NOTICE

Notice is hereby given that 16th 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 Tuesday, September 29, 2026, at 11:00 a.m. (IST) to transact the following business:

ORDINARY BUSINESS:

Item no. 1 - Adoption of standalone financial statements

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026 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 statements of the Company for the financial year ended March 31, 2026, 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."

Item no. 2 - Adoption of consolidated financial statements

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 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 consolidated financial statements of the Company for the financial year ended March 31, 2026, 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."

Item no. 3 - Declaration of dividend

To declare a final dividend on equity shares for the financial year ended 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** 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, 2026."

Item no. 4 - Appointment of Parmod Sagar as a director, liable to retire by rotation

To appoint a director in place of Parmod Sagar (DIN: 06500871), who retires by rotation and being eligible, seeks reappointment, 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, Parmod Sagar (DIN: 06500871) who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Item no. 5 - Appointment of Gustavo Lucio Goncalves Franco as a director, liable to retire by rotation

To appoint a director in place of Gustavo Lucio Goncalves Franco (DIN: 08754857), who retires by rotation and being eligible, seeks reappointment, 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, Gustavo Lucio Goncalves Franco (DIN: 08754857), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

Item no. 6 - Appointment of Pankaj Malhan (DIN: 08516185) as Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Pankaj Malhan (DIN: 08516185), who was appointed as an Additional Director of the Company with effect from July 1, 2026 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting or three months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and being eligible for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item no. 7 - Appointment of Pankaj Malhan (DIN: 08516185) as Managing Director and Chief Executive Officer of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies

Act, 2013 ('**Act**') read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the appointment of Pankaj Malhan (DIN: 08516185) as the Managing Director and Chief Executive Officer (**MD & CEO**) of the Company for a period of five (5) years commencing from July 1, 2026 and ending on June 30, 2031, upon the terms and conditions, including remuneration, perquisites and other benefits, as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors (including any Committee thereof) to alter and vary the terms and conditions of appointment and remuneration from time to time, provided that such variation is within the limits prescribed under the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of his office, Pankaj Malhan shall be entitled to receive such remuneration as may be approved by the Board of Directors and permissible under the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

Item no. 8 – Appointment of Statutory Auditor to fill casual vacancy

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable statutory provisions [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force], and based on the recommendation of the Audit Committee and the Board of Directors, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) and to hold office from August 14, 2026 until the conclusion of the 16th Annual General Meeting of the Company, at such remuneration, including reimbursement of out-of-pocket expenses and applicable taxes, as may be determined by the Board of Directors of the Company based on the recommendation of the Audit Committee."

Item no. 9 – Appointment of Statutory Auditors

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable statutory provisions (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of the 16th Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2031, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit, as may be determined by the Board of Directors of the Company based on the recommendation of the Audit Committee."

Item no. 10 – Ratify the remuneration of Cost Auditors for the financial year ending March 31, 2027

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and other applicable rules made thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force], the remuneration of ₹ 90,000/- (Rupees Ninety Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses actually incurred in connection with the audit, payable to M/s. K G Goyal & Associates, Cost Accountants (Firm Registration No. 000024), appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, be and is hereby ratified and approved."

By Order of the Board of Directors

Sanjay Kumar
Company Secretary
Membership No.: ACS 17021

Gurugram, August 14, 2026

Registered Office:
Unit No.705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East), Mumbai - 400042
CIN: L28113MH2010PLC312871

Tel: +91 22 49851200
Email: investors.india@rhimagnesita.com
Website: www.rhimagnesitaindia.com

NOTES:

(a) The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('**Act**'), setting out the material facts concerning the business with respect to item nos. 6 to 10 forms part of this Notice. Further, relevant information pursuant to Regulation 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment or retiring by rotation and seeking re-appointment at this Annual General Meeting ('**AGM**') is furnished as Annexure to this Notice.

