |
| | | **9,674.80** | **5,003.29** |

The above Statement of Cash Flows has been prepared under the 'indirect method' as set out in Ind AS 7 'Statement of Cash Flows'.

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

Place: Gurugram
Date: May 28, 2025

For and on behalf of the Board of Directors of
RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN - 06500871)

Azim Syed
Whole-time Director and
Chief Financial Officer
(DIN - 10641934)

Sanjay Kumar
Company Secretary
(ACS-17021)

Place: Gurugram
Date: May 28, 2025

# Notes to Consolidated Financial Statements

## 1. Corporate Information

RHI Magnesita India Limited ('the Company'), is domiciled and incorporated in India and its equity shares are publicly traded on National Stock Exchange Limited ('NSE') and BSE Limited in India. The registered office of the Company is located at Unit No.705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East), Mumbai-400042. The Company is primarily engaged in the business of manufacturing and trading of refractories, monolithics, bricks and ceramic paper, rendering management services and has manufacturing facilities in Bhiwadi (Rajasthan), Visakhapatnam (Andhra Pradesh), Cuttack (Odisha) and Jamshedpur (Jharkhand). The list of entities consolidated are as follows:

| S. No. | Name of the Companies | Percentage hold | Date of Acquisition |
|---|---|---|---|
| 1 | RHI Magnesita India Limited | Holding Company | - |
| 2 | RHI Magnesita India Refractories Limited | 100% | January 05, 2023 |
| 3 | RHI Magnesita Seven Refractories Limited | 100% | January 05, 2023 |
| 4 | Intermetal Engineers (India) Private Limited | 100% | May 18, 2019 |

The Consolidated Financial Statements consist of the Holding Company and its subsidiaries (Holding Company and its subsidiaries together referred to as 'the Group').

The Consolidated Financial Statements were approved by the Board of Directors and authorised for issue on May 28, 2025.

## 2.1 Basis of preparation

### (i) Compliance with Ind AS

The Consolidated Financial Statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

### (ii) Historical cost convention

The Consolidated Financial Statements have been prepared on a historical cost basis, except for the following which have been measured at fair value:

- Defined benefit plans — plan assets measured at fair value.

### (iii) New and amended standards adopted by the Group

The Ministry of Corporate Affairs has amended the Companies (Indian Accounting Standard) Rules, 2015 via notifications dated August 12, 2024, and September 09, 2024, to introduce the new Ind AS 117 i.e. 'Insurance Contracts' and amended the Ind AS 116 i.e. Leases, respectively. Both are effective from April 01, 2024.

This new standard and the aforesaid amendment did not have any impact on the amounts recognised and are not expected to affect the current or future periods.

### (iv) Functional and presentation currency:

The Consolidated Financial Statements are presented in Indian Rupee (₹) which is the functional currency of the Group. All amounts are rounded to two decimal places to the nearest lakhs, unless otherwise stated.

### (v) Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current — non-current classification of assets and liabilities.

### (vi) Principles of consolidation and equity accounting

Subsidiaries are all entities (including structured entities) over which the group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to effect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases.

The acquisition method of accounting has been used to account for business combinations by the Group.

The Group has combined the financial statements for the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the transferred assets. Accounting policies of the subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss and, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet respectively.

## 2.2 Critical accounting estimates, assumptions and judgements

The preparation of Consolidated Financial Statements requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent liabilities at the date of the Consolidated Financial Statements and the results of operations during the reporting period. The actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

In the process of applying the Group's accounting policies, the management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the Consolidated Financial Statements:

(a) Impairment of assets

The Group estimates the value in use of the cash generating unit (CGU) based on future cash flows after considering current economic conditions and trends, estimated future operating results and growth rates and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The cash flows are discounted using a suitable discount rate in order to calculate the present value. Cash flows beyond the five-year period are extrapolated using the estimated growth rate. These growth rates are consistent with forecasts included in industry reports specific to the industry in which CGU operates.

(b) Contingencies

The management's judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

(c) Allowance for doubtful trade receivables

Trade receivables are stated at their amortised cost as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible.

(d) Customer relationship (Intangible assets)

Customer relationships recognised in the course of purchase price allocations of acquired business. The management believes that the value assigned are reasonable.

(e) Employee benefit obligations

The Group's retirement benefit obligations are subject to a number of assumptions including discount rates, attrition, salary growth and mortality rate. Significant assumptions are required when setting these criteria and a change in these assumptions would have a significant impact on the amount recorded in the Consolidated Financial Statements. The Group sets these assumptions based on previous experience and third-party actuarial advice. The assumptions are reviewed annually and adjusted following actuarial and experience changes.

## 2.3 Material Accounting Policies

**(a) Property, plant and equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Consolidated Statement of Profit and Loss on the date of disposal or retirement.

Subsequent costs are capitalised or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Group and cost of the item can be measured reliably. All other repair and maintenance are charged to profit or loss during the reporting period in which they are incurred.

On transition to Ind AS, the Group had elected to continue with the carrying value of its property, plant and equipment recognised as at April 01, 2016 measured as per the previous GAAP and uses that carrying value as the deemed cost of the property, plant and equipment.

Depreciation on property, plant and equipment is provided on straight-line basis over the useful lives of assets as determined on the basis of technical estimates which are similar to the useful lives as prescribed under Schedule II to the Companies Act, 2013 except for Vehicles (which are being used by the employees). These vehicles are depreciated on written down value method, over the period of 6 years. Based on past experience and internal technical evaluation, the management believes that these useful lives represent the appropriate period of usage and therefore, considered to be appropriate for charging depreciation.

Assets' residual values, depreciation method and useful lives are reviewed at the end of financial year considering the physical condition of the assets or whenever there are indicators for review and residual life is adjusted prospectively.

**(b) Intangible Assets**

On transition to Ind AS, the Group has opted for the option given under Ind AS 101 to measure all the items of Intangible Assets at their carrying value under previous GAAP. Consequently, the carrying value under Indian GAAP has been assumed to be deemed cost of Intangible Assets on the date of transition to Ind AS.

Identifiable intangible assets are recognised when the Group controls the asset. It is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be reliably measured.

At initial recognition, the separately acquired intangible assets are recognised at cost. Following initial recognition, the intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Amortisation is recognised in the Consolidated Statement of Profit and Loss on a straight-line basis over the estimated useful lives of intangible assets from the date they are available for use. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Consolidated Statement of Profit and Loss.

**(i) Software**

Software are capitalised at the amounts paid to acquire the respective licence for use and are amortised over the period of licence. Intangible Assets are amortised at straight-line basis as follows:

Software 1-5 years

**(ii) Goodwill**

Goodwill on acquisition of business is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

**(iii) Customer relationships**

Customer relationships are recognised in the course of purchase price allocation of acquired business and are amortised on a straight-line basis over their expected useful life as follows.

Customer relationships 10 - 20 years

**(iv) Mining Rights**

Mining assets are amortised over the period of the rights acquired for the specific mines.

**(c) Impairment of assets**

Goodwill that has an indefinite useful life is not subject to amortisation and is tested annually for impairment, or more frequently if events or changes in circumstances indicate that this might be impaired. Property, plant and equipment and Intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**(d) Revenue recognition**

At the inception of the contract, the Group identifies the goods or services promised in the contract and assesses which of the promised goods or services shall be identified as separate performance obligations. Promised goods or services give rise to separate performance obligations if they are capable of being distinct. Where the customer expects supply of refractory material and its related services together to produce the steel, the management has determined that both supply of goods and services are not distinct and the arrangement is considered to have only one single performance obligation.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation, which is the expected consideration to be received, to the extent that it is highly probable that there will not be a significant reversal of revenue in future periods. If the consideration in a contract includes a variable amount, at the inception of the contract, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods or services to the customer.

**(i) Sale of products**

The Group manufactures and sells a range of refractories, monolithics, bricks and ceramic paper. Revenue from sale of products is recognised when the control of the products has transferred, being when the products are delivered to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied. No significant element of financing is deemed present as the sales are made with a credit term of 15 days to 120 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

**(ii) Total Refractories Management Services**

Revenue from contracts for total refractory management services is recognised over time using the output-oriented method (e.g. quantity of steel produced by the customer). The management has determined that both supply of goods and services are not distinct as the customer expects total refractory management services from the Group, which includes supply of refractory material and its related services to produce steel, thus, the arrangement is only one single performance obligation.

**(iii) Sale of Services**

Revenue from services is recognised over time, using an input method to measure progress towards completion of service, because the customer simultaneously receives and consumes the benefits provided by the Group.

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities. Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises either a contract asset or a receivable, depending on whether something other than the passage of time is required before the consideration is due.

RHI MAGNESITA

## Notes to Consolidated Financial Statements

### Note 3(a) :

### Property, plant and equipment and capital work-in progress

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Freehold Land | Buildings | Plant and machineries | Furniture and fixtures | Office equipment | Vehicles | Total | Capital work-in-progress |
|---|---|---|---|---|---|---|---|---|
| **Balance as at April 1, 2023** | **5,858.17** | **21,567.20** | **54,953.95** | **370.09** | **1,186.18** | **770.40** | **84,705.99** | **3,933.93** |
| Addition on account of measurement period adjustment relating to business combination (Refer note 39A and B) | - | - | - | - | - | - | **-** | 17.19 |
| Additions | - | 286.24 | 4,959.55 | 89.20 | 1,018.75 | 320.67 | **6,674.41** | 7,057.00 |
| Disposals | - | (8.99) | (1,189.99) | (4.24) | (130.69) | (115.46) | **(1,449.37)** | - |
| Capitalised in property, plant and equipment | - | - | - | - | - | - | **-** | (6,021.51) |
| **Balance as at March 31, 2024** | **5,858.17** | **21,844.45** | **58,723.51** | **455.05** | **2,074.24** | **975.61** | **89,931.03** | **4,986.61** |
| Additions | - | 826.14 | 7,001.18 | 53.62 | 1,180.22 | 382.36 | **9,443.52** | 10,517.64 |
| Disposals | - | (0.18) | (195.35) | (92.11) | (359.96) | (285.80) | **(933.40)** | - |
| Capitalised in property, plant and equipment | - | - | - | - | - | - | **-** | (9,066.54) |
| **Balance as at March 31, 2025** | **5,858.17** | **22,670.41** | **65,529.34** | **416.56** | **2,894.50** | **1,072.17** | **98,441.15** | **6,437.71** |
| **Accumulated depreciation and impairment** | | | | | | | | |
| **Balance as at April 1, 2023** | **3.53** | **1,595.41** | **13,543.66** | **93.07** | **482.07** | **191.11** | **15,908.86** | **-** |
| Charge for the year | 14.96 | 1,564.42 | 7,424.39 | 43.65 | 322.87 | 101.04 | **9,471.33** | - |
| Depreciation on assets disposed of during the year | - | - | (338.61) | (2.60) | (110.92) | (59.73) | **(511.86)** | - |
| Impairment loss | - | - | - | - | - | - | **-** | 110.67 |
| **Accumulated depreciation and impairment as at March 31, 2024** | **18.49** | **3,159.83** | **20,629.44** | **134.12** | **694.02** | **232.42** | **24,868.33** | **110.67** |
| Charge for the year | 14.97 | 1,598.38 | 7,920.66 | 49.03 | 512.67 | 105.32 | **10,201.03** | - |
| Depreciation on assets disposed of during the year | - | (0.18) | (56.61) | (53.20) | (321.07) | (135.90) | **(566.96)** | - |
| Reversal of Impairment loss(net) | - | - | - | - | - | - | **-** | (6.35) |
| **Accumulated depreciation and impairment as at March 31, 2025** | **33.46** | **4,758.03** | **28,493.49** | **129.95** | **885.62** | **201.84** | **34,502.40** | **104.32** |
| **Carrying amount** | | | | | | | | |
| **Balance as at March 31, 2024** | **5,839.68** | **18,684.62** | **38,094.07** | **320.93** | **1,380.22** | **743.19** | **65,062.70** | **4,875.94** |
| **Balance as at March 31, 2025** | **5,824.71** | **17,912.38** | **37,035.85** | **286.61** | **2,008.88** | **870.33** | **63,938.75** | **6,333.39** |

## Notes to Consolidated Financial Statements

## Note 3(a) :

## Capital work-in progress

### (A) Aging of capital work-in progress:

**As at March 31, 2025** **(All amount in ₹ Lakhs, unless otherwise stated)**

| | Amounts in capital work-in-progress for | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | 3,601.73 | - | - | 82.86 | 3,684.59 |
| (ii) Projects temporarily suspended* | 662.08 | 21.96 | 1,987.33 | 81.75 | 2,753.12 |
| Less: Impairment loss | | | | | (104.32) |
| **Total** | **4,263.81** | **21.96** | **1,987.33** | **164.61** | **6,333.39** |

*This includes an amount of ₹ 2,648.81 lakhs attributable to the ISO Expansion Project (the 'Project'), which was acquired through the acquisition of the refractory business of Hi-Tech Chemicals Limited on January 31, 2023 by way of slump sale. The Project is currently kept on hold due to unfavorable market conditions, particularly weak export demand factors beyond the control of the Group management. Also, the Group has estimated they will have to incur additional costs to complete the project. The project is expected to be capitalised within the next two years. The Group has examined the physical condition and market value and there is no impairment required for the suspended project.

**As at March 31, 2024**

| | Amounts in capital work-in-progress for | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | 2,746.63 | 2,084.27 | 73.96 | - | 4,904.86 |
| (ii) Projects temporarily suspended | - | - | - | 81.75 | 81.75 |
| Less: Impairment loss | | | | | (110.67) |
| **Total** | **2,746.63** | **2,084.27** | **73.96** | **81.75** | **4,875.94** |

### (B) Completion schedule for capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan:

**As at March 31, 2025**

| | To be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | | | | | |
| Project A - Gas Fired Dryer | 82.86 | - | - | - | 82.86 |
| Project B - Basic Tunnel Kiln | 653.04 | - | - | - | 653.04 |
| Project C - Electrical skew press | 450.95 | - | - | - | 450.95 |
| Project D - Ball Mill in grinding section | 117.53 | - | - | - | 117.53 |
| Other Projects | 22.56 | - | - | - | 22.56 |
| (ii) Projects temporarily suspended | | | | | |
| Project A - ISO Expansion project | - | 2,648.81 | - | - | 2,648.81 |
| Project B - Purging Management | - | 15.13 | - | - | 15.13 |
| Project C - Slide Gate Management | - | 66.62 | - | - | 66.62 |
| Less: Impairment Loss | | | | | (104.32) |
| **Total** | **1,326.94** | **2,730.56** | **-** | **-** | **3,953.18** |

## Notes to Consolidated Financial Statements

**As at March 31, 2024** **(All amount in ₹ Lakhs, unless otherwise stated)**

| | To be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | | | | | |
| Project A - Gas Fired Dryer | 73.96 | - | - | - | 73.96 |
| Project B - ISO Expansion project | 1,997.72 | - | - | - | 1,997.72 |
| Project C- Roof fitting | 158.16 | - | - | - | 158.16 |
| Project D - Server and network management | 70.93 | - | - | - | 70.93 |
| (ii) Projects temporarily suspended | | | | | |
| Project A - Purging Management | - | 15.13 | - | - | 15.13 |
| Project B - Slide Gate Management | - | 66.62 | - | - | 66.62 |
| Less: Impairment Loss | | | | | (110.67) |
| **Total** | **2,300.77** | **81.75** | **-** | **-** | **2,271.85** |

## Note 3(b):

### Leases

This note provides information for leases where the Group is a lessee. The Group has taken offices, land, guest house and warehouses on lease basis. There is no case where the Group is acting as a lessor.

| | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **(i) Amount recognised in balance sheet** | | | |
| **The balance sheet shows the following amounts relating to leases:** | | | |
| **Right-of-use assets** | | | |
| Land | | 17,625.51 | 18,116.44 |
| Buildings | | 4,065.81 | 3,839.07 |
| **Total** | | **21,691.32** | **21,955.51** |
| **Lease Liabilities** | | | |
| Current | | 924.81 | 915.95 |
| Non-current | | 12,465.64 | 11,491.22 |
| **Total** | | **13,390.45** | **12,407.17** |
| Additions to the right-of-use assets during the year were ₹ 763.73 lakhs (March 31, 2024: ₹ 3,881.77 Lakhs) | | | |

| | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **(ii) Amounts recognised in the statement of profit and loss** | | | |
| **The statement of profit and loss shows the following amounts relating to leases:** | | | |
| Net Gain on retirement of right-of-use asset | 20 | - | 96.28 |
| Interest expense (included in Finance Costs) | 25 | 976.09 | 763.80 |
| Depreciation charge of right-of-use assets | 26 | 942.99 | 708.96 |
| Expense relating to short-term leases (included in Other Expenses) | 27 | 1,275.45 | 441.59 |
| The total cash outflow for leases for the year was ₹ 671.61 lakhs ( March 31 2024: ₹ 997.06 lakhs) | | | |

**(iii) In applying Ind AS 116, the Group has used the following practical expedient:**

Accounting for operating leases with a remaining lease term of less than 12 months treated as short-term leases.

**(iv) Extension and Termination option:**

Extension and termination options are included in a number of leases. Extension and termination options held are exercisable at mutual consent of lessor and lessee.

## Notes to Consolidated Financial Statements

### Note 4:

### Goodwill and Intangible assets

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Software | Customer relationships | Mining rights* | Total | Goodwill |
|---|---|---|---|---|---|
| Balance as at April 1, 2023 | 1,578.88 | 109,228.33 | 269.76 | 111,076.97 | 194,419.16 |
| Additions | 94.06 | - | - | 94.06 | - |
| Addition on account of measurement period adjustment relating to business combination(Refer note 39A and B) | - | 5,674.68 | - | 5,674.68 | (9,056.19) |
| Disposal | (59.41) | - | - | (59.41) | - |
| **Balance as at March 31, 2024** | 1,613.53 | 114,903.01 | 269.76 | 116,786.30 | 185,362.97 |
| Additions | 522.47 | - | 2,170.12 | 2,692.59 | - |
| Disposal | (32.17) | - | - | (32.17) | - |
| Balance as at March 31, 2025 | 2,103.83 | 114,903.01 | 2,439.88 | 119,446.72 | 185,362.97 |
| Accumulated amortisation | | | | | |
| **Opening April 1, 2023** | **321.16** | **1,665.22** | **10.73** | **1,997.11** | **66,068.22** |
| Charge for the year | 367.49 | 7,667.56 | 33.22 | 8,068.27 | - |
| Impairment loss of goodwill (Refer note 28) | - | - | - | - | 32,577.63 |
| Amortisation on assets disposed of during the year | (56.65) | - | - | (56.65) | - |
| Balance as at March 31, 2024 | 632.00 | 9,332.78 | 43.95 | 10,008.73 | 98,645.85 |
| Charge for the year | 963.06 | 7,604.46 | 280.67 | 8,848.19 | - |
| Amortisation on assets disposed of during the year | (31.88) | - | - | (31.88) | - |
| Accumulated amortisation as at March 31, 2025 | 1,563.18 | 16,937.24 | 324.62 | 18,825.04 | 98,645.85 |
| Net Carrying amount | | | | | |
| Balance as at March 31, 2024 | 981.53 | 105,570.23 | 225.81 | 106,777.57 | 86,717.12 |
| Balance as at March 31, 2025 | 540.65 | 97,965.77 | 2,115.26 | 100,621.68 | 86,717.12 |

The Group tests the goodwill for impairment at least on an annual basis. For the current year, the recoverable amount of the cash generating unit is more than the carrying value and hence no impairment of goodwill is required. Refer Note 28.

