

NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

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

To

The Chairman,
RHI MAGNESITA INDIA LIMITED
CIN: L28113MH2010PLC312871
Unit No. 705, 7th Floor,
Lodha Supremus, Kanjurmarg Village Road,
Kanjurmarg (East) Mumbai, Maharashtra - 400042

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

We are pleased to present our report on the Postal Ballot conducted by **RHI Magnesita India Limited** (“the Company”) seeking consent of its Members for the resolutions as contained in the Notice of Postal Ballot dated 18 May, 2026.

- A. In accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 I, Naresh Verma, FCS (Membership No. FCS 5403; COP: 4424) proprietor of M/s Naresh Verma & Associates, Practising Company Secretaries, having office at 416/7 & 8, First Floor, Opposite Karkarduma Metro Station, New Delhi 110092, have been appointed as Scrutinizer by the Board of Directors for scrutiny of the votes casted through electronic means for the postal ballot process in respect of resolution as set out in the Postal ballot notice dated 18 May, 2026 (“Notice”)
- B. Members approval was sought for the following agenda item:-

Sr. No.	Agenda	Resolution
1	Approval for entering into/ continuing certain material related party transactions with RHI Magnesita GmbH in the nature of sale of products and purchase of materials, traded goods, raw materials, spares and plant and machinery pursuant to contractual arrangements.	Ordinary Resolution
2	Approval for entering into/ continuing certain material related party transactions with RHI Magnesita GmbH in the nature of inter- company services and corporate overheads pursuant to contractual arrangements.	Ordinary Resolution
3	Approval for entering into/ continuing certain material related party transactions with RHI Magnesita GmbH in the nature of payment of royalty pursuant to contractual arrangements.	Ordinary Resolution



Scrutinizer’s Report on Postal Ballot conducted by RHI Magnesita India Limited

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4	Omnibus approval for entering into/ continuing certain material related party transactions with RHI Magnesita GmbH in FY 2026-27	Ordinary Resolution
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- C. Pursuant to Section 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2024 on 19 September 2024 and other relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**‘SS-2’**), as amended, and other applicable laws and regulations (including any statutory modification(s) and/or enactments(s) thereof for the time being in force, the resolution as set out in the Notice was placed for the approval of members of the company through remote e-voting only. The company has confirmed that the electronic copy of the notice dated 18 May 2026 and the explanatory setting out material facts under Section 102 of the Act along with the procedure for remote evoting in terms of the MCA circular were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories as on 15 May 2026 (**“cut-off”**).
- D. The Company had appointed the National Securities Depository Limited (“NSDL”) for providing remote e-voting facility to its members.
- E. The Company had hosted the Postal Ballot Notice on its website and the website of NSDL (“e-voting Agency”) and also intimated the same to BSE Limited and National Stock Exchange Limited on Tuesday, 19 May 2026.
- F. Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, an advertisement regarding the Postal Ballot was published on Wednesday, 20 May 2026 in Business Standard (English) Mumbai Edition (English newspaper) and Pratahkal (Marathi) Mumbai Edition (Marathi newspaper).
- G. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the MCA circular.
- H. The remote e-voting period commenced from 9.00 a.m. (IST) on Saturday, 23 May 2026 and ended at 5.00 p.m. (IST) on Sunday, 21 June 2026.
- I. Accordingly the vote cast through remote e-voting were taken into account and at the end of the remote e-voting period on Sunday, 21 June 2026, the remote e-voting module was thereafter disabled for voting by NSDL. The remote e-voting summary statements was thereafter downloaded from e-voting website of NSDL i.e www.evoting.nsdl.com
- J. The register, in accordance with Rule 20(4)(xiv) and 22(10) of the Companies (Management and Administration) Rules, 2014 has been maintained electronically to record the assent or dissent received, mentioning the particulars of the name, addresses, folio number or client ID of the Member, no. of shares held by them and nominal value of such shares. There were no shares



with differential voting rights in the company, hence there is no requirement of maintaining the list of shareholders with differential voting rights.

- K. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot. My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.

On the basis of the votes exercised by the shareholders of the company through remote evoting, I have issued this scrutinizer's report dated 22 June, 2026.

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

Item No. 1 – Ordinary Resolution

Approval for entering into/ continuing certain material related party transactions with RHI Magnesita GmbH in the nature of sale of products and purchase of materials, traded goods, raw materials, spares and plant and machinery pursuant to contractual arrangements.:

- (i) Voted in favour of the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
338	34280512	96.10

- (ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
42	1391596	3.90

- (iii) Invalid votes:

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



Item No. 2 – Ordinary Resolution

Approval for entering into/ continuing certain material related party transactions with RHI Magnesita GmbH in the nature of inter- company services and corporate overheads pursuant to contractual arrangements:

(i) Voted in favour of the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
355	35597338	99.79

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
22	74535	0.21

(iii) Invalid votes:

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

Item No. 3 – Ordinary Resolution

Approval for entering into/ continuing certain material related party transactions with RHI Magnesita GmbH in the nature of payment of royalty pursuant to contractual arrangements:

(i) Voted in favour of the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
350	35591424	99.77

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
27	80449	0.23

(iii) Invalid votes:

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



Item No. 4 – Ordinary Resolution

Omnibus approval for entering into/ continuing certain material related party transactions with RHI Magnesita GmbH in FY 2026-27:

(i) Voted in favour of the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
354	35592338	99.78

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
23	79535	0.22

(iii) Invalid votes:

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

For Naresh Verma & Associates
Company Secretaries

Naresh
Verma

Digitally signed
by Naresh Verma
Date: 2026.06.22
16:35:33 +0530

Naresh Verma
FCS-5403; CP-4424
Place: Delhi
Date: 22.06.2026

UDIN: F005403H000666602
Firm Regn. No.: S2002DE050200
Peer Review Certificate No. 3266/2023