(b) The Ministry of Corporate Affairs ('**MCA**'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as '**MCA Circulars**'), has permitted the holding of the AGM through Video Conferencing ('**VC**') or through Other Audio-Visual Means ('**OAVM**'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('**SEBI**'), vide Regulations 36(1), 44(4) and 58(1) of the SEBI Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to security holders as well as appointing of proxy. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 16th AGM of the Company is being held through VC/OAVM on Tuesday, September 29, 2026 at 11:00 a.m. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Unit No.705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East), Mumbai-400042, Maharashtra, India.

(c) **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 ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE FRAMEWORK PROVIDED IN THE MCA CIRCULARS READ WITH THE COMPANIES ACT, 2013 AND THE SEBI LISTING REGULATIONS, THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, 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.**

(d) Members can join the AGM in VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the website of National Securities Depository Limited ('**NSDL**') at www.evoting.nsdl.com Please note that, the facility for 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.

(e) Institutional investors/corporate shareholders: Institutional Investors/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorised representatives pursuant to Sections 112 or 113 of the Act, as the case may be, to attend the AGM and vote through remote e-Voting, are requested to send their certified copy of the Board Resolution/Power of Attorney/Authority Letter:

- to the Scrutinizer by e-mail at rhim.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com or
- upload by clicking on the "Upload Board Resolution/ Authority Letter" displayed under the "e-Voting" tab in their login.

(f) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(g) In case of joint holders attending the AGM through VC/ OAVM, only such joint holders who are higher in the order of their names as per the Register of Members of the Company, as of the cut-off date i.e., Tuesday, September 22, 2026 will be entitled to vote at the Meeting.

(h) **Dispatch of Annual Report:** In accordance with the aforesaid MCA Circulars and the SEBI Listing Regulations, the Notice of the AGM along with the 16th Annual Report & 16th Annual Accounts for FY 2025-26 are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ('RTA')/Depositories/ Depository Participants and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report is available, to those shareholder(s) who have not so registered their e-mail addresses. The Company shall send physical copy of the Annual Report to those Members who request for the same at investors.india@rhimagnesita.com or raise request with RTA - Skyline Financial Services Private Limited by using email to RTA at investors@skylinerta.com mentioning their Folio No./ DP ID and Client ID. The Notice convening the 16th AGM along with the Annual Report is also available on the website of the Company at www.rhimagnesitaindia.com and websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com

(i) **Registrar and Transfer Agent:** The Registrar and Transfer Agent of the Company is Skyline Financial Services Private Limited. The e-mail address of the RTA is investors@skylinerta.com.

(j) **Record Date and Book Closure for Dividend:** The Board of Directors of the Company, at its meeting held on August 14, 2026, has fixed Monday, September 14, 2026 as the Record Date for determining the Members entitled to receive the final dividend for the financial year ended March 31, 2026, subject to the approval of the shareholders at the ensuing AGM. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 15, 2026 to Tuesday, September 22, 2026 (both days inclusive) for the purpose of determining the entitlement of Members to the said final dividend. Members whose names appear in the Register of Members or in the records of the Depositories as on the Record Date shall be entitled to receive the dividend, if declared at the AGM.

(k) Dividend for FY2025-26: The Board at its meeting held on May 29, 2026 recommended a dividend of ₹2.50/- per Equity Share of ₹1/- each (250%). The dividend, if approved by the Members at the AGM, will be paid subject to deduction of income-tax at source ('**TDS**') on and before Monday, October 5, 2026, only through electronic mode, as under:

- Equity Shares held in electronic form: To all beneficial owners of the shares as per details furnished by the Depositories as of close of business hours on Monday, September 14, 2026, for this purpose.
- Equity shares held in physical form: To all the Members, whose names are on the Company's Register of Members, after giving effect to valid transmission and transposition requests lodged with the Company, as on close of business hours of Monday, September 14, 2026.

TDS on Dividend: The Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 2025 ('**IT Act**'). The Members are requested to update their Residential Status, PAN and Category with the Depository Participants ('DPs') (if shares held in dematerialized form) and the Company (if shares are held in physical form). Please send your documents through e-mail at investors.india@rhimagnesita.com (for Resident Shareholders) and investors.india@rhimagnesita.com (for Non-Resident Shareholders), before close of business hours of Monday, September 14, 2026 to enable the Company to determine the appropriate TDS/withholding tax rate applicable to the Member, verify the documents and provide exemption. For detailed process, please visit our website at https://www.rhimagnesitaindia.com/ and also refer to the e-mail sent to members in this regard.