*Note: According to the Business Transfer Agreement (herein referred to as the 'BTA') dated November 19, 2022 and amendments thereto, the Group acquired three mines and it's related rights which will be transferred to the Group, no later than 30 months from the closing date as defined in the said BTA, subject to necessary government approvals (Refer note 39B). During the year, the Group has capitalised one mining license. Upon transfer of mining license of the other two mines to the Group, the prepayments against those two mines shall also be reclassified as Intangible assets.

| Particulars | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Note 5(a):** | | | |
| **Non-current investments** | | | |
| **Investments in government securities - measured at amortised cost** | | | |
| **Unquoted** | | | |
| National Savings Certificates* | | 0.97 | 0.97 |
| *The National Saving Certificates have been given to the sales tax department, as security | | | |
| **Total** | | **0.97** | **0.97** |
| **Aggregate amount of unquoted investments** | | **0.97** | **0.97** |
| **Note 5(b):** | | | |
| **Other financial assets-non-current-unsecured, considered good** | | | |
| Security deposits | | 566.97 | 515.78 |
| Deposits with more than 12 months maturity* | | 328.84 | 594.59 |
| Surrender value of keyman insurance policy | | 24.64 | 22.02 |
| *Margin money against bank guarantee | | | |
| **Total** | | **920.45** | **1,132.39** |

## Notes to Consolidated Financial Statements

### Note 5(c):

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Trade receivables*** | | |
| Trade receivables from contract with customer – billed | 64,410.33 | 76,107.20 |
| Trade receivables from contract with customer – related Parties (Refer note 36(c)) | 10,860.01 | 7,603.32 |
| Less: Loss allowance | (1,973.07) | (2,020.02) |
| **Total Receivables** | **73,297.27** | **81,690.50** |
| **Break-up of security details** | | |
| Trade receivables considered good – secured | - | - |
| Trade receivables considered good – unsecured | 73,297.27 | 81,690.50 |
| Trade receivables which have significant increase in credit risk – unsecured | 1,973.07 | 2,020.02 |
| Trade receivables credit impaired | - | - |
| **Total** | **75,270.34** | **83,710.52** |
| Less: Loss allowance | (1,973.07) | (2,020.02) |
| **Total** | **73,297.27** | **81,690.50** |

*Includes foreign currency receivables amounting to ₹ 1,170.16 lakhs as at March 31, 2025 (March 31, 2024: ₹ 2,050.40 lakhs) which are overdue for more than nine months. The Group has approached the authorised dealer, under the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015, to condone the delay and seeking permission of extension of time period for settlement of these balances. Pending resolution of this matter, no adjustments are considered necessary in these Consolidated Financial Statements.

**Aging of trade receivables:**

**As at March 31, 2025**

| | Not Due | Outstanding for following periods from the due date | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 Months – 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables | | | | | | | |
| Considered good | 51,935.89 | 18,489.10 | 1,631.03 | 1,050.16 | 154.51 | 36.58 | 73,297.27 |
| Which have significant increase in credit risk | 383.73 | 132.02 | 129.61 | 209.74 | 517.67 | 296.46 | 1,669.23 |
| Credit impaired | - | - | - | - | - | - | - |
| Disputed trade receivables | | | | | | | |
| Considered good | - | - | - | - | - | - | - |
| Which have significant increase in credit risk | - | - | 164.39 | 25.40 | - | 114.05 | 303.84 |
| Credit impaired | - | - | - | - | - | - | - |
| | 52,319.62 | 18,621.12 | 1,925.03 | 1,285.30 | 672.18 | 447.09 | 75,270.34 |
| Less: Loss allowance | (383.73) | (132.02) | (294.00) | (235.14) | (517.67) | (410.51) | (1,973.07) |
| **Total** | **51,935.89** | **18,489.10** | **1,631.03** | **1,050.16** | **154.51** | **36.58** | **73,297.27** |

**As at March 31, 2024**

| | Not Due | Outstanding for following periods from the due date | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 Months – 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables | | | | | | | |
| Considered good | 50,696.10 | 28,662.34 | 1,844.69 | 406.60 | 8.37 | 72.40 | 81,690.50 |
| Which have significant increase in credit risk | - | 298.15 | 231.27 | 813.65 | 463.55 | 62.18 | 1,868.80 |
| Credit impaired | - | - | - | - | - | - | - |
| Disputed trade receivables | | | | | | | |
| Considered good | - | - | - | - | - | - | - |
| Which have significant increase in credit risk | - | - | 7.92 | 5.86 | - | 137.44 | 151.22 |
| Credit impaired | - | - | - | - | - | - | - |
| | 50,696.10 | 28,960.49 | 2,083.88 | 1,226.11 | 471.92 | 272.02 | 83,710.52 |
| Less: Loss allowance | - | (298.15) | (239.19) | (819.51) | (463.55) | (199.62) | (2,020.02) |
| **Total** | **50,696.10** | **28,662.34** | **1,844.69** | **406.60** | **8.37** | **72.40** | **81,690.50** |

## Notes to Consolidated Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 5(d):** | | |
| **Cash and cash equivalents** | | |
| Balances with banks | | |
| - in current accounts | 3,884.28 | 2,900.60 |
| - in EEFC accounts | 0.43 | - |
| Cash on hand | 0.09 | 2.69 |
| Deposits with original maturity of less than three months | 5,790.00 | 2,100.00 |
| **Total** | **9,674.80** | **5,003.29** |
| There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods | | |
| **Note 5(e):** | | |
| **Bank balances other than cash and cash equivalents** | | |
| On dividend account | 172.27 | 246.80 |
| Deposits with original maturity of more than 3 months and having remaining maturity of less than 12 months* | 73.25 | 75.91 |
| * Margin money against bank guarantee | | |
| **Total** | **245.52** | **322.71** |
| There are no repatriation restrictions with regard to bank balances other than cash and cash equivalents as at the end of the reporting period and prior periods | | |
| **Note 5(f):** | | |
| **Other financial assets - current** | | |
| Interest accrued on deposits | 78.39 | 55.02 |
| Loans and advances to employees [including loans to employees of ₹ 90.00 lakhs (March 31, 2024: ₹ 23.13 lakhs)] | 120.06 | 97.85 |
| Security deposits | 11.67 | 16.67 |
| Receivables from related party (Refer note 36) | 306.42 | - |
| **Total** | **516.54** | **169.54** |

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## Notes to Consolidated Financial Statements

### Note 6(a) :

### Deferred tax liabilities (net)

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Brought Forward Losses and Accumulated Depreciation | Depreciation / Amortisation | Defined Benefit obligations | Allowances for doubtful debts | Transaction costs (stamp duty) on issue of shares | Merger Expenses | Provision for Bonus and Equity-settled share option plan | MSME Overdue | Stamp duty provision | Right-of-use assets | Lease liabilities | Others | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **At April 1, 2023** | **2,512.51** | **(9,494.07)** | **990.12** | **179.83** | **98.26** | **233.62** | **367.61** | **-** | **563.76** | **(3,042.82)** | **2,512.42** | **(48.14)** | **(5,126.90)** |
| Add/(Less): Regrouped to deferred tax assets | (2,512.51) | 5,547.83 | (519.99) | (33.35) | - | - | (258.23) | - | (563.76) | 2,717.40 | (2,142.11) | 183.74 | 2,419.02 |
| (Charged)/ Credited | | | | | | | | | | | | | |
| - Measurement period adjustment relating to business combination | - | 1,198.31 | - | - | - | - | - | - | - | - | - | - | 1,198.31 |
| - to statement of profit and loss | - | (775.44) | 137.33 | 269.81 | (6.14) | (35.25) | 121.62 | 60.76 | - | (697.12) | 713.41 | (96.57) | (307.59) |
| - to other comprehensive income | - | - | 4.12 | - | - | - | - | - | - | - | - | - | 4.12 |
| **At April 1, 2024** | **-** | **(3,523.37)** | **611.58** | **416.29** | **92.12** | **198.37** | **231.00** | **60.76** | **-** | **(1,022.54)** | **1,083.72** | **39.03** | **(1,813.04)** |
| (Charged)/ Credited | | | | | | | | | | | | | |
| - to statement of profit and loss | - | (477.22) | (2.33) | 2.41 | (23.03) | (15.09) | (25.21) | 87.82 | - | (43.29) | 110.90 | 86.44 | (298.60) |
| - to other comprehensive income | - | - | 11.85 | - | - | - | - | - | - | - | - | - | 11.85 |
| **As at March 31, 2025** | **-** | **(4,000.59)** | **621.10** | **418.70** | **69.09** | **183.28** | **205.79** | **148.58** | **-** | **(1,065.83)** | **1,194.62** | **125.47** | **(2,099.79)** |

# Notes to Consolidated Financial Statements

## Note 6(b) :

## Deferred tax assets (net) (Contd.)

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Brought Forward Losses and Accumulated Depreciation | Depreciation / Amortisation | Defined Benefit obligations | Allowances for doubtful debts | Transaction costs (stamp duty) on issue of shares | Merger Expenses | Provision for Bonus and Equity-settled share option plan | MSME Overdue | Stamp duty provision | Right-of-use assets | Lease liabilities | Others | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **At April 1, 2023** | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Add/(Less): Regrouped from deferred tax liabilities | 2,512.51 | (5,547.83) | 519.99 | 33.35 | - | - | 258.23 | - | 563.76 | (2,717.40) | 2,142.11 | (183.74) | (2,419.02) |
| (Charged)/ Credited | | | | | | | | | | | | | |
| - to statement of profit and loss | 1,745.98 | (1,506.13) | 43.68 | 151.72 | - | - | 171.52 | - | 140.94 | 81.82 | (36.41) | 8.28 | 801.40 |
| - to other comprehensive income | - | - | 40.44 | - | - | - | - | - | - | - | - | - | 40.44 |
| - Measurement period adjustment relating to business combination | - | 3,723.25 | - | - | - | - | - | - | - | - | - | - | 3,723.25 |
| - Others | - | 13.18 | - | - | - | - | - | - | - | - | - | - | 13.18 |
| **As at April 1, 2024** | **4,258.49** | **(3,317.53)** | **604.11** | **185.07** | **-** | **-** | **429.75** | **-** | **704.70** | **(2,635.58)** | **2,105.70** | **(175.46)** | **2,159.25** |
| (Charged)/ Credited | | | | | | | | | | | | | |
| - to statement of profit and loss | 3,949.64 | (2,287.11) | 22.16 | 129.74 | - | - | (117.92) | - | (83.44) | 72.86 | 122.11 | 248.18 | 2,056.22 |
| - to other comprehensive income | - | - | 14.53 | - | - | - | - | - | - | - | - | - | 14.53 |
| **As at March 31, 2025** | **8,208.13** | **(5,604.64)** | **640.80** | **314.81** | **-** | **-** | **311.83** | **-** | **621.26** | **(2,562.72)** | **2,227.81** | **72.72** | **4,230.00** |

In assessing the reliability of deferred income tax assets, the management considers whether some portion or all of the deferred income tax assets will not be realised. The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 7:** | | |
| **Other Assets** | | |
| **Unsecured, considered good unless otherwise stated** | | |
| **Non-current** | | |
| Capital advances | 847.91 | 671.77 |
| Advances other than capital advances | | |
| Security deposits | 690.56 | 704.91 |
| Advance to income tax [Net of provision of ₹ 61,098.51 lakhs (March 31, 2024 ₹ 53,101.27 lakhs)] | 806.98 | 1,351.99 |
| Balances with Government Authorities [includes amounts paid under protest ₹164.18 lakhs (March 31, 2024 ₹ 116.35 lakhs)] | 321.62 | 293.33 |
| Prepaid expenses | 45.84 | 33.39 |
| **Total** | **2,712.91** | **3,055.39** |
| **Current** | | |
| Prepaid expenses* | 3,691.10 | 6,333.89 |
| Balance with government authorities | 365.27 | 373.43 |
| Goods and Services tax input credit recoverable | 8,488.65 | 7,781.09 |
| Advances to creditors | 1,799.79 | 2,060.72 |
| Export incentives receivable (government grant) | | |
| - Considered good | 326.21 | 324.53 |
| - Considered doubtful | 298.21 | 133.30 |
| | 624.42 | 457.83 |
| Less: Allowance for doubtful export incentives receivable | (298.21) | (133.30) |
| | 326.21 | 324.53 |
| Others | - | 5.65 |
| **Total** | **14,671.02** | **16,879.31** |

*Note: According to the Business Transfer Agreement (herein referred to as the 'BTA') dated November 19, 2022 and amendments thereto, the Group acquired three mines and it's related rights which will be transferred to the Group, no later than 30 months from the closing date as defined in the said BTA, subject to necessary government approvals (Refer note - 39B). During the year, the Group has capitalised one mining license. Upon transfer of mining license of the other two mines to the Group, the prepayments against those two mines shall also be reclassified as Intangible assets.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 8:** | | |
| **Inventories** | | |
| Raw materials {including goods in transit of ₹ 3,321.89 lakhs (March 31, 2024: ₹ 1,074.01 lakhs)} | 45,675.46 | 41,849.06 |
| Work-in-progress | 7,699.21 | 7,596.26 |
| Finished goods {including goods in transit of ₹ nil ( March 31, 2024: ₹ 186.31 lakhs)} | 22,962.42 | 17,965.43 |
| Stock-in-trade {including goods in transit of ₹ 6,368.32 lakhs (March 31, 2024: ₹ 1,492.30 lakhs)} | 22,393.35 | 15,841.85 |
| Stores and spares {including goods in transit of ₹ nil (March 31, 2024: ₹ 78.64 lakhs)} | 8,624.64 | 7,279.24 |
| **Total** | **107,355.08** | **90,531.84** |

**Amount recognised in the Consolidated Statement of Profit and Loss**

Provisions for slow moving/obsolete inventory along with write downs of inventories to net realisable value amounted to ₹ 2,157.58 lakhs (March 31, 2024: ₹ 2,076.75 lakhs). These were recognised as an expense and included in 'changes in value of inventories of finished goods, stock-in-trade and work-in-progress in the Consolidated Statement of Profit and Loss.

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 9:** | | |
| **Contract assets** | | |
| Contract assets | 25,736.30 | 26,833.43 |
| Less: Loss allowance * | (1,083.47) | (1,613.75) |
| *Refer note 31 | | |
| Total | **24,652.83** | **25,219.68** |

| Particulars | Number of Shares | Amount |
|---|---|---|
| **Note 10(a):** | | |
| **Equity share capital** | | |
| **Authorised equity share capital** | | |
| 308,000,000 equity shares (March 31, 2024 - 308,000,000) of ₹ 1 each | 308,000,000 | 3,080.00 |
| **Issued, subscribed and fully paid up share capital** | | |
| 206,501,426 equity shares (March 31, 2024 - 206,501,426) of ₹ 1 each | 206,501,426 | 2,065.01 |
| **(i) Movement in equity share capital** | | |
| **Authorised** | | |
| **Balance as at April 1, 2023** | **308,000,000** | **3,080.00** |
| Change during the year | - | - |
| **Balance as at March 31, 2024** | **308,000,000** | **3,080.00** |
| Change during the year | - | - |
| **Balance as at March 31, 2025** | **308,000,000** | **3,080.00** |
| **Issued, subscribed and fully paid up share capital** | | |
| **Balance as at April 1, 2023** | **187,996,331** | **1,879.96** |
| Add: Shares issued during the year ended 31 March 2024 (Refer note 44 and 45) | 18,505,095 | 185.05 |
| **Balance as at March 31, 2024** | **206,501,426** | **2,065.01** |
| **Balance as at April 1, 2024** | 206,501,426 | 2,065.01 |
| Add: Shares issued during the year ended 31 March 2025 | - | - |
| **Balance as at March 31, 2025** | **206,501,426** | **2,065.01** |

**Terms and rights attached to equity shares.**

Equity share has a face value of ₹ 1. They entitle the holder to participate in dividend, and to share in the proceeds of winding up of the Company in proportion to number of and amounts paid on shares held.

Every holder of equity shares present at a meeting in person or proxy, is entitled to one vote, and upon a poll each share is entitled one vote.

**(ii) Shares of the Holding Company held by the intermediate holding company through its subsidiaries**

| Particulars | Number of equity shares | |
|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 |
| Veitscher Vertriebsgesellschaft m.b.H., Austria (intermediate holding company) | - | - |
| **Subsidiaries of intermediate holding company** | | |
| Dutch US Holding B.V., Netherlands | 82,667,832 | 82,667,832 |
| Dutch Brasil Holding B.V., Netherlands | 20,620,887 | 20,620,887 |
| Total | **103,288,719** | **103,288,719** |

## Notes to Consolidated Financial Statements

### (iii) Details of shareholders holding more than 5% shares in the Holding Company

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Number of equity shares | |
|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 |
| Dutch US Holding B.V., Netherlands | 82,667,832 | 82,667,832 |
| Dalmia Bharat Refractories Limited | 27,020,000 | 27,020,000 |
| Dutch Brasil Holding B.V., Netherlands | 20,620,887 | 20,620,887 |
| VRD Americas B.V., Netherlands | 12,503,807 | 12,503,807 |
| **Total** | **142,812,526** | **142,812,526** |
| | Percentage of shares held | |
| Dutch US Holding B.V., Netherlands | 40.03% | 40.03% |
| Dalmia Bharat Refractories Limited | 13.08% | 13.08% |
| Dutch Brasil Holding B.V., Netherlands | 9.99% | 9.99% |
| VRD Americas B.V., Netherlands | 6.06% | 6.06% |
| **Total** | **69.16%** | **69.16%** |

### (iv) Aggregate number of shares issued for consideration other than cash (Refer note 39B)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Shares issued under share swap agreement with Dalmia Bharat Refractories Limited | 27,000,000 | 27,000,000 |
| Shares issued during year ended March 31, 2022 as per the scheme of amalgamation of the Holding Company with its erstwhile two fellow subsidiaries (RHI India Private Limited and RHI Clasil Private Limited) | 40,857,131 | 40,857,131 |
| **Total** | **67,857,131** | **67,857,131** |

### (v) Details of shareholding of promoters

**As at March 31, 2025**

| Name of Promoter | Number of shares at beginning of year | Change during the year | Number of shares at the end of year | Percentage of total number of shares at the end of year | Percentage change during the year |
|---|---|---|---|---|---|
| Dutch US Holding B.V., Netherlands | 82,667,832 | - | 82,667,832 | 40.03% | (0.00%) |
| Dutch Brasil Holding B.V., Netherlands | 20,620,887 | - | 20,620,887 | 9.99% | (0.00%) |
| VRD Americas B.V., Netherlands | 12,503,807 | - | 12,503,807 | 6.06% | (0.00%) |
| **Total** | **115,792,526** | **-** | **115,792,526** | **56.08%** | |

**As at March 31, 2024**

| Name of Promoter | Number of shares at beginning of year | Change during the year* | Number of shares at the end of year | Percentage of total number of shares at the end of year | Percentage change during the year |
|---|---|---|---|---|---|
| Dutch US Holding B.V., Netherlands | 79,877,771 | 2,790,061 | 82,667,832 | 40.03% | (2.46%) |
| Dutch Brasil Holding B.V., Netherlands | 20,620,887 | - | 20,620,887 | 9.99% | (0.98%) |
| VRD Americas B.V., Netherlands | 12,503,807 | - | 12,503,807 | 6.06% | (0.59%) |
| **Total** | **113,002,465** | **2,790,061** | **115,792,526** | **56.08%** | |

* Refer note 45

## Notes to Consolidated Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 10(b):** | | |
| **Other equity** | | |
| Capital reserve | 1,465.71 | 1,465.71 |
| Securities premium | 350,955.12 | 350,955.12 |
| General reserve | 8,681.48 | 8,681.48 |
| Capital contribution from ultimate holding company (Refer note 36) | 279.17 | - |
| Retained earnings | 36,415.04 | 21,404.76 |
| **Total** | **397,796.52** | **382,507.07** |
| **(i) Capital Reserve** | | |
| Opening balance | 1,465.71 | 1,465.71 |
| **Closing balance** | **1,465.71** | **1,465.71** |
| **(ii) Securities Premium** | | |
| Opening balance | 350,955.12 | 243,110.30 |
| Add: Securities Premium on issue of shares in previous year (net of expenses incurred of ₹ 2,309.34 lakhs and interest earned of ₹ 339.22 lakhs on short-term bank deposits) (Refer note 44 and 45) | - | 107,844.82 |
| **Closing balance** | **350,955.12** | **350,955.12** |
| **(iii) General Reserve** | | |
| Opening balance | 8,681.48 | 8,681.48 |
| **Closing balance** | **8,681.48** | **8,681.48** |
| **(iv) Capital contribution from ultimate holding company** | | |
| Opening balance | - | - |
| Employee share-based payment expense | 408.43 | - |
| Transferred to financial liabilities on exercise | (129.26) | - |
| **Closing balance** | **279.17** | **-** |
| **(v) Retained earnings** | | |
| Opening balance | 21,404.76 | 33,966.01 |
| Net Profit/(loss) for the year | 20,251.28 | (10,044.56) |
| Remeasurements of post employment benefit obligation, net of tax | (78.46) | (132.57) |
| Transaction with Non-controlling interest (Refer note 42(c)) | - | 2,778.42 |
| Dividend paid | (5,162.54) | (5,162.54) |
| **Closing balance** | **36,415.04** | **21,404.76** |

Nature and purpose of Reserves:

Capital Reserve

Capital reserve is the difference between the consideration to the shareholders of the erstwhile two fellow subsidiaries (RHI India Private Limited and RHI Clasil Private Limited) and the Share Capital in the respective books as on April 1, 2019.