Mandatory updation of PAN, KYC, Bank details, Specimen signature and Nomination details prior to processing the payment of Dividend to physical shareholders: Pursuant to SEBI Master Circular dated February 6, 2026 issued to the RTA read with other related SEBI Circulars and Regulation 12 of the SEBI Listing Regulations, SEBI has mandated that dividend to the shareholders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. The FAQs and the abovementioned SEBI Master Circular and SEBI Circulars are available on SEBI's website and the website of the Company at www.rhimagnesitaindia.com The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA at investors@skylinerta.com. Towards this, the Company is sending letters to the Members holding shares in physical form, in relation to applicable SEBI Circular(s) read with Regulation 12 of the SEBI Listing Regulations. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.

Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send the following details/documents to the Company's RTA, viz. Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020 latest by Monday, September 14, 2026.

Form No. ISR-1 duly filled and signed by the holders, stating their name, folio number, complete address with pin code, and the following details relating to the bank account in which the dividend is to be received:

- Name of Bank and Bank Branch;
- Bank Account Number;
- 11-digit IFSC Code; and
- 9-digit MICR Code.

The said form is available on the website of the Company at https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download

Cancelled cheque in original, bearing the name of the Member or first holder (in case shares are held jointly). In case name of the shareholder is not available on the cheque, kindly submit the following documents:

- Cancelled cheque in original;
- 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;
- Self-attested copy of the PAN Card; and
- Self-attested copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company. The PAN Card shall be linked to the Aadhaar Card.

Shares held in electronic form: Members 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, the Members holding shares in demat form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by Monday, September 14, 2026. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held by the same shareholders in electronic form.

(l) Nomination facility: As per the provisions of Section 72 of the Act, read with SEBI Master Circular dated February 6, 2026 issued to RTA the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations 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, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at investors@skylinerta.com in case the shares are held in physical form, quoting their folio no(s).

(m) In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, any new transfer, transmission or transposition requests for securities shall be processed in demat/electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

(n) Members may please note that listed companies are mandated to issue securities in demat form only while processing any 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/ISR-5 (for transmission), the format of which is available on the Company's website at https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Members holding shares in physical form may raise a service request at investors@skylinerta.com for any assistance relating to the shares of the Company.

(o) **Unclaimed Dividend and Investor Education and Protection Fund (IEPF):** Members are requested to note that, dividends if not encashed for a period of 7 (seven) years from the date of transfer of unclaimed dividend to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of which dividend remain unclaimed for 7 (seven) consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their unclaimed dividends from the Company, within the stipulated timeline. The Members whose unclaimed dividends and/or shares have been transferred to IEPF may write to the Company/RTA and submit the required documents for issue of Entitlement Letter. The Members may then make an application to the IEPF Authority in web Form IEPF-5 (available on www.iepf.gov.in) by attaching the Entitlement Letter and other documents. The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Annual Report, in respect of unclaimed dividends and transfer of dividends/shares to the IEPF. Further, the Company is sending request letters to eligible shareholders whose dividend remains unclaimed and whose shares are eligible for transfer to IEPF Authority during Financial Year 2026-27, requesting them to claim their dividends from the Company.

(p) **Details of Members:** Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA/Company in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

(q) 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 Depository Participant and holdings should be verified from time to time.

(r) **Consolidation for physical shareholders:** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form only.

(s) **Special window for re-lodgement of physical share transfer requests:** Pursuant to SEBI Circulars dated July 2, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialised form and will carry a one-year lock in period from the date of transfer registration. Members are requested to contact the Company or the RTA for assistance in this regard.