Securities premium

This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

General reserve

General reserve represents profits transferred from retained earnings from time to time to general reserve for appropriate purposes based on the provisions of the erstwhile Companies Act, 1956. It can be utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings

Retained earnings represents accumulated profits of the Group. It can be utilised in accordance with the provisions of the Companies Act, 2013.

## Notes to Consolidated Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 11:** | | |
| **Borrowings** | | |
| **Non Current - unsecured** | | |
| External Commercial Borrowings* | 24,235.74 | 24,478.76 |
| Term Loan from Bank** | 347.83 | 877.19 |
| Less: Current maturities of long term borrowings | (2,739.12) | (535.23) |
| Less: Interest accrued (included in current borrowings) | (296.21) | (1,113.16) |
| **Total** | **21,548.24** | **23,707.56** |
| **Current - secured** | | |
| Cash Credit | - | 82.22 |
| **Current - unsecured** | | |
| Current maturities of External Commercial Borrowings {including accrued interest of ₹ 293.25 lakhs (March 31, 2024 - ₹ 1,203.54 lakhs)}* | 2,687.50 | 7,449.74 |
| Current maturities of Term Loan from Bank {including accrued interest of ₹ 2.96 lakhs (March 31, 2024 - ₹ 7.23 lakhs)}** | 347.83 | 535.23 |
| Working Capital loan from bank*** | - | 3,734.99 |
| Cash Credit (including accrued interest of ₹ nil lakhs (March 31, 2024 - ₹ 0.11 lakhs))**** | - | 748.73 |
| **Total** | **3,035.33** | **12,550.91** |

Borrowings are subsequently measured at amortised cost and therefore interest accrued on current borrowings are included in the respective amounts.

***External commercial borrowing - Current:** External commercial borrowing of EUR 3,000,000 was taken from VRD Americas B.V. Netherland (Fellow subsidiary) during the year ended March 31, 2015 which carries interest at applicable 6 month Euribor plus 200 basis points. It was repayable in single instalment of EUR 3,000,000 on December 31 2022. The repayment date was extended to December 31, 2024 on mutual agreement of both the parties. This term loan was paid in full on December 23, 2024.

***External commercial borrowing - Current:** External commercial borrowing of EUR 3,950,000 was taken from VRD Americas B.V. Netherland (Fellow subsidiary) during the year ended March 31, 2017 which carries interest at applicable 6 month Euribor plus 150 basis points. It was originally repayable in single instalment of EUR 3,950,000 on December 31, 2023. The repayment date was extended to December 31, 2024 on mutual agreement of both the parties. This term loan was paid in full on December 23, 2024.

***External Commercial Borrowings - Non-current:** External commercial borrowing of EUR 26,000,000 was taken from the RHI Magnesita GmbH (fellow subsidiary) during the financial year ended 2022-23, which carries interest at applicable 6 month Euribor plus 230 basis points. It is repayable in 10 half-yearly instalments starting from June 30, 2025.

**Term Loan from Bank amounting to ₹ 347.83 lakhs is secured by equitable mortgage of factory Land & Building and Plant & Machinery., which carries interest rate ranging from 9.75% to 10.1% p.a. It is further secured by first charge over movable and immovable fixed assets. It is repayable in quarterly instalment or ranging from ₹ 66 lakhs to ₹ 132 lakhs.

****Working capital loan of ₹ 3,734.99 lakhs which was outstanding as on March 31, 2024 has been repaid during the year. The loan carried interest in the range of 8.50% p.a. to 9.30% p.a. and was repayble on demand.

******Cash Credit:** The Group has cash credit facility available from Deutche Bank A.G. amounting to Euro 12,000,000.

**Net debt reconciliation**

| | | |
|---|---|---|
| Cash and cash equivalents | 9,674.80 | 5,003.29 |
| Borrowings | (24,583.57) | (36,258.47) |
| Lease liabilities | (13,390.45) | (12,407.17) |
| **Net debt** | **(28,299.22)** | **(43,662.35)** |

## Notes to Consolidated Financial Statements

## Note 12:

### Provisions

(All amount in ₹ Lakhs, unless otherwise stated)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Non-current** | | |
| (i) Employee benefit obligations (refer details below) | - | 1,045.29 |
| (ii) Provision against mining rights | 288.64 | 286.46 |
| **Total** | **288.64** | **1,331.75** |
| **Movement in provision against mining rights is set out below:** | | |
| Balance as at beginning of the year | 286.46 | 281.07 |
| Unwinding of discount (Refer note 25) | 2.18 | 5.39 |
| **Balance at the end of the year** | **288.64** | **286.46** |
| **Current** | | |
| (i) Employee benefit obligations (refer details below) | 3,911.32 | 2,673.53 |
| (ii) Provision for unspent corporate social responsibility expenditure(CSR) as at year end (Refer note 27(b)) | 102.31 | 38.77 |
| | **4,013.63** | **2,712.30** |
| **Movement in CSR provision is set out below:** | | |
| Balance as at beginning of the year | 38.77 | 233.55 |
| Add: Expense recognised in statement of profit and loss during the year | 698.72 | 587.77 |
| Less: Amount spent during the year | 635.18 | 782.55 |
| **Balance as at end of the year** | **102.31** | **38.77** |
| **Employee benefit obligations** | | |
| | Non-Current | |
| (i) Gratuity | - | 1,045.29 |
| | **-** | **1,045.29** |
| | Current | |
| (i) Leave obligations | 2,133.92 | 1,907.01 |
| (ii) Gratuity | 1,777.40 | 766.52 |
| **Total** | **3,911.32** | **2,673.53** |

**(i) Leave obligations**

The leave obligation cover the Group's liability for earned leave and sick leave. The entire amount of provision of ₹ 2,133.92 lakhs (March 31, 2024 - ₹ 1,907.01 lakhs ) is presented as current, since the Group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Group does not expect all employees to avail the full amount of accrued leaves or require payment for such leave within the next 12 months.

| | | |
|---|---|---|
| **Leave obligation not expected to be settled within the next 12 months** | **1,783.68** | **1,606.07** |

**(ii) Post employment benefits**

**(a) Defined Contribution Plan:**

The Group has certain defined contribution plans including provident fund, employees' state insurance and national pension scheme. Contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. Contributions are made to employees state insurance for employees at the rate of 3.25% of basic salary as per regulations. Defined contributions are made to national pension fund.The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards contribution to provident and other fund is:

| | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Contribution to provident and other funds:** | | |
| Contribution to Provident fund | 1,263.18 | 1,155.31 |
| Contribution to Employees' state insurance | 13.47 | 30.00 |
| Contribution to National pension scheme | 62.70 | 61.60 |
| | **1,339.35** | **1,246.91** |

## Notes to Consolidated Financial Statements

(b) **Defined Benefit Plan - Gratuity:**

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Group makes contribution to recognised funds in India. The Group does not fully fund the liability and maintains the target level of funding to be maintained over a period of time based on estimations of expected gratuity payments. The details of gratuity fund is as follows.

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Name of the fund | Held by the Legal Entity | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| RHI Magnesita India Employees Group Gratuity Trust through Kotak Gratuity Group Plan | RHI Magnesita India Limited | 2,271.10 | 1,973.12 |
| Group gratuity plan with Life Insurance Corporation of India | RHI Magnesita India Limited | 60.92 | 56.57 |
| RHI Magnesita India Employees Group Gratuity Trust with Life Insurance Corporation of India | RHI Magnesita India Limited | 286.62 | 266.18 |
| Gratuity Fund Trust with an insurance policy with Life Insurance Corporation of India. | RHI Magnesita India Refractories Limited | 752.68 | 703.44 |
| Managed by Intermetal Engineers (India) Private Limited Employee Group Gratuity Scheme through Life Insurance Corporation of India ('LIC') Gratuity Group Plan | Intermetal Engineers (India) Private Limited | 23.43 | 19.78 |
| **Total** | | **3,394.75** | **3,019.09** |

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | Gratuity - Funded | |
| **A. Changes in Defined Benefit Obligation** | | |
| Defined benefit obligation as at the beginning of the year | 4,830.90 | 4,396.24 |
| Current service cost | 450.23 | 481.28 |
| Interest cost | 314.93 | 325.32 |
| Benefit paid | (570.61) | (515.15) |
| Actuarial loss/(gain) on obligation | 146.70 | 143.21 |
| **Defined Benefit Obligation at end of year** | **5,172.15** | **4,830.90** |
| **Change in fair value of plan assets** | | |
| Fair value of plan assets at the beginning of the year | 3,019.09 | 2,886.41 |
| Expected return on plan assets | 204.64 | 213.90 |
| Employer contribution | 502.19 | 220.84 |
| Benefit payments from plan assets | (373.03) | (268.19) |
| Actuarial loss on plan assets | 41.86 | (33.87) |
| **Fair value of plan assets at end of year** | **3,394.75** | **3,019.09** |
| **Net defined benefit (asset)/liability** | | |
| Present value of obligation at the end of the year | 5,172.15 | 4,830.90 |
| Fair value of plan assets at the end of the year | 3,394.75 | 3,019.09 |
| **Unfunded liability/provision in Balance Sheet** | **1,777.40** | **1,811.81** |

| | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Total expense recognised in the statement of profit and loss** | | |
| Current service cost (including Past Service Cost and curtailment Gains/(losses)) | 450.23 | 481.28 |
| Interest cost on defined benefit obligation | 314.93 | 325.32 |
| Interest income on plan assets | (204.64) | (213.89) |
| **Total Expense recognised under employee benefits expense (Refer note 24)** | **560.52** | **592.71** |

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Total expense recognised in OCI** | | |
| Actuarial (Gain) /Loss on defined benefit obligation arising from change in financial assumption | 166.71 | 295.38 |
| Actuarial (Gain) / Loss due to Demographic Assumption changes | - | (104.76) |
| Actuarial (Gain) / Loss on defined benefit obligation arising from experience adjustment | (20.01) | (47.41) |
| Actuarial (Gain)/ loss of plan assets | (41.86) | 33.87 |
| **Unrecognised actuarial loss at the end of the year** | **104.84** | **177.08** |
| **B. Actuarial Assumptions:** | | |
| i) Discounting Rate | 6.40% | 6.95% |
| ii) Future Salary Increase | 10% for 1 Year, 8% thereafter | 10% for 2 Years, 8% thereafter |
| iii) Retirement Age (Years) | 58 to 60 | 58 to 60 |
| Ages | **Withdrawal Rate %** | |
| For All Ages | 5% to 10% | 5% to 10% |
| Assumptions regarding future mortality rate for gratuity is based on actuarial advice in accordance with published statistics and experience. | | |
| **C. Expected contribution for the next 12 months** | | |
| i) Service cost | 604.26 | 450.23 |
| ii) Net Interest cost | 93.74 | 114.68 |
| **iii) Expected contribution for the next 12 months** | **698.00** | **564.91** |

D. The weighted average duration of the defined benefit obligation is 6.18 years (31 March 2024 — 6.04 years). The expected maturity analysis of undiscounted gratuity benefit is as follows:

| | | |
|---|---|---|
| **Maturity profile of Defined Benefit Obligation** | | |
| **Years:** | | |
| i) 0 to 1 Year | 716.09 | 622.82 |
| ii) 1 to 2 Year | 669.33 | 697.24 |
| iii) 2 to 3 Year | 781.13 | 636.00 |
| iv) 3 to 4 Year | 582.93 | 685.57 |
| v) 4 to 5 Year | 564.30 | 523.63 |
| vi) 5 to 6 Year | 559.23 | 502.63 |
| vii) 6 Year onwards | 4,077.88 | 4,009.47 |
| **Total** | **7,950.89** | **7,677.36** |

### E. Sensitivity analysis on defined benefit obligation

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Discount rate | | |
| a. Discount rate - 0.5% - the liability to increase by | 146.88 | 163.43 |
| b. Discount rate + 0.5% - the liability to decrease by | (139.04) | (154.13) |
| Salary increase rate | | |
| a. Rate - 0.5% - the liability to decrease by | (134.76) | (150.82) |
| b. Rate + 0.5% - the liability to increase by | 140.76 | 158.44 |

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as and when calculating the Defined benefit recognised in the balance sheet. The methods and types of assumptions used in preparation, the sensitivity analysis did not change compared to the prior period.

## Notes to Consolidated Financial Statements

### F. Risk Exposures:

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

**Salary Increases:** Actual salary increases will increase the Plan's liability.Increase in salary rate assumption in future will also increase the liability.

**Investment Risk:** If Plan is funded then assets and liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

**Discount Rate:** Reduction in discount rate in subsequent valuations can increase the plan's liability.

### G. Defined benefit liability and employer contribution

The Group monitors the deficit in defined benefit obligation (net off plan assets) and endeavors to meet such deficit within reasonable future. The objective is to ensure adequate investments of funds, at appropriate time, to generate sufficient corpus for future payments.

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 13:** | | |
| **Other liabilities - non-current** | | |
| Deposit from employees | 270.82 | 190.77 |
| **Total** | **270.82** | **190.77** |
| **Note 14:** | | |
| **Trade payables*** | | |
| Trade Payables: Micro enterprises and small enterprises (Refer note 38) | 7,223.64 | 7,941.43 |
| Trade Payables: Others | 40,943.12 | 26,056.31 |
| Trade Payables to related parties (Refer note 36) | 13,998.62 | 23,783.73 |
| **Total** | **62,165.38** | **57,781.47** |

*Includes foreign currency trade payables amounting to ₹ 3,324.31 lakhs as at March 31, 2025 (March 31, 2024: ₹ 11,525.14 lakhs) which are overdue for more than six months. The Group has approached the authorised dealer, under the Foreign Exchange Management (Import of Goods and Services) Regulations, 2015, to condone the delay and seeking permission of extension of time period for settlement of these balances. Pending resolution of this matter, no adjustments are considered necessary in these Consolidated Financial Statements.

**Aging of trade payables**

**As at March 31, 2025**

| Particulars | Unbilled | Not Due | Outstanding for following periods from the due date | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade payables | | | | | | | |
| Micro enterprises and small enterprises | 3.58 | 7,083.13 | 129.19 | 0.32 | - | 6.98 | 7,223.20 |
| Others | 5,635.92 | 32,939.16 | 15,561.11 | 350.30 | 235.94 | 219.31 | 54,941.74 |
| Disputed trade payables | | | | | | | |
| Micro enterprises and small enterprises | - | - | 0.44 | - | - | - | 0.44 |
| Others | - | - | - | - | - | - | - |
| **Total** | **5,639.50** | **40,022.29** | **15,690.74** | **350.62** | **235.94** | **226.29** | **62,165.38** |

**As at March 31, 2024**

| Particulars | Unbilled | Not Due | Outstanding for following periods from the due date | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade payables | | | | | | | |
| Micro enterprises and small enterprises | - | 7,103.46 | 754.83 | 72.08 | 2.72 | 8.34 | 7,941.43 |
| Others | 5,646.52 | 19,909.35 | 20,417.90 | 2,795.04 | 371.68 | 699.55 | 49,840.04 |
| Disputed trade payables | | | | | | | |
| Micro enterprises and small enterprises | - | - | - | - | - | - | - |
| Others | - | - | - | - | - | - | - |
| **Total** | **5,646.52** | **27,012.81** | **21,172.73** | **2,867.12** | **374.40** | **707.89** | **57,781.47** |

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Note 15:** | | |
| **Other financial liabilities - current** | | |
| Unpaid dividend | 172.27 | 246.80 |
| Employee benefits payable | 3,864.00 | 4,936.78 |
| Payables for purchase of property, plant and equipment | 371.64 | 690.54 |
| Payable towards business acquisition | 6.50 | 419.50 |
| Payable towards share-based payment (Refer note 36) | 129.26 | - |
| Foreign exchange forward contracts | 92.30 | 64.80 |
| Others | 2.00 | 16.33 |
| **Total** | **4,637.97** | **6,374.75** |
| **Note 16:** | | |
| **Contract Liabilities** | | |
| Advances from customers | 1,131.08 | 797.72 |
| **Total** | **1,131.08** | **797.72** |
| **Note 17:** | | |
| **Other current liabilities** | | |
| Statutory dues (Contribution to Provident Fund and Employee State Insurance, Goods and Services Tax etc.) | 1,561.31 | 2,543.59 |
| Deposits from employees | 3.64 | 15.64 |
| Interest payable to Micro enterprises and small enterprises | 556.70 | 500.17 |
| Security deposits | 548.12 | 518.80 |
| Payable for stamp duty | 2,467.02 | 3,557.88 |
| Others | - | 175.46 |
| **Total** | **5,136.79** | **7,311.54** |
| **Note 18:** | | |
| **Current tax liabilities** | | |
| Provision for income tax {(Net of Advance to Income Tax of ₹ nil Lakhs (March 31, 2024 ₹ 222.44 lakhs )} | - | 2.65 |
| **Total** | **-** | **2.65** |

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 19:** | | |
| **Revenue from operations** | | |
| **Revenue from contracts with customers** | | |
| - Sales of products | | |
| (i) Finished goods | 195,843.38 | 197,201.94 |
| (ii) Stock-in-trade | 41,661.36 | 46,862.55 |
| - Total Refractories Management Services | 120,692.73 | 123,048.88 |
| - Sale of services | 4,220.33 | 6,346.11 |
| **Total** | **362,417.80** | **373,459.48** |

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Other operating revenues** | | |
| – Export incentives | 806.45 | 893.87 |
| – Scrap Sales | 1,168.76 | 1,488.91 |
| – Intercompany Service Income | 3,056.49 | 2,268.14 |
| | **5,031.70** | **4,650.92** |
| **Total** | **367,449.50** | **378,110.40** |

**Disaggregation of Revenue**

In the following tables, revenue is disaggregated by geography. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

| **Disaggregation of Revenue by Geography** | | |
|---|---|---|
| Within India | 321,702.00 | 337,857.73 |
| Outside India | 40,715.80 | 35,601.75 |
| **Total Revenue** | **362,417.80** | **373,459.48** |

**Timing of Revenue Recognition**

Revenue from the sale of products is recognised at the point in time when control over the products is passed to the customers, which is determined based on the individual terms agreed in the customer contract.

Revenue from contracts for total refractory management services is recognised over time using the output method (e.g. quantity of steel produced by the customer).

Revenue from services is recognised in the accounting period in which the services are rendered.

**Performance obligations**

Revenue from the sale of products is recognised at the point in time when control over the products is passed to the customers, which is determined based on the individual terms agreed in the customer contract. Control is defined as the ability to direct the use and obtain substantially all the economic benefits from an asset.

For Refractory Management services where the transaction price depends on the customer's production tonnage, the management has determined that both supply of goods and services are not distinct as the customer expects total refractory management services from the Group, which includes supply of refractory material and its related services to produce steel. Thus, only one single performance obligation, the performance of refractory management services, exists. With regard to these contracts, revenue is recognised over time using the output method (e.g. quantity of steel produced by the customer).

Revenue from services is recognised over time, using an input method to measure progress towards completion of service, because the customer simultaneously receives and consumes the benefits provided by the Group.

| **Disaggregation by timing for Revenue Recognition** | | |
|---|---|---|
| Point in time | 237,504.74 | 244,064.49 |
| Over the time | 124,913.06 | 129,394.99 |
| **Total Revenue** | **362,417.80** | **373,459.48** |

**Transaction price allocated to the remaining performance obligations**

Transaction price is the expected consideration to be received in exchange for transferring goods or services, to the extent that it is highly probable that there will not be a significant reversal of revenue. For Total Refractory Management Contracts, transaction price depends on the customer's production performance.

The Group has applied practical expedient in Ind AS 115. Accordingly it has not disclosed information about remaining performance obligations wherein the Group has a right to consideration from customer in an amount that directly corresponds with the value to the customer of entity's performance till date using the output method and for the other contracts which have original expected duration of one year or less.

| **Reconciliation of revenue recognised with contract price** | | |
|---|---|---|
| **Contract price** | **357,778.73** | **368,785.79** |
| Adjustments for: | | |
| Claims and Rebates | (3,725.54) | (4,709.27) |
| Performance Bonus | 8,364.61 | 9,382.96 |
| **Revenue from contracts with customers** | **362,417.80** | **373,459.48** |

**Trade Receivables and Contract Balances**

The Group classifies the right to consideration in exchange for deliverables as either a receivable or as Contract Asset.

A receivable is a right to consideration that is unconditional upon passage of time.

Contract assets consist of unbilled revenue which arises when the Group satisfies the performance obligation in the Refractory Management Services contracts but does not have an unconditional right to consideration as it is dependent on the certification of the report on the quantity of steel produced.

Contract liabilities consists of advances from customers. Contract liabilities are presented in note 16.

Trade receivables are presented net off impairment loss in note 5(c).

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Revenue recognised that was included in the contract liability balance at the beginning of the year** | | |
| Revenue from contract with customers | 797.72 | 3,146.75 |
| **Total** | **797.72** | **3,146.75** |
| **Movement in Contract Assets** | | |
| Opening balance at the beginning of the year | 25,219.68 | 28,904.37 |
| Add: Revenue recognised during the year | 371,533.10 | 373,459.48 |
| Less: Invoiced during the year | (372,099.95) | (377,144.17) |
| **Closing balance at the end of the year** | **24,652.83** | **25,219.68** |
| **Movement in Contract Liabilities** | | |
| Opening balance at the beginning of the year | 797.72 | 3,146.75 |
| Add: Collection during the year | 29,907.62 | 41,461.14 |
| Less: Gross Sales | (29,574.26) | (43,810.17) |
| **Closing balance at the end of the year** | **1,131.08** | **797.72** |

**Significant judgements in the application of the Standard**

For Refractory Management Contracts where the transaction price depends on the customer's production performance, the management has determined that both supply of goods and services are not distinct as the customer expects total refractory management services from the company, which includes supply of refractory material and its related services to produce steel. The customer expects complete refractory management for the agreed product areas in the steel plant in order to enable steel production. Thus, only one single performance obligation, performance of refractory management service, exists.

**Information about major customers**

Revenues from six major customers (March 31, 2024 - two customers) represent approximately ₹ 56,226.30 lakhs (March 31, 2024 - ₹ 91,128.96 lakhs) of the Group total revenues.

## Note 20:

| | | |
|---|---|---|
| **Other income** | | |
| **Interest Income** | | |
| Interest income on financial assets on amortised cost: | | |
| - on bank deposits | 347.85 | 297.20 |
| - on income tax refund | 92.56 | - |
| - on others | 87.63 | 110.66 |
| **Other non-operating income (net of expenses directly attributable to such income)** | | |
| Net Gain on retirement of right-of-use (Refer note 3(b)) | - | 96.28 |
| Gain on redemption of mutual funds | 78.45 | - |
| Liabilities / provisions no longer required written back | 1,880.57 | 134.19 |
| Insurance claim | 104.43 | 200.22 |
| Miscellaneous income | 15.56 | 257.71 |
| **Total** | **2,607.05** | **1,096.26** |

## Note 21:

| | | |
|---|---|---|
| **Cost of materials consumed** | | |
| Opening stock | 41,849.06 | 35,303.11 |
| Addition on account of measurement period adjustment relating to business combination (Refer note 39A) | - | 13.96 |
| Add: Purchases | 155,501.93 | 148,408.92 |
| | 197,350.99 | 183,725.99 |
| Less: Closing stock | 45,675.46 | 41,849.06 |
| **Total** | **151,675.53** | **141,876.93** |

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 22:** | | |
| Purchases of stock-in-trade | 78,413.71 | 68,984.61 |
| Total | **78,413.71** | **68,984.61** |
| **Note 23:** | | |
| **Changes in inventories of finished goods, stock-in-trade and work-in-progress** | | |
| **Inventories at the end of the year** | | |
| Finished goods | 22,962.42 | 17,965.43 |
| Stock-in-trade | 22,393.35 | 15,841.85 |
| Work-in-progress | 7,699.21 | 7,596.26 |
| | **53,054.98** | **41,403.54** |
| **Inventories at the beginning of the year** | | |
| Finished goods | 17,965.43 | 22,911.73 |
| Addition on account of measurement period adjustment relating to business combination (Refer note 39A) | - | 134.00 |
| Stock-in-trade | 15,841.85 | 24,211.61 |
| Work-in-progress | 7,596.26 | 7,079.02 |
| | **41,403.54** | **54,336.36** |
| Total | **(11,651.44)** | **12,932.82** |
| **Note 24:** | | |
| **Employee benefits expense** | | |
| Salaries, wages and bonus | 34,217.22 | 33,566.74 |
| Contribution to provident and other funds (Refer note 12) | 1,339.35 | 1,246.91 |
| Employee share-based payment expense (Refer note 37) | 408.43 | - |
| Gratuity (Refer note 12) | 560.52 | 592.71 |
| Leave obligation | 481.09 | 682.06 |
| Staff welfare expenses | 1,347.21 | 1,348.94 |
| Total | **38,353.82** | **37,437.36** |
| **Note 25:** | | |
| **Finance cost** | | |
| Interest expense: | | |
| - on external commercial borrowings | 1,735.37 | 1,887.06 |
| - on term loan | 55.36 | 101.23 |
| - on short term loan | - | 551.70 |
| - on bank loan | 20.89 | 638.55 |
| - on cash credit, buyer credit and working capital loan | 39.23 | 948.89 |
| - on bills discounting | 128.12 | 159.34 |
| - unwinding discount | 2.18 | 5.39 |
| - net exchange differences on foreign currency borrowings | 1,199.98 | 889.24 |
| Interest expenses on lease liabilities | 976.09 | 763.80 |
| Interest expense on Micro enterprises and small enterprises | 80.05 | 407.97 |
| Others | 19.98 | 62.15 |
| Total | **4,257.25** | **6,415.32** |

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 26:** | | |
| **Depreciation and amortisation expense** | | |
| Depreciation on property, plant and equipment | 10,201.03 | 9,471.33 |
| Depreciation charge of right-of-use assets | 942.99 | 708.96 |
| Amortisation of intangible assets | 8,848.19 | 8,068.27 |
| **Total** | **19,992.21** | **18,248.56** |
| **Note 27:** | | |
| **Other expenses** | | |
| Consumption of stores and spare parts | 5,882.31 | 4,990.88 |
| Consumption of packing materials | 5,595.05 | 4,862.16 |
| Power and fuel | 11,102.85 | 12,510.29 |
| Processing charges | 12,104.39 | 10,720.61 |
| Rent (Refer note 3(b) and 34(b)) | 1,275.45 | 441.59 |
| Repairs and maintenance | | |
| - Plant and machinery | 2,296.62 | 2,484.10 |
| - Buildings | 178.69 | 385.87 |
| - Others | 406.96 | 247.57 |
| Insurance | 1,533.14 | 1,189.09 |
| Rates and taxes | 141.65 | 285.72 |
| Communication costs | 276.18 | 223.97 |
| Travelling and conveyance | 1,824.97 | 2,181.75 |
| Printing and stationery | 57.87 | 45.35 |
| Freight and forwarding | 5,771.70 | 6,005.41 |
| Advertising and other expenses | 256.16 | 386.40 |
| Expenditure on corporate social responsibility (Refer note 27(b)) | 698.72 | 587.77 |
| Legal and professional fees (Refer note 27(a)) | 2,734.66 | 3,581.97 |
| Royalty (Refer note 36) | 3,188.21 | 2,899.00 |
| Commission on sales | 1,200.94 | 104.37 |
| Directors sitting fees | 32.00 | 28.60 |
| Bad debts written off | 312.79 | 975.71 |
| Allowance for doubtful debts - trade receivables (Net) | (46.95) | 685.54 |
| Allowance for doubtful debts - contract assets (Net) | 128.67 | 504.13 |
| Allowance/(writeback) for doubtful export incentives receivable (Net) | 164.91 | 11.53 |
| Net foreign exchange differences | 868.18 | 1,196.25 |
| Loss on property, plant and equipment sold / scrapped (Net) | 223.03 | 730.21 |
| Bank charges | 75.04 | 130.83 |
| Impairment loss on capital work-in-progress | (6.35) | 110.67 |
| Information and technology expenses | 3,051.31 | 1,752.35 |
| Amortisation of Mines | 658.63 | 1,118.92 |
| Miscellaneous expenses | 761.88 | 905.41 |
| **Total** | **62,749.66** | **62,284.02** |

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 27 (a):** | | |
| **Legal and professional fees include Payment to Auditors as under:** | | |
| Payment to auditor (excluding GST) comprise | | |
| a) To statutory auditor | | |
| - for audit | 242.20 | 234.19 |
| - for limited review | 53.43 | 53.19 |
| - for certificate | 3.00 | 1.25 |
| - reimbursement of expenses | 11.37 | 16.17 |
| - for other matters | 2.75 | 2.40 |
| b) To cost auditor for cost audit | 0.90 | 0.90 |
| **Total** | **313.65** | **308.10** |

### Note 27 (b):

**Expenditure on Corporate Social Responsibility (CSR)**

Section 135(5) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, requires that the Board of Directors of every eligible company, shall ensure that the company spends, in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The details of CSR expenditure incurred are as follows:

| | | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| a) | Gross amount required to be spent by the Group during the year | 698.47 | 584.96 |
| | Additional amount required to be spent on account of interest earned on bank deposits made out of separate CSR unspent account | - | - |
| b) | Amount spent in excess of required to be spent by the Group during the year | 0.25 | 2.81 |
| c) | Amount spent during the year on: | | |
| | i) Construction/ acquisition of any asset | - | - |
| | ii) On purposes other than (i) above | 635.18 | 782.55 |
| d) | Accrual towards unspent obligation in relation to:# (Refer note 12) | | |
| | - Ongoing Projects | 102.31 | 38.77 |
| e) | Amount spent on CSR activities through related parties | - | - |

**Nature of CSR activities -** Education, Rural development, Skill enhancement and Health.

**Details of ongoing CSR projects under Section 135(6) of the Act**

| Balance as at April 01, 2024 | | Amount required to be spent during the Year | Amount spent in excess of required to be spent by the Group during the Year | Additional amount required to be spent on account of interest earned on bank deposits made out of separate CSR unspent account (Net of tax) | Amount Transferred to CSR unspent account | Amount spent during the period | | Balance as at March 31, 2025 | |
|---|---|---|---|---|---|---|---|---|---|
| With the Group | In separate CSR unspent account | | | | | From the Group bank account | From separate CSR unspent account | With the Group * | In separate CSR unspent account |
| 8.98 | 41.93 | 698.47 | 0.25 | - | 8.98 | 596.40 | 44.90 | 102.32 | 6.01 |

| Balance as at April 01, 2023 | | Amount required to be spent during the Year | Amount spent in excess of required to be spent by the Group during the Year | Additional amount required to be spent on account of interest earned on bank deposits made out of separate CSR unspent account (Net of tax) | Amount Transferred to CSR unspent account | Amount spent during the period | | Balance as at March 31, 2025 | |
|---|---|---|---|---|---|---|---|---|---|
| With the Group | In separate CSR unspent account | | | | | From the Group bank account | From separate CSR unspent account | With the Group * | In separate CSR unspent account |
| 199.45 | - | 584.96 | 2.81 | - | 199.45 | 578.79 | 157.52 | 8.98 | 41.93 |

* Balance with the Group has been deposited in separate bank account within the stipulated time line.

# Cumulative provision for unspent expenditure as at March 31, 2025 includes ₹ 2.63 lakhs (March 31, 2024: ₹ 29.00 lakhs) relating to previous years.

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Note 28: Exceptional Item** | | |
| Impairment loss of Goodwill | - | 32,577.63 |
| **Total** | **-** | **32,577.63** |

The Group has goodwill amounting to ₹ 86,717.12 lakhs carried at cost less accumulated impairment losses. The Group tests goodwill for impairment on an annual basis. The management has determined the legal entities within the Group as cash-generating units (CGU). An impairment loss is recognised when the carrying amount of a CGU exceeds the recoverable value.

The recoverable amount as at March 31, 2025 of the CGUs was determined based on value-in-use calculations, which required the use of following assumptions:

| | | |
|---|---|---|
| Discount rate (Weighted average cost of capital) | 12.40% | 12.30% |
| Growth rate for terminal value | 5.00% | 5.00% |

The calculations use cash flow projections based on financial budgets approved by the management covering a five-year period, extrapolated further using the estimated growth rates. These growth rates are consistent with forecasts included in industry reports specific to the industry. Management has determined the values assigned to each of the above key assumptions as follows:

| Assumption | Approach used to determine values |
|---|---|
| Discount rate (Weighted average cost of capital) | The discount rate is the weighted average of the costs of equity and debt. Cost of equity is calculated based on the risk-free rate for a ten-year Zero coupon yields curve adjusted for risk premium to reflect both the increased risk of investing in equities and the systematic risk specific to operations. Cost of debt is calculated based on the rate obtained from the market. |
| Growth rate for terminal value | Growth rate over the five-year forecast period; based on past performance and management's expectations of market development. |
| Revenue growth rate | Average annual growth rate over the five-year forecast period; based on management's expectation of market development. |

The directors and management have considered and assessed reasonably possible changes for other key assumptions and have not identified any instances that could cause the carrying amount of the CGUs to exceed its recoverable amount.

In context of goodwill pertaining to RHI Magnesita India Limited and RHI Magnesita Seven Refractories Limited, the recoverable amount of the cash generating unit despite the sensitivity analysis is assessed to be in excess of the carrying value.

Sensitivity analysis for key assumptions used in impairment testing of goodwill in RHI Magnesita India Refractories Limited:

| Assumption | Year ended March 31, 2025 | %age change | Impact on value in use |
|---|---|---|---|
| Discount rate (Weighted average cost of capital) | 12.40% | + 50 bps | Decrease by 11,713.90 lakhs |
| Growth rate for terminal value | 5.00% | - 50 bps | Decrease by 7,978.60 lakhs |

| Assumption | Year ended March 31, 2024 | %age change | Impact on value in use |
|---|---|---|---|
| Discount rate (Weighted average cost of capital) | 12.30% | + 50 bps | Decrease by 13,323.73 lakhs. |
| Growth rate for terminal value | 5.00% | - 50 bps | Decrease by 9,088.12 lakhs. |

**Exceptional items for the year ended March 31, 2024 consist of:**

During the year ended March 31, 2024, the management has tested the goodwill for impairment and based on comparison of the recoverable value of CGU with the carrying amount, the Group recognised an impairment loss amounting to ₹ 32,577.63 lakhs. This loss has been disclosed as a separate line item in Statement of Profit and Loss. The impairment was primarily due to a weaker market environment in export geographies where demand has fallen significantly. Weaker demand was further exacerbated by strategic decisions to step away from low value customers and from restricted markets. Despite the realisation of synergies post-acquisition, the expected profitability of the acquired entity had been rationalised to reflect the rebasing of benefit schemes and a higher rate of inflation in local market costs which cannot be passed to customers. The above underlying impacts are expected to persist over the near and medium term, which had led to the downward revision of cash flow expectations underlying the valuation of the acquired entity.

## Note 29:

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Income Tax Expense** | | |
| Current tax | | |
| Current tax on profits for the year | 7,882.69 | 9,080.00 |
| Current tax expense relating to prior years | (110.54) | (125.84) |
| **Total current tax expense** | **7,772.15** | **8,954.16** |

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
| --- | --- | --- |
| Deferred tax | | |
| Deferred tax expense/(benefit) | (1,757.62) | (493.81) |
| **Total deferred tax expense** | **(1,757.62)** | **(493.81)** |
| **Total Income Tax Expense** | **6,014.53** | **8,460.35** |

| **Reconciliation of tax expense and accounting profit multiplied by tax rate** | | |
| --- | --- | --- |
| **Profit / (Loss) before income tax expense** | **26,265.81** | **(1,550.59)** |
| Tax at the rate of 25.168% (Previous year: 25.168%) | 6,610.58 | (390.25) |
| Impairment loss of goodwill | - | 8,199.14 |
| Adjustments for tax of prior periods | (751.26) | (125.84) |
| Adjustment of deferred tax on loss allowance not claimed in earlier year | (111.57) | - |
| Adjustment for contract assets written off during the year | (165.84) | - |
| Corporate social responsibility expenditure | 175.85 | 147.93 |
| Depreciation on consolidation adjustment | 176.93 | 176.93 |
| Interest on micro enterprises and small enterprises | 20.15 | 102.68 |
| Interest Income on QIP funds parked in short term FDs | - | 85.37 |
| Others | 59.70 | 264.39 |
| **Income Tax Expense** | **6,014.53** | **8,460.35** |

## Note 30:

### Fair value measurement

Financial Instruments by category

(All amount in ₹ Lakhs, unless otherwise stated)

| | As at March 31, 2025 | | As at March 31, 2024 | |
| --- | --- | --- | --- | --- |
| | FVPL | Amortised cost | FVPL | Amortised cost |
| **Financial assets** | | | | |
| **Non-current** | | | | |
| Investments | - | 0.97 | - | 0.97 |
| Security deposits | - | 566.97 | - | 515.78 |
| Other financial assets | - | 353.48 | - | 616.61 |
| **Current** | | | | |
| Trade receivables | - | 73,297.27 | - | 81,690.50 |
| Cash and cash equivalents | - | 9,674.80 | - | 5,003.29 |
| Bank balances other than above | - | 245.52 | - | 322.71 |
| Other financial assets | - | 516.54 | - | 169.54 |
| **Total Financial Assets** | **-** | **84,655.55** | **-** | **88,319.40** |
| **Financial liabilities** | | | | |
| **Non-current** | | | | |
| Borrowings | - | 21,548.24 | - | 23,707.56 |
| Lease liabilities | - | 12,465.64 | - | 11,491.22 |
| **Current** | | | | |
| Borrowings | - | 3,035.33 | - | 12,550.91 |
| Lease liabilities | - | 924.81 | - | 915.95 |
| Trade payables | - | 62,165.38 | - | 57,781.47 |
| Other financial liabilities | - | 4,637.97 | - | 6,374.75 |
| **Total Financial Liabilities** | **-** | **104,777.37** | **-** | **112,821.86** |

The carrying amounts of trade receivables, trade payables, current borrowings, other current financial liabilities, bank balances and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

The fair value of non-current financial assets and financial liabilities carried at amortized cost is substantially same as their carrying amount.

# Notes to Consolidated Financial Statements

## Note 31:

### Financial Risk Management

The Group's activities expose it to credit risk, liquidity risk and market risk.

The Group's senior management has the overall responsibility for establishing and governing the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policies accordingly. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

| Risk | Exposure arising from | Measurement | Management |
|---|---|---|---|
| Credit risk | Cash and bank balances, Trade Receivables, Contract assets, Other Financial Assets measured at amortised cost | Ageing analysis<br>Credit ratings | Diversification of bank deposits and periodic monitoring of realisable value of assets. Business with customers with reliable credit rating in the market. |
| Liquidity risk | Borrowings, Trade payables and Other Financial liabilities | Cash flow forecasts | Availability of adequate cash, liquid assets, committed credit lines and borrowing facilities. |
| Market risk — foreign exchange | Recognised financial assets and liabilities not denominated in Indian rupee (Rs) | Cash flow forecasting's<br>Sensitivity analysis | Regular monitoring to keep the net exposure at an acceptable level, with an option of taking forward foreign exchange contracts if deemed necessary.<br>Natural hedging by maintaining balances between receivables and payables within same currency. |
| Market risk — Interest rate | Borrowings with floating rate of interest | Cash flow forecasting's<br>Sensitivity analysis | Regular monitoring to keep the net exposure at an acceptable level. |

### A. Credit Risk

Credit risk on cash and cash equivalent and bank balances is not significant as it majorly includes deposits with bank and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Other financial assets primary includes security deposits given to lessors. These deposits are given in the normal course of the business operations.

Credit risk arise from possibility that customer may default on its obligation to make timely payments, resulting into financial loss. The maximum exposure to the credit risk is primarily from trade receivable and contract asset.