(t) **Simplification of Procedure for Issuance of Duplicate Share Certificates** The SEBI Circular dated December 24, 2025 has simplified the framework for issuance of duplicate share certificates and related procedures. The documentation requirements have been standardized as below:

i) Value Up to ₹10,000: Undertaking on plain paper (no notarisation required)

ii) Value Above ₹10,000 and up to ₹10 lakh: Single Affidavit-cum-Indemnity Bond

iii) Value Above ₹10 lakh: Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement

Further, Letter of Confirmation ('**LOC**') will not be issued effective April 2, 2026 and shares will be credited directly to the shareholder's demat account by the Company/RTA, subject to due diligence. Shareholders are requested to provide a Client Master List not older than two months, duly attested by their DPs. Any LOC issued before April 2, 2026, may be submitted by the shareholders to DP for dematerialisation within 120 days from the date of issuance of LOC.

(u) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investors.india@rhimagnesita.com from their registered e-mail address by mentioning their name, DP ID and Client ID/Folio No. and Mobile No.

(v) **Dispute Resolution:** SEBI has established a common Online Dispute Resolution Portal ('**ODR Portal**') for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

(w) As per the provisions of the MCA Circulars, the matters of Special Business as appearing at item nos. 6 to 10 of the accompanying Notice, are considered to be unavoidable by the Board of Directors of the Company and hence, forms part of this Notice.

(x) **Registration of e-mail address with Company / DP:** Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the shareholders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/ Integrated Reports and other communications electronically to their e-mail address in future.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:

1. Pursuant to 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, SS-2 and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.

2. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Tuesday, September 22, 2026 may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any shareholder(s) holding shares in physical form or non-individual shareholders who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date of Tuesday, September 22, 2026, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if the Member is already registered with NSDL for remote e-Voting then the Member can use the existing User ID and password for casting the vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 4886 7000. In case of Individual Shareholder who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date, you may follow the steps mentioned under **'Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.'**

3. The remote e-Voting period commences on **Saturday, September 26, 2026, at 9:00 a.m. (IST) and ends on Monday, September 28, 2026 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 cut-off date i.e. Tuesday, September 22, 2026 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 i.e. Tuesday, September 22, 2026.

4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman of the Company. Members who have cast their votes on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/ OAVM but shall not be entitled to cast their votes on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 30 minutes after the conclusion of the AGM.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:

1. Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by NSDL at www.evoting.nsdl.com by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of 'VC/OAVM' placed under 'Join Meeting' menu against the 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 will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as mentioned in paragraph titled "Instructions for remote e-Voting before/during the AGM" in the Notice to avoid last minute rush.

2. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops 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 glitches.
3. Members are encouraged to submit their questions in advance with respect to the accounts or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to the Company's email address at investors.india@rhimagnesita.com before 5:30 p.m. (IST) on Tuesday, September 22, 2026.
4. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investors.india@rhimagnesita.com between Tuesday, September 22, 2026 (9:00 a.m. IST) to Friday, September 25, 2026 (5:30 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
5. Members who need assistance before or during the AGM, can contact NSDL at 022 4886 7000 or Amit Vishal, Deputy Vice President/Pallavi Mhatre, Assistant Vice President at: evoting@nsdl.com.

THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access NSDL e-Voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:

A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 Depository Participants. Shareholders are advised to update their mobile number and e-mail 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. 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. 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 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 held 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.

Type of shareholders	Login Method
	5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ('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 to Easi/Easiest are requested to visit CDSL website HYPERLINK "http://www.cdslindia.com/"www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 and voting during the meeting. Additionally, there are 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL's website HYPERLINK "http://www.cdslindia.com/"www.cdslindia.com Click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on HYPERLINK "http://www.cdslindia.com/"www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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 the respective website details mentioned above.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to

login through Depositories 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 e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services 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:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is S1******** and EVEN is 139372 for Ordinary (equity) shares then user ID is 139372S1********

5. Password details for shareholders other than Individual shareholders are given below:
   (a) If you are already registered for e-Voting, then you can use your existing password to log-in 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   (c) How to retrieve your 'initial password'?
      i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you by NSDL and open the attachment i.e. a .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 e-mail ID is not registered, please follow steps mentioned in process for those shareholders whose e-mail 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) Click on '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.
   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.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see "EVEN" of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of the Company, is 141248 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".
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.

The instructions for e-Voting during the AGM are as under:

1. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting prior to the AGM, since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-Voting system during 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 electronically through remote e-Voting 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.