The credit risk is managed by the Group through credit term approvals, establishing the financial reliability of the customers taking into account the financial condition, analysis of historical bad debts and ageing of account receivables. Outstanding customer receivables are regularly monitored. Individual credit terms are set accordingly by the Group's credit control department.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled revenue and retention money pending due on completion of performance obligation and have substantially the same risk characteristics as the trade receivables for the same types of contracts. To address the risk of any potential non recovery from trade receivables, the Group has the practise of reviewing debtors having balances outstanding for more than 180 days as at period end and consider them for provision for bad and doubtful debts. Besides this, wherever there is specific evidence about the deteriorating financial position, downfall in business, intention to not pay or other similar factors of the customer, the management reviews the underlying facts and merits of such cases to evaluate the need to adjust provision, as computed based on ageing analysis. This provision, based on collective analysis, is sufficient to cover the entire lifetime loss of revenues recognised including those that are currently less than 180 days outstanding and not provided for.

Ageing of trade receivables:

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Category | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Not due | 52,319.62 | 50,696.10 |
| Less than 6 months | 18,621.12 | 28,960.49 |
| 6 months - 1 year | 1,925.03 | 2,083.88 |
| 1-2 years | 1,285.30 | 1,226.11 |
| 2-3 years | 672.18 | 471.92 |
| More than 3 years | 447.09 | 272.02 |
| **Total** | **75,270.34** | **83,710.52** |

## Notes to Consolidated Financial Statements

**Loss allowance as at March 31, 2025** **(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Gross carrying amount - Trade receivable | 52,319.62 | 18,621.12 | 1,925.03 | 1,285.30 | 672.18 | 447.09 | 75,270.34 |
| Gross carrying amount - Contract assets | 25,736.30 | - | - | - | - | - | 25,736.30 |
| Expected loss rate | (1.88%) | (0.71%) | (15.27%) | (18.29%) | (77.01%) | (91.82%) | |
| Expected credit losses - Trade receivable | (383.73) | (132.02) | (294.00) | (235.14) | (517.67) | (410.51) | (1,973.07) |
| Expected credit losses - Contract assets | (1,083.47) | - | - | - | - | - | (1,083.47) |
| **Carrying amount of trade receivable (net of impairment)** | **51,935.89** | **18,489.10** | **1,631.03** | **1,050.16** | **154.51** | **36.58** | **73,297.27** |
| **Carrying amount of contract assets (net of impairment)** | **24,652.83** | **-** | **-** | **-** | **-** | **-** | **24,652.83** |

**Loss allowance as at March 31, 2024**

| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Gross carrying amount - Trade receivable | 50,696.10 | 28,960.49 | 2,083.88 | 1,226.11 | 471.92 | 272.02 | 83,710.52 |
| Gross carrying amount - Contract assets | 26,833.43 | - | - | - | - | - | 26,833.43 |
| Expected loss rate | (2.08%) | (1.03%) | (11.48%) | (66.84%) | (98.23%) | (73.38%) | |
| Expected credit losses - Trade receivable | - | (298.15) | (239.19) | (819.51) | (463.55) | (199.62) | (2,020.02) |
| Expected credit losses - Contract assets | (1,613.75) | - | - | - | - | - | (1,613.75) |
| **Carrying amount of trade receivable (net of impairment)** | **50,696.10** | **28,662.34** | **1,844.69** | **406.60** | **8.37** | **72.40** | **81,690.50** |
| **Carrying amount of contract assets (net of impairment)** | **25,219.68** | **-** | **-** | **-** | **-** | **-** | **25,219.68** |

**Allowance for doubtful debts-trade receivables**

| Particulars | Amount (in ₹ Lakhs) |
|---|---|
| **Allowance as on April 1, 2023** | **1,334.48** |
| Changes in loss allowance (Refer note 27) | 685.54 |
| **Allowance as on March 31, 2024** | **2,020.02** |
| Changes in loss allowance (Refer note 27) | (46.95) |
| **Allowance as on March 31, 2025** | **1,973.07** |

**Allowance for contract assets**

| Particulars | Amount (in ₹ Lakhs) |
|---|---|
| **Allowance as on April 1, 2023** | **3,570.73** |
| Changes in loss allowance (Refer note 27) | 504.13 |
| Contract asset written-off | (2,461.11) |
| **Allowance as on March 31, 2024** | **1,613.75** |
| Changes in loss allowance (Refer note 27) | 128.67 |
| Contract asset written-off | (658.95) |
| **Allowance as on March 31, 2025** | **1,083.47** |

### B. Liquidity Risk:

Liquidity risk is the risk that the Group will not be able to settle or meet its obligations on time. The Group's primary sources of liquidity are cash generated from operations. The cash flows from operating activities are driven primarily by operating results and changes in the working capital requirements.

The Group believes that its liquidity position is adequate to fund the operating and investing needs and to provide with flexibility to respond to further changes in the business environment.

## Notes to Consolidated Financial Statements

**(i) Financing arrangements**

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Category | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Floating rate** | | |
| Expiring within one year (bank overdraft and other facilities) | 79,997.25 | 73,219.87 |
| Total | **79,997.25** | **73,219.87** |

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in Rupees and have an average maturity of less than 1 year (March 31, 2024: less than 1 year).

**(ii) Maturities of financial liabilities:**

The amounts disclosed in the table are the contractual undiscounted cash flows.

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Contractual maturities of Financial liabilities | Less than 1 Year | 1-2 Years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| **March 31, 2025** | | | | | |
| Borrowings | 3,035.33 | 3,591.37 | 4,788.50 | 13,168.37 | **24,583.57** |
| Trade Payables | 62,165.38 | - | - | - | **62,165.38** |
| Lease Liabilities | 1,380.40 | 1,444.53 | 1,399.85 | 38,993.45 | **43,218.22** |
| Other financial liabilities - current | 4,637.97 | - | - | - | **4,637.97** |
| **March 31, 2024** | | | | | |
| Borrowings | 12,281.21 | 5,208.65 | 5,015.38 | 14,018.76 | **36,523.99** |
| Trade Payables | 57,781.47 | - | - | - | **57,781.47** |
| Lease Liabilities | 1,207.72 | 1,283.87 | 1,447.57 | 39,668.15 | **43,607.30** |
| Other financial liabilities - current | 6,374.75 | - | - | - | **6,374.75** |

### C. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises two types of risk: foreign currency risk and interest rate risk. Financial instruments affected by market risks include borrowings, foreign currency receivables and payables.

**(i) Foreign currency risk:** The Group operates internationally and is exposed to foreign exchange risk in relation to operating activities (when revenue or expense is denominated in a foreign currency) arising from foreign currency transactions, primarily with respect to the USD and EUR. The Group manages the exposure through natural hedging, by maintaining appropriate balances of receivables and payables within same currency. The Group also has policies to enter into foreign currency financial contracts in order to manage the impact of changes in foreign exchange rates on the results of operations and future foreign currency denominated cash flows. Forward exchange contracts are not intended for trading or speculative purposes but only for hedge purposes.

**Foreign currency risk exposure**

**Particulars of unhedged foreign currency exposure in ₹ (In Lakhs)**

| Purpose | As at March 31, 2025 | | | | As at March 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| | USD | EUR | GBP | CHF | USD | EUR | GBP | CHF |
| Borrowings | - | 294.73 | - | - | - | 1,203.54 | - | - |
| Trade Payables | 25,146.16 | 1,514.61 | - | 47.70 | 28,161.09 | 2,193.92 | 1.70 | 301.95 |
| Other Financial Liabilities | 24.83 | - | - | - | - | - | - | - |
| Payables on purchase of property, plant and equipment | 2.86 | 7.02 | - | - | 6.02 | 162.61 | - | - |
| **Net exposure to foreign currency risk (Liabilities)** | **25,173.85** | **1,816.36** | **-** | **47.70** | **28,167.11** | **3,560.07** | **1.70** | **301.95** |
| Trade Receivables | 10,618.47 | 1,229.43 | - | - | 6,027.34 | 2,170.07 | - | - |
| Other Financial Assets | - | 2.91 | - | - | - | - | - | - |
| **Net exposure to foreign currency risk (Assets)** | **10,618.47** | **1,232.34** | **-** | **-** | **6,027.34** | **2,170.07** | **-** | **-** |

## Notes to Consolidated Financial Statements

Particulars of hedged foreign currency exposure in ₹ (In Lakhs)

| Purpose | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | EUR | EUR |
| Borrowings | 23,942.49 | 29,611.80 |

| Sensitivity to risk: | Impact on Profit (Net of tax) Increase/(Decrease) | |
|---|---|---|
| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
| **USD sensitivity** | | |
| INR/USD - Increase by 5% | (544.60) | (828.38) |
| INR/USD - Decrease by 5% | 544.60 | 828.38 |
| **Euro sensitivity** | | |
| INR/EURO - Increase by 5% | (21.85) | (52.01) |
| INR/EURO - Decrease by 5% | 21.85 | 52.01 |
| **GBP sensitivity** | | |
| INR/GBP - Increase by 5% | - | (0.06) |
| INR/GBP - Decrease by 5% | - | 0.06 |
| **CHF sensitivity** | | |
| INR/CHF - Increase by 5% | (1.78) | (11.30) |
| INR/CHF - Decrease by 5% | 1.78 | 11.30 |

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

Interest Rate Exposure

The exposure of the Group's borrowings to interest rate changes at the end of the reporting period are included in the table below. As at the end of the reporting period, the Group had the following variable rate borrowings:

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Weighted average interest rate (%) | % of total loans | Balance | Weighted average interest rate (%) | % of total loans | Balance |
| Borrowings | 6.02% | 100.00% | 24,583.57 | 7.43% | 100.00% | 30,671.45 |

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates:

| Particulars | Impact on Profit (Net of tax) Increase/(Decrease) | |
|---|---|---|
| | Year ended March 31, 2025 | Year ended March 31, 2024 |
| Borrowings | | |
| Interest-rate Increase by 1% | (183.96) | (271.33) |
| Interest-rate Decreases by 1% | 183.96 | 271.33 |

## Notes to Consolidated Financial Statements

## Note 32:

### Capital management

**A. Risk Management**

The Group's objectives when managing capital is to safeguard their ability to continue as a going concern, so that it can continue to provide adequate returns to the shareholders.

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to stakeholders through efficient allocation of capital towards business needs, opitimisation of working capital requirements and deployment of surplus funds into fixed deposits.

The management of the Group reviews the capital structure of the Group on regular basis. As part of this review, the Board considers the status of debts, cost of capital and movement in the working capital.

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Net Debt (Refer note 11) | 28,299.22 | 43,662.35 |
| Share capital | 2,065.01 | 2,065.01 |
| Other equity | 397,796.52 | 382,507.07 |
| Total Equity | 399,861.53 | 384,572.08 |
| Gearing ratio | 7.08% | 11.35% |

**B. Dividend**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(i) Equity shares** | | |
| Final dividend for the year March 31, 2024 of ₹ 2.50 (March 31, 2023 - ₹ 2.50) per fully paid share | 5,162.54 | 5,162.54 |
| **(ii) Dividend not recognised at the end of the reporting period** | | |
| In addition to the above dividends, the directors have recommended the payment of a final dividend of ₹ 2.50 per fully paid equity share (March 31, 2024 of ₹ 2.50) in its meeting held on May 28, 2025 (May 29, 2024). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 5,162.54 | 5,162.54 |

## Note 33:

### Contingent Liabilities

### Claims against the Group not acknowledged as debts

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Demand from income tax | 479.40 | 318.00 |
| Demand from industrial and labour laws disputes | 462.48 | 462.48 |
| Demand from goods, excise and service tax authorities | 2,333.94 | 2,224.04 |
| Demand from customs authorities | 291.87 | 291.87 |
| Demand from central sales tax | 3.12 | 3.12 |
| Bank guarantee | 122.23 | 615.82 |
| Total | 3,693.04 | 3,915.33 |

**Notes:**

(i) No provision is considered necessary since the Group expects favourable decisions.

(ii) Paid under protest of ₹ 164.18 lakhs (March 31, 2024, ₹ 116.35 lakhs)

These represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Group or the claimants as the case may be and therefore cannot be predicted accurately. The Group engages professional advisors to protect its interests and has been advised that it has strong legal positions against such disputes. It is not practicable for the Group to estimate the timing of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

# Notes to Consolidated Financial Statements

## Note 34 (a):

### Capital and other commitments:

(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances):

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Property, plant and equipment | 7,739.88 | 3,876.05 |

(ii) The Group has other commitments, for purchases/sales orders which are issued after considering requirements per operating cycle for purchase/sale of goods and services and employee benefits, in normal course of business.

(iii) The Group has long-term contracts for which there were no material forceeble losses. The group has made provision as at March 31, 2025, as required under the applicable law or accounting standards, for material foreseeble looses, if any, on derivative contracts.

## Note 34 (b):

**Operating Leases**

The Group's cancellable operating lease arrangements mainly consists of offices, guest house and warehouse for period of less than 11 months. Terms of lease include terms for renewal, increase in rent in future periods and terms of cancellation (Refer note 27).

## Note 35:

### Earnings per share

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| (a) Basic earnings/(loss) per share (₹) | 9.81 | (4.88) |
| (b) Diluted earnings/(loss) per share (₹) | 9.81 | (4.88) |
| **Profit / (Loss) used for calculating earnings per share** | | |
| Profit / Loss attributable to the equity holders of the Group used in calculating Basic Earnings per share | 20,251.28 | (10,044.56) |
| Profit / Loss attributable to the equity holders of the Group used in calculating Diluted Earnings per share | 20,251.28 | (10,044.56) |
| **Weighted average number of shares used as denominator** | | |
| Weighted average number of equity shares used as the denominator in calculating basic earnings / (loss) per share | 206,501,426.00 | 205,669,267.23 |
| Weighted average number of equity shares used as the denominator in calculating diluted earnings / (loss) per share | 206,501,426.00 | 205,669,267.23 |

Note: There are no dilutive instruments.

## Note 36:

### Related Party Transactions

(a) List of Related Parties

(i) Parent entities

The Group is controlled by the following:

| Name | Type | Place of Incorporation | Ownership Interest (in %) | |
|---|---|---|---|---|
| | | | As at March 31, 2025 | As at March 31, 2024 |
| RHI Magnesita N.V., Austria | Ultimate holding company | Austria | - | - |
| Veitscher Vertriebsgesellschaft m.b.H., Austria | Intermediate Holding Company | Austria | - | - |
| Dutch US Holding B.V., Netherlands | Subsidiary of intermediate holding company | Netherlands | 40.03% | 40.03% |
| Dutch Brasil Holding B.V., Netherlands | Subsidiary of intermediate holding company | Netherlands | 9.99% | 9.99% |

## Notes to Consolidated Financial Statements

### (ii) Key managerial personnel (KMP)

Mr. Parmod Sagar, Chairman, Managing Director & CEO w.e.f. November 12, 2024 (earlier, Managing Director & CEO)

Dr. Vijay Sharma, Chairman (till November 11, 2024)

Mr. Azim Syed, Whole-time Director and Chief Financial Officer w.e.f. May 28, 2025 (earlier Chief Financial Officer w.e.f. May 1, 2024)

Ms. Vijaya Gupta, Chief Financial Officer (till April 30, 2024)

Mr. Sanjay Kumar, Company Secretary

Mr. Gustavo Lucio Goncalves Franco, Director

Ms. Ticiana Kobel, Director

Mr. Erwin Jankovits, Director (till November 7, 2024)

Mr. Kamal Sarda, Non-Executive & Independent Director (w.e.f. August 14, 2024)

Ms. Sonu Chadha, Non-Executive & Independent Director

Mr. Nazim Sheikh, Non-Executive & Independent Director

Mr. Priyabrata Panda (Non-Executive & Independent Director w.e.f May 28, 2025)

### (iii) Fellow subsidiaries with whom the Group had transactions

Dutch US Holding B.V., Netherlands

Dutch Brasil Holding B.V., Netherlands

Refractory Intellectual Property GmbH & Co KG

RHI Magnesita GmbH

RHI Urmitz AG & Co KG

Magnesita Refractories Private Limited

VRD Americas B.V. Netherlands

Magnesita Refractories Middle East FZE

RHI Magnesita Switzerland AG (formerly known as RHI Magnesita Interstop AG)

Dalmia GSB Refractories GmbH

Agellis Group AB, Lund, Sweden

RHI Refractories Africa (Pty) Limited

RHI Magnesita Duetchland AG

RHI Refractories (Dalian) Co Ltd.

RHI Magnesita D.O.O.

Magnesita Refratários S.A

RHI Magnesita KREMEN d.o.o.

Sapref Refractory Products Ltd

### (iv) Entity holding equity shares more than 10%

Dalmia Bharat Refractories Limited

### (v) Relative of KMP

Mr. Christophar Parvesh

### (b) Related Party Transactions

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Relationship | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Dividend paid** | | | |
| Dutch US Holding B.V., Netherlands | Fellow Subsidiary | 2,066.70 | 2,066.70 |
| Dutch Brasil Holding B.V., Netherlands | Fellow Subsidiary | 515.52 | 515.52 |
| VRD Americas B.V. Netherlands | Fellow Subsidiary | 312.60 | 312.60 |
| Dalmia Bharat Refractories Limited | Entity holding equity shares more than 10% | 675.50 | 675.50 |
| | | **3,570.32** | **3,570.32** |
| **Sale of products** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 32,050.49 | 25,187.63 |
| RHI Urmitz AG & Co KG | Fellow Subsidiary | 1,023.07 | 1,244.96 |
| RHI Refractories Africa (Pty) Limited | Fellow Subsidiary | 1.73 | 8.67 |
| RHI Magnesita D.O.O. | Fellow Subsidiary | 36.16 | 550.38 |
| Dalmia GSB Refractories GmbH | Fellow Subsidiary | 321.04 | 530.48 |
| Dalmia Bharat Refractories Limited | Entity holding equity shares more than 10% | - | 973.54 |
| RHI Magnesita Duetchland AG | Fellow Subsidiary | 34.42 | - |
| RHI Magnesita KREMEN d.o.o. | Fellow Subsidiary | 414.65 | - |
| | | **33,881.56** | **28,495.66** |

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Relationship | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Purchase of material and stock-in-trade** | | | |
| RHI Magnesita Switzerland AG | Fellow Subsidiary | 155.26 | 132.23 |
| Magnesita Refractories Middle East FZE | Fellow Subsidiary | 19.08 | 14.06 |
| RHI Magnesita GmbH | Fellow Subsidiary | 38,575.53 | 29,475.92 |
| RHI Magnesita D.O.O. | Fellow Subsidiary | - | 69.91 |
| Dalmia Bharat Refractories Limited | Entity holding equity shares more than 10% | 85.68 | 3,503.10 |
| RHI Magnesita GmbH | Fellow Subsidiary | 324.01 | - |
| RHI Magnesita KREMEN d.o.o. | Fellow Subsidiary | 54.67 | - |
| | | **39,214.23** | **33,195.22** |
| **Purchase of spares** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 517.51 | 444.89 |
| RHI Magnesita Switzerland AG | Fellow Subsidiary | 313.35 | 620.46 |
| | | **830.86** | **1,065.35** |
| **Purchase of property, plant and equipment** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 292.19 | 253.97 |
| RHI Magnesita Switzerland AG | Fellow Subsidiary | 1,861.86 | 717.13 |
| RHI Magnesita D.O.O. | Fellow Subsidiary | - | 22.46 |
| Agellis Group AB, Lund, Sweden | Fellow Subsidiary | 417.53 | - |
| | | **2,571.58** | **993.56** |
| **Repayment of ECB Loan** | | | |
| VRD Americas B.V. Netherlands | Fellow Subsidiary | 6,246.20 | - |
| | | **6,246.20** | **-** |
| **Intercompany Service Income** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 3,056.49 | 2,268.14 |
| | | **3,056.49** | **2,268.14** |
| **Managerial remuneration*** | | | |
| Mr. Parmod Sagar | KMP | 555.02 | 587.55 |
| Mr. Azim Syed | KMP | 439.23 | - |
| Ms.Vijaya Gupta | KMP | 16.78 | 213.44 |
| Mr. Sanjay Kumar | KMP | 44.37 | 32.23 |
| | | **1,055.40** | **833.22** |

*The amount of managerial remuneration does not include the following:

a) Amount attributed towards shares option plan issued by RHI Magnesita N.V. Also refer note 37.

b) As gratuity, compensated absences and long-term service award are computed for all employees in aggregate based on the actuarial valuation carried out for each legal entity as a whole, and accordingly the amount related to key managerial personnel has not been separately identified and disclosed.

| | | | |
|---|---|---|---|
| **Employee share-based payment expense** | | | |
| RHI Magnesita N.V. | Ultimate holding company | 408.43 | - |
| | | **408.43** | **-** |
| **Salary** | | | |
| Mr. Christophar Parvesh | Relative of KMP | 13.26 | 12.88 |
| | | **13.26** | **12.88** |
| **Sitting fees to the Independent Directors** | Independent Directors | 32.00 | 28.60 |
| **Total** | | **32.00** | **28.60** |

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | Relationship | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Royalty** | | | |
| Refractory Intellectual Property GmbH & Co KG | Fellow Subsidiary | 1,501.68 | 2,874.46 |
| RHI Magnesita GmbH | Fellow Subsidiary | 1,686.53 | - |
| | | **3,188.21** | **2,874.46** |
| Information Technology Expenses | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 2,956.88 | 1,538.84 |
| | | **2,956.88** | **1,538.84** |
| **Commission on sales** | | | |
| Sapref Refractory Products Ltd | Fellow Subsidiary | 1,066.83 | - |
| | | **1,066.83** | **-** |
| **Expenses reimbursement received** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 239.24 | 221.90 |
| RHI Magnesita N.V. | Ultimate holding company | 184.75 | - |
| Magnesita Refractories Private Limited | Fellow Subsidiary | 3.48 | - |
| | | **427.47** | **221.90** |
| **Expenses reimbursement paid** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 260.99 | 206.34 |
| Magnesita Refractories Middle East FZE | Fellow Subsidiary | 72.71 | 41.59 |
| Refractory Intellectual Property GMbH & Co KG | Fellow Subsidiary | - | 1,624.68 |
| RHI Magnesita Duetchland AG | Fellow Subsidiary | - | 24.87 |
| Dalmia Bharat Refractories Limited | Entity holding equity shares more than 10% | 60.96 | 14.06 |
| Magnesita Refratários S.A | Fellow Subsidiary | 8.91 | - |
| RHI Refractories (Dalian) Co Ltd. | Fellow Subsidiary | - | 0.48 |
| | | **403.57** | **1,912.02** |
| **Interest Expenses** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 1,462.13 | 1,533.02 |
| VRD Americas B.V. Netherlands | Fellow Subsidiary | 273.24 | 354.04 |
| | | **1,735.37** | **1,887.06** |

(c) Outstanding balances

The following balances are outstanding at the end of the reporting period in relation to transactions with related party:

| Particulars | Relationship | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Trade Payables: | | | |
| Refractory Intellectual Property GmbH & Co KG | Fellow Subsidiary | 80.43 | 6,243.55 |
| RHI Magnesita Switzerland AG | Fellow Subsidiary | 269.67 | 1,815.92 |
| RHI Magnesita GmbH | Fellow Subsidiary | 12,058.49 | 15,476.30 |
| Magnesita Refractories Middle East FZE | Fellow Subsidiary | 87.17 | 102.98 |
| Magnesita Refractories Private Limited | Fellow Subsidiary | 1.18 | 1.18 |
| Agellis Group AB, Lund, Sweden | Fellow Subsidiary | 432.56 | 14.04 |
| RHI Magnesita Duetchland AG | Fellow Subsidiary | - | 24.87 |
| Sapref Refractory Products Ltd | Fellow Subsidiary | 960.14 | - |
| RHI Refractories (Dalian) Co Ltd. | Fellow Subsidiary | - | 0.48 |
| RHI Magnesita D.O.O. | Fellow subsidiary | 54.31 | 104.42 |
| RHI Magnesita KREMEN d.o.o. | Fellow subsidiary | 54.67 | - |
| **Total** | | **13,998.62** | **23,783.73** |

## Notes to Consolidated Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Relationship | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Trade Receivables:** | | | |
| RHI Urmitz AG & Co KG | Fellow Subsidiary | 365.18 | 71.31 |
| RHI Magnesita GmbH | Fellow Subsidiary | 9,365.35 | 5,367.60 |
| Dalmia GSB Refractories GmbH | Fellow Subsidiary | 42.80 | 322.49 |
| RHI Magnesita D.O.O. | Fellow Subsidiary | 328.12 | 1,144.93 |
| RHI Magnesita KREMEN d.o.o. | Fellow Subsidiary | 419.09 | - |
| Dalmia Bharat Refractories Limited | Entity holding equity shares more than 10% | 339.47 | 696.99 |
| **Total** | | **10,860.01** | **7,603.32** |
| **Other Financial Assets - Other Receivables** | | | |
| RHI Magnesita N.V. | Ultimate holding company | 186.44 | - |
| RHI Magnesita GmbH | Fellow Subsidiary | 117.24 | - |
| Magnesita Refractories Private Limited | Fellow Subsidiary | 2.74 | - |
| | | **306.42** | **-** |
| **Other Current Assets** | | | |
| Dalmia Bharat Refactories Limited | Entity holding equity shares more than 10% | 89.75 | |
| | | **89.75** | **-** |
| **External Commercial Borrowings** | | | |
| RHI Magnesita GmbH | Fellow Subsidiary | 24,235.74 | 24,478.76 |
| VRD Americas B.V. Netherlands | Fellow Subsidiary | - | 6,336.58 |
| **Total** | | **24,235.74** | **30,815.34** |
| **Capital contribution from ultimate holding company for share-based payment expense** | | | |
| RHI Magnesita N.V. | Ultimate holding company | 279.17 | - |
| **Total** | | **279.17** | **-** |
| **Payable towards share-based payment** | | | |
| RHI Magnesita N.V. | Ultimate holding company | 129.26 | |
| | | **129.26** | **-** |
| **Other transactions** | | | |
| Guarantee given to Bank by RHI Magnesita GmbH | Fellow Subsidiary | 13,812.98 | 10,784.81 |
| Guarantee given to Bank by RHI Magnesita N.V., Austria | Ultimate holding company | 69,000.00 | 54,000.00 |
| | | **82,812.98** | **64,784.81** |

Terms and conditions of transactions with related parties: All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis. All outstanding receivable balances are unsecured and repayable in cash. Further, no loss allowances were made against such balances.

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## Notes to Consolidated Financial Statements

## Note 37:

### Employee share-based payment expense

RHI Magnesita N.V. (Ultimate Holding Group) has implemented a share option plan for the members of senior management including of the Group. Each share option converts into one ordinary share of RHI Magnesita N.V. on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry rights to dividends but no voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry. The number of options granted is calculated in accordance with the performance-based formula approved by the shareholders of the Ultimate Holding Group. The vesting period for each share option plan is three years. If the options remain unexercised after a period of seven years from the vesting date the, options expire. Options are forfeited if the employee leaves the Group before the options vest. The allocation of share option plan has been made by the Ultimate Holding Group pursuant to the following plans:

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Plans details | Grant date | Vesting Date (Vesting period) | Exercise price | Number of share options | |
|---|---|---|---|---|---|
| | | | | As at March 31, 2025 | As at March 31, 2024 |
| Equity-settled share option plan 2021 | 15-Mar-21 | 15-Mar-24<br>(3 years) | nil | - | 3,609 |
| Equity-settled share option plan 2022 | 08-Mar-22 | 08-Mar-25<br>(3 years) | nil | - | 7,976 |
| Equity-settled share option plan 2023 | 06-Mar-23 | 06-Mar-26<br>(3 years) | nil | 9,311 | 10,275 |
| Equity-settled share option plan 2024 | 28-Mar-24 | 28-Mar-27<br>(3 years) | nil | 5,267 | 5,723 |
| Equity-settled share option plan 2024 | 28-Mar-25 | 28-Mar-28<br>(3 years) | nil | 12,029 | - |
| **Total** | | | | **26,607** | **27,583** |

i) Summary of share options outstanding under the plan:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | Number of share options | |
| Opening balance | 27,583 | 13,326 |
| Granted during the year | 18,865 | 17,081 |
| Exercised during the year | (16,918) | (1,443) |
| Forfeited during the year | (2,923) | (1,381) |
| **Closing Balance** | **26,607** | **27,583** |

* The shares granted under the RHI Magnesita Long-Term Incentive Plan (Equity-Settled Share Option Plan 2022) ('the Plan') have completed their vesting as of March 31, 2025. Accordingly, the equity contribution from the parent, recognised over the vesting period and amounting to INR 129.26 lakhs, has been recorded as an intercompany payable as at March 31, 2025.

ii) Fair value of share options granted by the Group under each scheme:

| Grant Date | Fair Value (Euro) | Name of the Scheme |
|---|---|---|
| March 15, 2021 | 48.28 | Equity-settled share option plan 2021 |
| March 8, 2022 | 25.86 | Equity-settled share option plan 2022 |
| March 6, 2023 | 26.40 | Equity-settled share option plan 2023 |
| March 28, 2024 | 35.32 | Equity-settled share option plan 2024 |
| March 28, 2025 | 32.50 | Equity-settled share option plan 2025 |

The expense related to share-based payment debited in the Statement of Profit and Loss is ₹ 408.43 lakhs.

## Notes to Consolidated Financial Statements

### Note 38:

#### Due to micro and small enterprises

(All amount in ₹ Lakhs, unless otherwise stated)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (i) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end * | 7,236.79 | 7,941.43 |
| (ii) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end | 556.70 | 500.17 |
| (iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year | 12,756.32 | 31,729.24 |
| (iv) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year | - | - |
| (v) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year | - | - |
| (vi) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act | 66.00 | 225.15 |
| (vii) Interest accrued and remaining unpaid at the end of the accounting year | 556.70 | 500.17 |
| (viii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act. | - | - |

* Details of dues to micro enterprises and small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are based on information made available to the Group. Further, includes MSME dues payable for purchase of property plant and equipments amounting to ₹ 13.15 lakhs as at March 31, 2025 (March 31, 2024: nil lakhs).

#### Note 39: Business Combination

##### A. Acquisition of refractory business of Hi-Tech Chemicals

On October 18, 2022, the Board of Directors of the Holding Company approved the acquisition of the refractory business of Hi-Tech Chemicals Limited by way of a slump sale on a going concern basis and executed the Business Transfer Agreement (BTA). The Holding Company had completed the acquisition of the refractory business on January 31, 2023 for a cash consideration of ₹ 88,414.51 lakhs. Acquired business primarily engaged in manufacturing and supply refractories, isostatically pressed ceramics, slide gate plates and other allied products and has manufacturing facility in Jamshedpur, Jharkhand.

This transaction was accounted for as per acquisition method specified in Ind AS 103 and accordingly, the difference of ₹ 31,091.69 lakhs between the purchase consideration of ₹ 88,414.51 lakhs and fair value of net assets of ₹ 57,322.82 lakhs was recognised as goodwill. Acquisition-related costs are expensed as incurred. The goodwill is attributable to the workforce and capability of the business to economies of scale expected from combining the operations resulting in increase in profitability of the acquired business. It will not be deductible for tax purpose.

During the year ended March 31, 2024 the Holding Company has completed the determination of the fair value of assets and liabilities acquired as part of the above acquisition. The fair value of the assets and liabilities recognised at the date of acquisition are as follows:

| Particulars | Provisional amount as at acquisition date | Measurement period adjustments | Fair value post completion of measurement period |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 11,330.79 | - | 11,330.79 |
| Right-of-use assets | 6,925.68 | - | 6,925.68 |
| Capital work-in-progress | 1,466.09 | 17.19 | 1,483.28 |
| Other Intangible assets | 16,328.32 | 4,774.68 | 21,103.00 |
| Financial assets | | - | |
| (i) Other financial assets | 71.64 | (0.30) | 71.34 |
| (ii) Other non-current assets | 169.86 | (29.05) | 140.81 |
| **Total non-current assets** | **36,292.38** | **4,762.52** | **41,054.90** |

## Notes to Consolidated Financial Statements

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Provisional amount as at acquisition date | Measurement period adjustments | Fair value post completion of measurement period |
|---|---|---|---|
| **Current assets** | | | |
| Inventories | 6,798.54 | 147.96 | 6,946.50 |
| Financial assets | | | |
| (i) Trade receivables | 11,858.37 | - | 11,858.37 |
| (ii) Other financial assets | 7.77 | (1.22) | 6.55 |
| Other current assets | 62.83 | (2.56) | 60.27 |
| **Total current assets** | **18,727.51** | **144.18** | **18,871.69** |
| **Total Assets assumed** | **55,019.89** | **4,906.70** | **59,926.59** |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| (i) Lease liabilities | 63.40 | - | 63.40 |
| Deferred tax liabilities (net) | 2,922.20 | (1,198.31) | 1,723.89 |
| **Total non-current liabilities** | **2,985.60** | **(1,198.31)** | **1,787.29** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| (i) Trade payables | 644.03 | - | 644.03 |
| (ii) Other financial liabilities | 158.93 | (4.79) | 154.14 |
| Employee Benefit obligations | 18.31 | - | 18.31 |
| **Total current liabilities** | **821.27** | **(4.79)** | **816.48** |
| **Total liabilities assumed** | **3,806.87** | **(1,203.10)** | **2,603.77** |
| **Net identifiable net assets acquired at fair value (A)** | **51,213.02** | **6,109.80** | **57,322.82** |
| | | | |
| **Purchase Consideration (B)** | **87,937.65** | **476.86** | **88,414.51** |
| | | | |
| **Goodwill acquired on acquisition (B-A)** | **36,724.63** | **(5,632.94)** | **31,091.69** |

Note:

Measurements period adjustments are on account of changes in the assumptions used in the determination of fair valuation of customer relationships, reassessment of deferred tax liability on the fair value of property, plant and equipment and change in purchase consideration.

### B. Acquisition of refractory business of Dalmia Bharat Refractories Limited

On November 19, 2022, Dalmia Bharat Refractories Limited ('DBRL') entered into a business transfer agreement (BTA) with RHI Magnesita India Refractories Limited ('RHIMIRL') to transfer the entire Indian refractory business of DBRL to RHIMIRL. On November 19, 2022, the Company entered into a Share Swap Agreement with RHIMIRL and DBRL to acquire all outstanding shares of RHIMIRL. On January 04, 2023, the business transfer between DBRL and RHIMIRL was completed as per the terms and conditions of BTA. As part of this acquisition the Company has also acquired indirectly 51% share holding in RHI Magnesita Seven Refractories Limited.

Acquired business primarily engaged in manufacturing and supply of Castables, pre-cast shapes like lances, snorkels, other refractory products and supplying to core industries namely cement, steel and others and have five manufacturing facilities.

Post completion of acquisition by the RHIMIRL, as per the share swap agreement, on January 05, 2023, the Company completed the purchase of 100% shareholding in the RHIMIRL. The Company has discharged the consideration by issuance and allotment of 27,000,000 fresh equity shares of the the Company to DBRL amounting to ₹ 236,844 lakhs. The shares have been issued by the Company at the market rate of January 05, 2023 of ₹ 877.20 per share.

This transaction has been accounted for as per the acquisition method specified in Ind AS 103 and accordingly, the total purchase consideration of ₹ 285,253.22 lakhs has been determined as the sum of the cash consideration of ₹ 48,409.22 lakhs and the value of shares issued by the Company to DBRL of ₹ 236,844 lakhs. The difference of ₹ 154,271.30 lakhs between the purchase consideration of ₹ 285,253.22 lakhs and fair value of net assets of ₹ 130,981.95 lakhs has been recognised as goodwill. Acquisition-related costs are expensed as incurred. The goodwill is attributable to the workforce and capability of the business to economies of scale expected from combining the operations resulting in increase in profitability of the acquired business. It will not be deductible for tax purpose.

## Notes to Consolidated Financial Statements

During the year end March 31, 2024, the Company has completed the determination of the fair value of assets and liabilities acquired as part of the above acquisition. The fair value of the assets and liabilities recognised at the date of acquisition are as follows:

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Particulars | Provisional amount as at acquisition date | Measurement period adjustments | Fair value post completion of measurement period |
|---|---|---|---|
| **Assets** | | | |
| **Non-current Assets** | | | |
| Property, plant and equipment | 27,707.41 | - | 27,707.41 |
| Right-of-use assets | 11,713.00 | - | 11,713.00 |
| Capital work-in-progress | 1,184.46 | - | 1,184.46 |
| Other intangible assets (including customer relationship) | 94,043.88 | 900.00 | 94,943.88 |
| Financial assets | | | |
| (i) Other financial assets | 46.48 | - | 46.48 |
| Other non-current assets | 52.75 | - | 52.75 |
| **Total non-current assets** | **134,747.98** | **900.00** | **135,647.98** |
| **Current Assets** | | | |
| Inventories | 36,789.74 | - | 36,789.74 |
| Financial assets | | | |
| (i) Trade receivables | 28,173.63 | - | 28,173.63 |
| (ii) Cash and Cash equivalents | 229.77 | - | 229.77 |
| (iii) Bank balances other than above | 76.16 | 38.00 | 114.16 |
| (iv) Loans | 28.13 | - | 28.13 |
| (v) Other financial assets | 401.97 | - | 401.97 |
| Current tax assets (net) | 26.63 | - | 26.63 |
| Contract assets | 30.13 | - | 30.13 |
| Other current assets | 11,394.32 | (1,200.00) | 10,194.32 |
| **Total current assets** | **77,150.48** | **(1,162.00)** | **75,988.48** |
| **Total Assets assumed** | **211,898.48** | **(262.00)** | **211,636.47** |
| **Liabilities** | | | |
| **Minority Interest** | 8,890.00 | - | 8,890.00 |
| **Non-current liabilities** | | - | - |
| Borrowings | 1,001.35 | - | 1,001.35 |
| Financial liabilities | | | |
| (i) Lease liabilities | 8,661.23 | - | 8,661.23 |
| Provisions | 273.60 | - | 273.60 |
| Deferred tax liabilities (net) | 3,811.65 | (3,723.25) | 88.40 |
| **Total non-current liabilities** | **22,637.83** | **(3,723.25)** | **18,914.58** |
| **Current liabilites** | | - | - |
| Borrowings | 16,574.94 | - | 16,574.94 |
| Financial liabilities | | | |
| (i) Lease liabilities | 59.07 | - | 59.07 |
| (ii) Trade payables | 39,129.10 | - | 39,129.10 |
| (iii) Other financial liabilities | 26.89 | - | 26.89 |
| Contract Liabilities | 18.63 | - | 18.63 |
| Employee benefit obligations | 1,053.50 | - | 1,053.50 |
| Other current liabilities | 3,702.75 | 38.00 | 3,740.75 |
| Provisions | 1,137.03 | - | 1,137.03 |
| **Total current liabilities** | **61,701.93** | **38.00** | **61,739.93** |
| **Total liabilities assumed** | **84,339.76** | **(3,685.25)** | **80,654.51** |
| **Net identifiable net assets acquired at fair value (A)** | **127,558.72** | **3,423.25** | **130,981.95** |
| **Purchase Consideration** | **285,253.25** | **-** | **285,253.25** |
| **Preliminary goodwill acquired on acquisition (B-A)** | **157,694.53** | **(3,423.25)** | **154,271.30** |

Measurements period adjustments are on account of changes in the assumptions used in the determination of fair valuation of customer relationships and mining rights and reassessment of deferred tax liability on the fair value of property, plant and equipment.

## Notes to Consolidated Financial Statements

### Note 40:

**Transfer Pricing**

The Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group is in the process of updating the documentation for the international and domestic transactions entered into with the associated enterprise during the financial year and expects such records to be in existence latest by November 30, 2025, as required by law. The Management confirms that its international and domestic transactions are at arm's length so that the aforesaid legislation will not have any impact on the consolidated financial statements, particularly on the amount of tax expenses and that of provision for taxation.

### Note 41:

**Additional regulatory information required by Schedule III:**

**(i) Details of benami property held**

No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**(ii) Borrowing secured against current assets**

The Group has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Group with banks are in agreement with the books of accounts except as follows:

| Name of Bank | Aggregate working capital limits sanctioned (in ₹ Lakhs) | Nature of Current asset offered as Security | Quarter ended | Amount disclosed as per quarterly return/ statement | Amount as per books of account | Variance | Whether return/ statement subsequently rectified | Reasons for difference |
|---|---|---|---|---|---|---|---|---|
| HDFC Bank | 2,500.00 | Inventories | 30-Jun-24 | 58,000.00 | 58,055.04 | 55.04 | Yes | Rounding off difference because return has been filed in ₹ Crores and the Standalone Financial Statements of RHI Magnesita India Limited have been prepared ₹ in lakhs. |
| | | Trade Payables | 30-Jun-24 | 39,300.00 | 45,959.50 | 6,659.50 | Yes | Trade payables pertain to purchase of goods only are included in the return. |
| | | Trade Receivables | 30-Jun-24 | 54,200.00 | 71,411.69 | 17,211.69 | Yes | Trade receivables aged more than ninety days and due from related parties have not been considered in the return. |
| | | Inventories | 30-Sep-24 | 76,300.00 | 76,325.93 | 25.93 | Yes | Rounding off difference because return has been filed in ₹ Crores and the Standalone Financial Statements of RHI Magnesita India Limited have been prepared ₹ in lakhs. |
| | | Trade Payables | 30-Sep-24 | 56,000.00 | 61,607.72 | 5,607.72 | Yes | Trade payables pertain to purchase of goods only are included in the return. |
| | | Trade Receivables | 30-Sep-24 | 47,300.00 | 66,700.13 | 19,400.13 | Yes | Trade receivables aged more than ninety days and due from related parties have not been considered in the return. |
| | | Inventories | 31-Dec-24 | 73,300.00 | 73,291.11 | (8.89) | Yes | Rounding off difference because return has been filed in ₹ Crores and the Standalone Financial Statements of RHI Magnesita India Limited have been prepared ₹ in lakhs. |
| | | Trade Payables | 31-Dec-24 | 47,800.00 | 52,958.85 | 5,158.85 | Yes | Trade payables pertain to purchase of goods only are included in the return. |
| | | Trade Receivables | 31-Dec-24 | 46,200.00 | 62,044.59 | 15,844.59 | Yes | Trade receivables aged more than ninety days and due from related parties have not been considered in the return. |
| | | Inventories | 31-Mar-25 | 77,100.00 | 77,072.20 | (27.80) | No | Return is filed considering numbers as per the provisional Financial Statements |
| | | Trade Payables | 31-Mar-25 | 44,800.00 | 52,850.42 | 8,050.42 | No | Return is filed considering numbers as per the provisional Financial Statements |
| | | Trade Receivables | 31-Mar-25 | 46,100.00 | 60,624.72 | 14,524.72 | No | Return is filed considering numbers as per the provisional Financial Statements |

## Notes to Consolidated Financial Statements

| Name of Bank | Aggregate working capital limits sanctioned (in ₹ Lakhs) | Nature of Current asset offered as Security | Quarter ended | Amount disclosed as per quarterly return/ statement | Amount as per books of account | Variance | Whether return/ statement subsequently rectified | Reasons for difference |
|---|---|---|---|---|---|---|---|---|
| Axis Bank Limited, HSBC Bank and Kotak Bank | 48,000.00 | Trade Receivables | 30-Jun-24 | 5,563.00 | 15,824.24 | 10,261.24 | No | Trade receivables more than 90 days and receivables from related parties are not considered in return. |
| | | Trade Payables | 30-Jun-24 | 16,079.00 | 19,737.98 | 3,658.98 | No | Provision for expenses and payable for services not considered in return. |
| | | Trade Receivables | 30-Sep-24 | 10,364.53 | 18,856.72 | 8,492.19 | No | Trade receivables more than 90 days and receivables from related parties are not considered in return. |
| | | Trade Payables | 30-Sep-24 | 18,432.72 | 19,496.61 | 1,063.89 | No | Provision for expenses and payable for services not considered in return. |
| | | Trade Receivables | 31-Dec-24 | 12,941.00 | 19,019.27 | 6,078.27 | No | Trade receivables more than 90 days and receivables from related parties are not considered in return. |
| | | Trade Payables | 31-Dec-24 | 17,630.82 | 18,590.91 | 960.09 | No | Provision for expenses and payable for services not considered in return. |
| | | Trade Receivables (Provisional) | 31-Mar-25 | 9,190.49 | 15,499.69 | 6,309.20 | No | Trade receivables more than 90 days and receivables from related parties are not considered in return. |
| | | Trade Payables (Provisional) | 31-Mar-25 | 13,030.54 | 13,995.49 | 964.95 | No | Provision of expenses and payable for services not considered in return. |
| HDFC Bank | 2,000.00 | Trade Receivables | 30-Jun-24 | 1,665.00 | 1,833.71 | 168.71 | No | The difference in debtors are due to adjustment which is not considered in DP statements filled with bankers (e.g. Debtors greater than 90 days and inter company transactions not eligible for drawing power calculation) |
| | | Trade Payables | 30-Jun-24 | 1,345.00 | 1,454.62 | 109.62 | No | The difference in creditors are due to adjustment made in the books of account which is not considered in DP statements filled with bankers (e.g. Provisions are not eligible, Creditors related to stock are allowed in DP calculation except intercompany) |
| | | Trade Receivables | 30-Sep-24 | 2,076.00 | 2,929.14 | 853.14 | No | The difference in debtors are due to adjustment which is not considered in DP statements filled with bankers (e.g. Debtors greater than 90 days and inter company transactions not eligible for drawing power calculation) |
| | | Trade Payables | 30-Sep-24 | 2,151.00 | 2,349.06 | 198.06 | No | The difference in creditors are due to adjustment made in the books of account which is not considered in DP statements filled with bankers (e.g. Provisions are not eligible, Creditors related to stock are allowed in DP calculation except intercompany) |
| | | Trade Receivables | 31-Dec-24 | 1,491.00 | 2,216.10 | 725.10 | No | The difference in debtors are due to adjustment which is not considered in DP statements filled with bankers (e.g. Debtors greater than 90 days and inter company transactions not eligible for drawing power calculation) |
| | | Trade Payables | 31-Dec-24 | 2,307.00 | 2,485.93 | 178.93 | No | The difference in creditors are due to adjustment made in the books of account which is not considered in DP statements filled with bankers (e.g. Provisions are not eligible, Creditors related to stock are allowed in DP calculation except intercompany) |

## Notes to Consolidated Financial Statements

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | Trade Receivables | 31-Mar-25 | 990.00 | 1,689.30 | 699.30 | No | The difference in debtors are due to adjustment which is not considered in DP statements filled with bankers (e.g. Debtors greater than 90 days and inter company transactions not eligible for drawing power calculation) |
| | | Trade Payables | 31-Mar-25 | 2,073.00 | 2,741.22 | 668.22 | No | The difference in creditors are due to adjustment made in the books of account which is not considered in DP statements filled with bankers (e.g. Provisions are not eligible, Creditors related to stock are allowed in DP calculation except intercompany) |

**(iii) Wilful defaulter**

The Group have not been been declared willful defaulter by any bank or financial institution or government or any government authority.

**(iv) Relationship with struck off companies**

The Group has transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956 as per below:

| Name of the struck off company | Company that has relationship | Nature of Transaction | Balance outstanding as at March 31, 2025 | Relationship with the Struck off company | Balance outstanding as at March 31, 2024 | Relationship with the Struck off company |
|---|---|---|---|---|---|---|
| Nimitaya Hotel & Resorts Limited | RHI Magnesita India Refractories Limited | Hotel service | 0.35 | Not related | - | Not related |
| Precision Engineers & Fabricators Private Limited | RHI Magnesita India Refractories Limited | RM purchases | (3.47) | Not related | (3.85) | Not related |
| Zain Thermal Solutions Private Limited | RHI Magnesita India Refractories Limited | Service | (9.72) | Not related | (9.72) | Not related |

**(v) Compliance with number of layers of companies**

The Group has complied with the number of layers prescribed under the Companies Act, 2013.

**(vi) Compliance with approved scheme(s) of arrangements**

The Group has not entered into any scheme of arrangement which has an accounting impact on current year or previous year.

**(vii) Utilisation of borrowed funds and share premium**

(a) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) o

(ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries except as mentioned in table below:

During the previous year, the Holding Company has invested funds (including share premium) in its subsidiary (RHI Magnesita India Refractories Limited ('RHIMIRL')) through issue of share capital. Out of these funds ₹ 6,184.74 lakhs have been further invested by RHIMIRL's in its subsidiary (Refer note 49).

(b) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)

or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

During the previous year, RHI Magnesita India Refractories Limited had received funds (including share premium) from the Holding Company through issue of share capital. Out of these funds ₹ 6,184.74 lakhs have been further invested by RHIMIRL's in its subsidiary (Refer note 49).

**(viii) Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**(ix) Details of crypto currency or virtual currency**

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

**(x) Valuation of property, plant and equipment and intangible assets**

The Group has chosen cost model for valuation of its property, plant and equipment (including Right-of-use-assets) and intangible assets both during the current or previous year.

**(xi) Registration of charges or satisfaction with registrar of companies**

There are no charges or satisfaction which are yet to be registered with the Registrar of companies beyond the statutory period.

**(xii) Utilisation of borrowings availed from banks**

The borrowings obtained by the Group from banks have been applied for the purposes for which such loans were taken.

## Notes to Consolidated Financial Statements

## Note 42: Interest in other entities

### (a) Subsidiaries

The Group's subsidiaries are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

| Name of entity | Place of business/ country of incorporation | Ownership interest held by the Group | | Ownership interest held by non-controlling interests | | Principal activities |
|---|---|---|---|---|---|---|
| | | As at March 31, 2025 % | As at March 31, 2024 % | As at March 31, 2025 % | As at March 31, 2024 % | |
| RHI Magnesita India Refractories Limited | India | 100% | 100% | - | 0% | Refractory Manufacturing and Selling |
| RHI Magnesita Seven Refractories Limited | India | 100% | 100% | - | 0% | Refractory Manufacturing and Selling |
| Intermetal Engineers (India) Private Limited | India | 100% | 100% | - | 0% | Refractory Manufacturing and Selling |

### (b) Non-controlling interests (NCI)

Set out below is summarised financial information for RHI Magnesita Seven Refractories Limited that had non-controlling interests and that was material to the Group. The amounts disclosed for the subsidiary are before inter-company eliminations and post adjustment related to PPA made at the consolidation level.

**(All amount in ₹ Lakhs, unless otherwise stated)**

| Summarised Balance Sheet | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Current assets | - | 3,152.02 |
| Current liabilities | - | 2,296.36 |
| **Net Current Assets** | **-** | **855.66** |
| Non-current assets | - | 17,038.96 |
| Non-current liabilities | - | 623.00 |
| **Net non-current assets** | **-** | **16,415.96** |
| **Net Assets** | **-** | **17,271.62** |
| **Accumulated NCI** | **-** | **-** |

| Summarised Statement of Profit and Loss | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Revenue | - | 10,096.51 |
| Profit/(Loss) for the year | - | (112.15) |
| Other comprehensive income | - | 0.04 |
| Total comprehensive income/(loss) | - | (112.11) |
| Profit allocated to NCI | - | 33.67 |

| Summarised Statement of Cash Flows | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Cash flows from operating activities | - | 647.17 |
| Cash flows from investing activities | - | (162.45) |
| Cash flows from financing activities | - | (552.83) |
| **Net decrease in cash and cash equivalents** | **-** | **(68.11)** |
| Cash flow allocated to NCI | - | - |

## Notes to Consolidated Financial Statements

### (c) Transactions with non-controlling interest

The Group had acquired 49% stake in RHI Magnesita Seven Refractories Limited for ₹ 6,184.75 lakhs. Immediately, prior to the purchase, the carrying amount of existing 49% non-controlling interest was ₹ 8,893.02 lakhs. The Group recognised gain on lower payment than carrying value for non-controlling interest and recognised in retained earning within equity. The effect on the equity attributable to the owners of Group during the year is summarised as below:

**(All amount in ₹ Lakhs, unless otherwise stated)**

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Carrying amount of non-controlling interest acquired | - | 8,969.17 |
| Consideration paid to non-controlling interests | - | 6,184.75 |
| Others | - | 6.00 |
| Gain over lower payment recognised in retained earning within equity | - | 2,778.42 |

## Note 43:

## Additional information required by Schedule III in respect of subsidiaries

| Name of the Entity in the group | Net Assets (total assets minus total liabilities) as at March 31, 2025 | | Share in profit/(loss) for the year ended March 31, 2025 | | Share in other comprehensive income for the year ended March 31, 2025 | | Share in total comprehensive income for the year ended March 31, 2025 | |
|---|---|---|---|---|---|---|---|---|
| | As a % of consolidated net assets | Amount | As a % of consolidated profit or (loss) | Amount | As a % of consolidated other comprehensive income | Amount | As a % of consolidated total comprehensive income | Amount |
| **Parent** | | | | | | | | |
| RHI Magnesita India Limited | 55.27% | 220,985.67 | 110.15% | 22,306.72 | 38.89% | (30.51) | 110.43% | 22,276.21 |
| **Subsidiaries** | | | | | | | | |
| RHI Magnesita India Refractories Limited | 40.02% | 160,028.66 | (10.60%) | (2,146.61) | 55.06% | (43.20) | (10.86%) | (2,189.81) |
| RHI Magnesita Seven Refractories Limited | 4.30% | 17,187.19 | (0.40%) | (81.60) | 3.81% | (2.99) | (0.42%) | (84.59) |
| Intermetal Engineers (India) Private Limited | 0.42% | 1,660.01 | 0.85% | 172.77 | 2.24% | (1.76) | 0.85% | 171.01 |
| **Non-Controlling Interest in all subsidiaries** | **0.00%** | **-** | **0.00%** | **-** | **(0.00%)** | **-** | **0.00%** | **-** |
| **Total** | **100%** | **399,861.53** | **100%** | **20,251.28** | **100%** | **(78.46)** | **100%** | **20,172.82** |

*This space has been intentionally left blank*

## Notes to Consolidated Financial Statements

(All amount in ₹ Lakhs, unless otherwise stated)

| Name of the Entity in the group | Net Assets (total assets minus total liabilities) as at March 31, 2024 | | Share in profit/(loss) for the year ended March 31, 2024 | | Share in other comprehensive income for the year ended March 31, 2024 | | Share in total comprehensive income for the year ended March 31, 2024 | |
|---|---|---|---|---|---|---|---|---|
| | As a % of consolidated net assets | Amount | As a % of consolidated profit or (loss) | Amount | As a % of consolidated other comprehensive income | Amount | As a % of consolidated total comprehensive income | Amount |
| **Parent** | | | | | | | | |
| RHI Magnesita India Limited | 52.93% | 203,558.79 | (244.12%) | 24,438.53 | 4.35% | (5.77) | (240.87%) | 24,432.76 |
| **Subsidiaries** | | | | | | | | |
| RHI Magnesita India Refractories Limited | 42.19% | 162,252.51 | 344.68% | (34,506.12) | 90.74% | (120.26) | 341.37% | (34,626.38) |
| RHI Magnesita Seven Refractories Limited | 4.49% | 17,271.78 | 1.46% | (145.77) | (0.04%) | 0.05 | 1.44% | (145.72) |
| Intermetal Engineers India Private Limited | 0.39% | 1,489.00 | (1.69%) | 168.79 | 4.97% | (6.59) | (1.60%) | 162.20 |
| Non-Controlling Interest in all subsidiaries | 0.00% | - | (0.34%) | 33.62 | (0.04%) | 0.05 | (0.33%) | 33.57 |
| **Total** | **100%** | **384,572.08** | **100%** | **(10,010.94)** | **100%** | **(132.52)** | **100%** | **(10,143.46)** |

### Note 44: Qualified Institutional Placement (QIP) of Equity shares

On March 13, 2023, the shareholders of the Holding Company approved the offering of equity shares of the Holding Company pursuant to Qualified Institutional Placement in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the 'Offering'). Pursuant to the Offering, on April 06, 2023, the Holding Company had issued and allotted 15,715,034 equity shares of face value ₹ 1 each at an issue price of ₹ 572.70 per equity share including a premium of ₹ 571.70 per equity share aggregating to ₹ 90,000 lakhs. The Holding Company had utilised the net proceeds from the Offering for the purpose of repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by the Holding Company, investment into one of its subsidiaries, RHIMIRL, for repayment or pre-payment, in full or in part, of certain borrowings availed by RHIMIRL and general corporate purposes.

### Note 45: Preferential issue of Equity shares

On April 01, 2023, Board of Directors approved a proposal to raise funds upto ₹ 20,000 lakhs through issuance of Equity Shares on preferential basis to Dutch US Holding B.V., promoter of the Holding Company, subject to the approval from Shareholders. On June 21, 2023, the Holding Company had issued and allotted 2,790,061 equity shares of face value ₹ 1 each at an issue price of ₹ 716.83 per equity share including a premium of ₹ 715.83 per equity share aggregating to ₹ 20,000 lakhs. The Holding Company had utilised the proceeds for repayment/ prepayment in full or in part of certain outstanding borrowings availed by the Holding Company and interest thereupon, investment in one of its Subsidiary i.e. RHIMIRL and general corporate purposes.

### Note 46: Merger

The Board of Directors of RHIMIRL and RHIMSRL in their respective board meetings held on February 08, 2024, approved the draft scheme of merger of RHIMSRL (Transferor Company) with and into RHIMIRL (Transferee Company). The appointed date for the merger is April 01, 2023.

Further, the draft scheme of merger was filed with Registrar of Companies, Delhi & Haryana and Chennai on February 09, 2024. The Companies are in the process of taking approvals from shareholders, creditors and other relevant authorities.

This does not have any material impact on the Consolidated Financial Statements.

### Note 47: Acquisition of Ashwath Technologies Private Limited

On March 04, 2025, Intermetal Engineers (India) Private Limited, a wholly owned subsidiary of RHI Magnesita India Limited, entered into a Share Purchase Agreement ('SPA') with Ashwath Technologies Private Limited ('Ashwath') and its existing shareholders for the acquisition of 100% equity stake in Ashwath. The transaction involves the acquisition of 10,000 fully paid-up equity shares of ₹ 10/- each, aggregating to ₹ 1,481.00 lakhs.

The acquisition is in line with the Group strategic growth objectives and is expected to strengthen its product and service offerings in the domestic engineering and refractory solutions sector. The transaction does not constitute a related party transaction and has been executed on an arm's length basis. No special rights such as board representation, preferential allotment, or capital structure restrictions are part of the agreement.

Up to the date of the approval of the Consolidated Financial Statements, the transaction is pending execution.

## Note 48: Summary of other accounting policies

This note provides a list of other accounting policies adopted in the preparation of these Consolidated Financial Statements to the extent they not already disclosed above. These policies have been consistently applied to all the years presented, unless otherwise stated.

### (i) Leases

As a lessee

Leases are recognised as a right-of-use asset at cost with a corresponding lease liability, except for leases with term of less than twelve months (short-term) and low-value assets in accordance with Ind AS 116 'Leases'.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs etc.

Subsequently, the right-of-use asset is measured at cost less accumulated depreciation and accumulated impairment losses, if any. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at the commencement date, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined. If that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

For short-term leases and leases for low-value assets, the Group recognises the lease payments as an operating expense in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term.

### (ii) Financial assets

#### A. Classification and initial recognition

Financial assets are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the asset. The Group determines the classification of its financial assets at initial recognition. The Group classifies the financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through profit or loss, or through other comprehensive income)
- Those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

At initial recognition, the Group measures a financial asset (excluding trade receivables which do not contain a significant financing component) at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Consolidated Statement of Profit or Loss.

#### B. Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

**a. Financial assets at fair value through profit or loss (FVPL):**

Financial assets at fair value through profit or loss include financial assets held for trading and those designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Financial assets are designated upon initial recognition at fair value through profit or loss when the same are managed by the Group on the basis of their fair value and their performance is evaluated on fair value basis in accordance with a risk management or investment strategy of the Group. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in other income in the Consolidated Statement of Profit and Loss.

**b. Financial assets measured at amortised cost**

Assets that are held for collection of contractual cash flows, where the assets' cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in other income in the Consolidated Statement of Profit and Loss.

**c. Fair value through other comprehensive income (FVOCI):**

Financial assets are measured at fair value through other comprehensive income (OCI) if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

### C. Derecognition

A financial asset is derecognised only when

- The Group has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the Group has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### D. Impairment of financial assets

The Group assesses on forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

### E. Income recognition – Interest

Interest income from financial assets at FVTPL is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is recognised in profit or loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

### (iii) Financial Liabilities

Financial liabilities of the Group are contractual obligations to deliver cash or another financial asset to another entity.

The Group's financial liabilities includes borrowings, lease liability, trade and other payables.

Classification, initial recognition and measurement

Financial liabilities are recognised initially at fair value. Transaction costs that are directly attributable to the issue of financial liabilities (other than financial liabilities carried at fair value through profit or loss) are deducted from the fair value measured on initial recognition of financial liability. Financial liabilities are subsequently measured at amortised cost.

*Subsequent measurement*

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Gains and losses are recognised in profit or loss when the liabilities are derecognised.

*Derecognition of financial liability*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance cost.

### (iv) Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

### (v) Fair Value Measurement

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (Unadjusted) marked prices in the active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

### (vi) Derivative financial instruments

The Group acquires forward contracts to mitigate the risk arising from foreign currency exposures. These forward contracts are designated as derivative financial instruments. Derivatives are initially recognised at fair value on the date of the derivative contract is entered into and subsequently remeasured to their fair value at the end of reporting period. The consequent gains/losses, arising from subsequent remeasurement, are recognised in the Consolidated Statement of Profit and Loss, unless the derivative is designated as hedging instrument and hedging relationship is established with the item being hedged.

## (vii) Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Consolidated Financial Statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Consolidated Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## (viii) Inventories

Inventories including stores and spares are valued at the lower of cost and the net realisable value. The cost of individual items of inventory is determined using weighted average method. Cost of raw materials and stock-in-trade comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

## (ix) Cash and Cash Equivalents

For the purpose of presentation in the Consolidated Statement of Cash Flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## (x) Provisions and contingent liabilities

### a) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events. It is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

### b) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Consolidated Financial Statements.

## (xi) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Consolidated Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

### (xii) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM').

The Board of Directors, together with Managing Director has been identified as the Chief Operating Decision Maker ('CODM'). CODM evaluates the performance of the Group based on the single operative segment for the purpose of allocation resources and evaluating financial performance.

### (xiii) Government grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with required conditions. Export incentive under Remission of Duties and Taxes on Export products (RODTEP), Merchandise Exports from India Scheme (MEIS) and duty drawback are accrued when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exist.

### (xiv) Employee benefits

#### Defined benefit plan - Gratuity

The liability recognised in the balance sheet is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an actuary using the projected unit credit method.

The present value is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Consolidated Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Consolidated Statement of Changes in Equity and in the Consolidated Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Defined contribution plans**

The Group's contribution to provident fund, national pension scheme and employees' state insurance scheme are considered as defined contribution plans and are charged as expense in the Consolidated Statement of Profit and Loss, based on the amount of contribution required to be made and when services are rendered by the employee. The Group does not have obligation beyond its contribution.

**Other Benefits - Compensated Absences**

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Consolidated Statement of Profit and Loss in the year in which they arise. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service.

### (xv) Employee Share-based compensation

RHI Magnesita N.V. (the 'Ultimate Holding Company') has implemented a share option plan for the members of senior management of the RHI Magnesita Group.

The fair value of the options granted is recognised as employee benefits expense with a corresponding increase in reserves. The total amount to be expensed is determined by reference to the fair value of the options granted:

a) including any market performance conditions
b) excluding the impact of any service and non-market performance vesting conditions, and
c) including the impact of any non-vesting conditions

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

### (xvi) Foreign currency translation

(i) Functional and presentation currency

Items included in the Consolidated Financial Statements are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The Group's operations are primarily in India. The Consolidated Financial Statements are presented in Indian Rupee (INR), which is the Group's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in the Consolidated Statement of Profit and Loss.

Foreign exchange differences arising on foreign currency borrowings are presented in the Consolidated Statement of Profit and Loss within finance costs. All other foreign exchange gains and losses are presented in the Consolidated Statement of Profit and Loss on a net basis within Other Income/Expense, as appropriate.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

### (xvii) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

### (xviii) Earnings per Share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### (xix) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### (xx) Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Group's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

For trade receivables and contract assets, the Group applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from the initial recognition of receivables.

### (xxi) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Group, on or before the end of the reporting period but not distributed at the end of the reporting period.

### (xxii) Business Combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary and business comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business

- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred
- amount of any non-controlling interest in the acquired entity
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

**(xxiii) Principles of consolidation and equity accounting**

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to effect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases.

The acquisition method of accounting has been used to account for business combinations by the Group.

The Group combines the financial statements for the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transaction between Group companies are eliminated. Unrealised losses are also been eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of the subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet, respectively.

(ii) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with the equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

**(xxiv) Contributed equity**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

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## Notes to Consolidated Financial Statements

### Note 49:

#### Investment in Subsidiary

On May 08, 2023 and August 11, 2023, the Company had made further investment in RHIMIRL, a wholly owned subsidiary of the Company, by way of subscription of 16,975,051 and 5,072,464 equity shares of RHIMIRL, respectively, having face value of ₹ 10 each at a premium of ₹ 197 each for an amount aggregating to ₹ 45,638.36 lakhs on right issue basis. The purpose of subscription of equity shares of RHIMIRL by the Company was for repayment or pre-payment in full or in part of certain borrowings availed by RHIMIRL and investment in RHIMIRL's subsidiary i.e. RHIMSRL.

On April 21, 2023, the Company's 100% subsidiary, RHIMIRL executed a Share Purchase Agreement (SPA) with Seven Refractories GMBH, Vienna for purchase of 49% paid-up equity shares of its existing subsidiary RHIMSRL. On July 24, 2023, RHIMIRL has completed the purchase of 49% i.e. 98,00,000 equity shares having face value of ₹ 10/- each of RHIMSRL for a consideration amounting to ₹ 6,184.75 lakhs. Consequently, RHIMSRL has become a 100% wholly owned subsidiary of RHIMIRL.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Anurag Khandelwal
Partner
Membership Number: 078571

Place: Gurugram
Date: May 28, 2025

For and on behalf of the Board of Directors of
RHI Magnesita India Limited

Parmod Sagar
Chairman, Managing Director & CEO
(DIN - 06500871)

Azim Syed
Whole-time Director and
Chief Financial Officer
(DIN - 10641934)

Sanjay Kumar
Company Secretary
(ACS-17021)

Place: Gurugram
Date: May 28, 2025

# NOTICE

Notice is hereby given that 15th Annual General Meeting ('**AGM**') of the members of RHI MAGNESITA INDIA LIMITED ('**the Company**') will be held through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**') on Friday, September 26, 2025, at 11:00 a.m. (IST) to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION:**

   '**RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.'

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION:**

   '**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.'

3. To declare a final dividend on equity shares for the financial year ended March 31, 2025, and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

   '**RESOLVED THAT** a final dividend at the rate of ₹ 2.50/- (Rupees Two and Paise Fifty Only) per equity share i.e. 250% on face value of ₹ 1/- (Rupee One Only) each fully paid up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025'.

4. To appoint Ms. Ticiana Kobel (DIN: 09850411), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

   '**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Ticiana Kobel (DIN: 09850411), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.'

## SPECIAL BUSINESS

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

   '**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. K G Goyal & Associates, Cost Accountants (Firm Registration No. 000024), appointed by the Board of Directors as Cost Auditors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, being ₹ 90,000/- (Rupees Ninety Thousand Only) plus applicable tax and reimbursement of out of pocket expenses that may be incurred by them in connection with the aforesaid audit, be and is hereby ratified.'

6. To appoint and fix the remuneration of Secretarial Auditors and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

   '**RESOLVED THAT** in accordance with the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with the provisions of Regulation 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('SEBI Listing Regulations')** (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Naresh Verma, (Membership No. FCS 5403; COP: 4424), Proprietor of M/s. Naresh Verma & Associates, Company Secretaries, a Peer Reviewed firm, who has submitted his consent to act as Secretarial Auditor of the Company, if appointed, be and is hereby appointed as Secretarial Auditor of the Company, for a term of five (5) consecutive years, to hold office from the conclusion of this Annual General Meeting **('AGM')** till the conclusion of the AGM to be held in the calendar year 2030, with the power to the Board ('Board' which term shall be deemed to include any committee thereof) to determine his remuneration.

   **RESOLVED FURTHER THAT** the Board of Directors of the Company ('Board' which term shall be deemed to include any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.'

By Order of the Board of Directors

Sanjay Kumar
Company Secretary
Membership No. ACS : 17021

Gurugram, August 8, 2025

Registered Office:
Unit No.705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East), Mumbai-400042

Tel: +91 22 49851200
Email: investors.india@rhimagnesita.com
Website: www.rhimagnesitaindia.com
CIN: L28113MH2010PLC312871

**Notes:**

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ', General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to 'Clarification on holding of Annual General Meeting **('AGM')** through Video Conferencing or Other Audio Visual Means, (collectively referred to as '**MCA Circulars**') the Company is convening the 15th AGM through Video Conferencing **('VC')**/Other Audio Visual Means **('OAVM'),** without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India **('SEBI'),** vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 **('SEBI Circulars')** and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('SEBI Listing Regulations').** In compliance with the provisions of the Companies Act, 2013 **('the Act'),** the Listing Regulations and MCA Circulars, the 15th AGM of the Company is being held through VC/OAVM on Friday, September 26, 2025 at 11:00 a.m. IST. The deemed venue for the AGM will be the Registered Office of the Company i.e. Unit No. 705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East) Mumbai, Maharashtra-400042.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 5 and 6 set out above and the relevant details in respect of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India **('Secretarial Standard')** are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

5. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail to rhim.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/Authority Letter, by clicking on 'Upload Board Resolution/Authority letter', etc. displayed under 'e-Voting' tab in their Login.

6. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cutoff date will be entitled to vote at the AGM.

8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Members will be able to view the proceedings on National Securities Depository Limited's **('NSDL')** e-Voting website at www.evoting.nsdl.com.

10. In line with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ NSDL and Central Depositories Services (India) Limited **('CDSL'),** (collectively '**Depositories**')/Registrar & Transfer Agent **('RTA'),** unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2024-25 are available on the Company's website at https://www.rhimagnesitaindia.com/investors/financials-reports/annual-reports and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 15th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investors.india@rhimagnesita.com.

12. **The Company has fixed book closure date from Saturday, September 13, 2025 to Friday, September 19, 2025 (both**

**days inclusive) for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.**

13. The dividend of ₹ 2.50 per fully paid-up Equity share of the face value ₹ 1.00 each (i.e., 250%) for financial year ended March 31, 2025, if declared at the AGM, will be paid subject to Tax Deduction at Source **(TDS)** on or before Friday, October 24, 2025, as under:

    a. To all the Beneficial Owners as the end of the day on Friday, September 12, 2025, as per the list of beneficial owners to be furnished by the Depositories in respect of the shares held in electronic form; and

    b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition request lodged with the Company as of the close of business hours on Friday, September 12, 2025.

    **SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD- 1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.**

    Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf

    According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 **('the IT Act').** In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants **('DPs')** or in case shares are held in physical form, with the Company by sending documents by Friday, September 19, 2025 to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please visit the website of the Company at https://www.rhimagnesitaindia.com/investors/disclosures-announcements/announcements and also refer to the email sent to members in this regard.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time.

15. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

    a. Change in their residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc.:

    a. For shares held in electronic form: to their DPs.

    b. Shares held in physical form: The following details/ documents should be sent to the Company's RTA latest by Friday, September 19, 2025.

        i. Form ISR-1 along with supporting documents. The said form is available on the website of the Company at https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download

        ii. Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.

        iii. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.

        iv. Self-attested copy of the PAN Card of all the holders; and

        v. Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with t the Company.

    To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Further, Members are requested to refer to process detailed on https://www.skylinerta.com/downloads_page.php and proceed accordingly.

    Shares held in electronic form: Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/ addition/ deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by Friday, September 19, 2025.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 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. 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 at www.rhimagnesitaindia.com and on the website of the Company's RTA's at https://www.skylinerta.com/downloads_page.php. It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised 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 dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.

19. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**

20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's 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.

21. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download and website of the RTA at https://www.skylinerta.com/downloads_page.php. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/ 131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal **('ODR Portal')** for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

23. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years of the Company, are liable to be transferred to the Investor Education and Protection Fund **('IEPF').** The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

24. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and/ or shares via www.iepf.gov.in

25. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.

26. a. Eligible Members who wish to receive the Annual Report for FY 2024-25 and the AGM Notice electronically, and cast their vote through remote e-voting, but have not registered their email addresses with the Company or their DPs, are requested to register their email address with the RTA by sending an email to investors@skylinerta.com on or before Friday, September 19, 2025. Upon registration, Members will receive the AGM Notice, Annual Report, and remote e- voting instructions including login credentials at their registered email address.

    b. Registration of email address permanently with RTA/DP: Members are requested to register the email address with their concerned DPs, in respect of shares held in demat mode and with RTA, in respect of shares held in physical mode, by writing to them investors@skylinerta.com.

    c. Alternatively, those Members who have not registered their email addresses are required to send an email request to evoting@nsdl.co.in along with the following documents for procuring user id and password for e-voting for the resolutions set out in this Notice:

       i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

       ii. In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

27. Those Members who have already registered their email IDs are requested to keep the same validated with their DP/RTA to enable serving of notices/ documents/Annual Reports and other communications electronically to their email ID in future.

28. **VOTING BY MEMBERS:**

    a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (i) remote e-voting prior to the AGM (as explained at 'point no. f.' herein below or (ii) remote e-voting Notice during the AGM (as explained at 'point no. g.' herein below below). Instructions for Members for attending the AGM through VC/ OAVM are explained in 'point no. h.' herein below.

b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, September 19, 2025 **('cut-off date')** shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote evoting during the AGM.

c. Members of the Company holding shares either in physical form or electronic form, as on the cutoff date of Friday, September 19, 2025, may cast their vote by remote e-Voting. The remote e-Voting period commences on **Tuesday, September 23, 2025 at 9:00 a.m. (IST) and ends on Thursday, September 23, 2025 at 5:00 p.m. (IST).** The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

d. The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

e. The Board of Directors has appointed Mr. Naresh Verma (Membership No. FCS : 5403) of M/s Naresh Verma and Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

f. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on **Tuesday, September 23, 2025 at 9:00 a.m. (IST) and ends on Thursday, September 25, 2025 at 5:00 p.m. (IST)** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 19, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 19, 2025.

### How do I vote electronically using NSDL e-Voting system?

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 e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

| Type of shareholders | Login Method |
|---|---|
| | 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following 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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>5. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also 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.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their DPs | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 133755 then user ID is 133755001*** |

5. Password details for shareholders other than Individual shareholders are given below:
   a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b. 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. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c. How to retrieve your 'initial password'?
      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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'.
      ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
   a. Click on **'Forgot User Details/Password?'** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b. **Physical User Reset Password?**

      (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'. The **EVEN for Equity Shares is 135228.**
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/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.
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 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 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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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 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 www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre, Senior Manager, NSDL) at evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, 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 email to investors.india@rhimagnesita.com.
2. 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 (self-attested scanned copy of Aadhar Card) to investors.india@rhimagnesita.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**g. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**h. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of 'VC/ OAVM' placed under 'Join meeting' menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the **EVEN of the Company, i.e., 135228** will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors.india@rhimagnesita.com before Monday, September 22, 2025. The same will be replied by the company suitably.

6. Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to investors.india@rhimagnesita.com before Monday, September 22, 2025. Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

29. Any person holding shares in physical form and non-individual Members, who acquire shares of the Company and becomes a Member of the Company after dispatch and holding shares as of the cut-off date i.e. Friday, September 19, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA. However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available at www.evoting.nsdl.com or by calling on 022 4886 7000. In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date i.e. Friday, September 19, 2025, may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.

30. DECLARATION OF RESULTS ON THE RESOLUTIONS:

- The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have carried or not, to the Chairman or a person authorized by him in writing.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.rhimagnesitaindia.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the securities of the Company are listed.
- Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 26, 2025.

By Order of the Board of Directors

Sanjay Kumar
Company Secretary
Membership No. ACS : 17021

Gurugram, August 8, 2025

Registered Office:
Unit No.705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East), Mumbai-400042

Tel: +91 22 49851200
Email: investors.india@rhimagnesita.com
Website: www.rhimagnesitaindia.com
CIN: L28113MH2010PLC312871

# DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

| | |
|---|---|
| **Name of Director** | Ms. Ticiana Kobel |
| **Director Identification Number (DIN)** | 09850411 |
| **Designation / Category of Director** | Director/ Non-Executive (Non-Independent) Director |
| **Age (in years)** | 55 |
| **Date of first appointment** | January 5, 2023 |
| **Qualifications** | Law degree with an emphasis in corporate law from the Federal University of Minas Gerais and an LLM in International Economic Law and European Law at the University of Geneva. |
| **Expertise in specific functional areas** | Ms. Ticiana Kobel is an Executive Vice President Legal & Digital Transformation in RHI Magnesita N.V., an ultimate Holding Company. She has extensive legal experience in a wide range of global businesses, such as SR Technics Group and Buhler Group, leading legal departments in manufacturing, aviation, technology, the service sector and engineering industries. In those roles, she was in charge of crucial projects pertaining to varied matters, such as complex strategic procurement, spinoffs, sales and acquisitions and corporate governance issues and assisted with the design and implementation of compliance functions, merger and acquisitions and partnerships. |
| **Directorships held in other companies including equity listed companies and excluding foreign companies** | RHI Magnesita India Refractories Limited |
| **Memberships/ Chairmanships of committees of other companies (excluding foreign companies)** | nil |
| **No. of Shares held in the Company** | nil |
| **Name of listed entities from which the person has resigned in the past three years** | nil |
| **Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company** | nil |
| **Terms and Conditions of re-appointment** | Re-appointment as a Non-Executive, Non Independent Director |
| **Details of Remuneration sought to be paid** | No fee or expense reimbursement shall be paid to her for attending Board or Committee meetings. |

For other details such as the number of meetings of the Board attended during FY25, remuneration last drawn in FY25 by the above Director, please refer to the Corporate Governance Report which is a part of this Annual Report.

## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

### Item No. 5

The Board of Directors of the Company, based on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K G Goyal & Associates, as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

In terms of the provisions of the Section 148 of the Companies Act, 2013, ('Act') read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026 as set out in Item No. 5 of the notice.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

Basis the rationale and justification provided above the Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval of Members.

### Item No. 6

In terms of the provisions of Section 204 and other applicable provisions, if any, of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Regulation 24A and other applicable provisions, if any, of the SEBI Listing Regulations, every listed entity is required to undertake Secretarial Audit by a Peer Reviewed firm who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five (5) consecutive years.

Accordingly, based on the recommendations of the Audit Committee, the Board of Directors, at its meeting held on August 8, 2025, subject to the approval of member of the Company, approved the appointment of Mr. Naresh Verma,(Membership No. FCS 5403; COP: 4424), Proprietor of M/s. Naresh Verma & Associates, Company Secretaries, as the Secretarial Auditor of the Company, for a term of five (5) consecutive years, to hold the office of the Secretarial Auditor, effective from the conclusion of this meeting until the conclusion of the AGM to be held in the calendar year 2030. He was Secretarial Auditor of the Company for FY25.

Mr. Naresh Verma, had already given his consent for his appointment as the Secretarial Auditor of the Company and have confirmed that he fulfills the criteria as specified in clause (a) of Regulation 24A(1A) of SEBI Listing Regulations including the test of independence and have further confirmed that he has not incurred any of disqualifications as specified by the Securities and Exchange Board of India. Mr. Naresh Verma is also appointed as Secretarial Auditor of RHI Magnesita India Refractories Limited, a 100% wholly owned material subsidiary of the Company, for a period of five (5) years.

M/s. Naresh Verma & Associates is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations, including carrying out Secretarial Audit, Due Diligence Audit and Compliance Audit for various reputed companies. The firm is peer reviewed under Institute of Companies Secretaries of India regulations and is holding peer review certificate no. 3266/2023.

The Board of Directors will decide the remuneration based on the recommendation of the Audit Committee. Accordingly, consent of the members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Basis the rationale and justification provided above the Board recommends Ordinary Resolution as set out at Item No. 6 of the Notice for approval of Members.

By Order of the Board of Directors

Sanjay Kumar
Company Secretary
Membership No. ACS : 17021

Gurugram, August 8, 2025

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