General Guidelines for Shareholders:

1. Institutional Investors/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorised representatives pursuant to Sections 112 or 113 of the Act, as the case may be, to attend the AGM and vote through remote e-Voting, are requested to send their certified copy (PDF/JPG Format) of the Board Resolution/Power of Attorney/ Authority Letter:
   - to the Scrutinizer by e-mail at rhim.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com or
   - upload by clicking on the "Upload Board Resolution/ Authority Letter" displayed under the "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/grievances pertaining to remote e-Voting (before or during the AGM), you may refer the Frequently Asked Questions ('FAQs') and e-Voting user manual for Shareholders available at the 'Download' section of NSDL at www.evoting.nsdl.com or call on toll free no.: 022 4886 7000 or send a request at evoting@nsdl.com or contact Amit Vishal, Deputy Vice President-NSDL or Pallavi Mhatre, Assistant Vice President from NSDL at the e-mail address evoting@nsdl.com The postal address of NSDL is 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051.

Other Instructions:

i. The Board of Directors has appointed Naresh Verma (Membership No. FCS 5403; COP: 4424) of M/s Naresh Verma & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the remote e-Voting process before the AGM as well as remote e-Voting process during the AGM in a fair and transparent manner.

ii. The Scrutiniser shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or any person authorised by him in writing who shall countersign the same. The results will be declared within timelines stipulated under Regulation 44 of the SEBI Listing Regulations read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

iii. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at www.rhimagnesitaindia.com and on the website of NSDL at www.evoting.nsdl.com and shall be disseminated to the stock exchanges where the equity shares of the Company are listed i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

By Order of the Board of Directors

Sanjay Kumar
Company Secretary
Membership No.: ACS 17021

Gurugram, August 14, 2026

Registered Office:
Unit No.705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East), Mumbai - 400042
CIN: L28113MH2010PLC312871

Tel: +91 22 49851200
Email: investors.india@rhimagnesita.com
Website: www.rhimagnesitaindia.com

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item nos. 6 and 7

Based on the recommendation of Nomination and Remuneration Committee ('**NRC**'), the Board of Directors of the Company ('**Board**') at its meeting held on June 30, 2026, appointed Pankaj Malhan (DIN: 08516185) as an Additional Director of the Company with effect from July 1, 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('**Act**') and the Articles of Association of the Company.

The Board, on the recommendation of the NRC, also approved the appointment of Pankaj as the Managing Director & Chief Executive Officer ('**MD & CEO**') of the Company for a period of five (5) years commencing from July 1, 2026 and ending on June 30, 2031 (both days inclusive), subject to the approval of the Members and such other approvals as may be required under applicable laws.

Pursuant to Section 161(1) of the Act, Pankaj holds office as an Additional Director up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for appointment as a Director of the Company liable to retire by rotation.

Pankaj is a seasoned business leader with over three decades of experience across the steel, manufacturing, industrial materials and infrastructure sectors. During his distinguished career, he has led large and complex organisations and has successfully driven business growth, operational excellence, transformation initiatives and value creation. Considering his extensive industry experience, strategic insight, leadership capabilities and deep understanding of industrial businesses, the NRC and the Board are of the opinion that his appointment as a Director and as the MD & CEO of the Company would be beneficial to the Company and in the best interests of its stakeholders.

The principal terms and conditions of appointment of Pankaj Malhan as MD & CEO are set out below:

1. **Term of Appointment**

   Five (5) years commencing from July 1, 2026 and ending on June 30, 2031.

2. **Remuneration**

   a) **Base Salary**

   Base Salary (comprising Basic Salary, House Rent Allowance, Conveyance Allowance and Business Attire Allowance) shall be in the range of ₹302.62 lakhs to ₹610.00 lakhs per annum, as may be determined by the Board from time to time.

   b) **Provident Fund, Gratuity and Leave Encashment**

   Contribution to Provident Fund, Gratuity and Earned Leave Encashment shall be payable in accordance with the applicable provisions of law and the policies of the Company.

   c) **Annual Increment**

   Annual increments shall be payable in accordance with the Company's remuneration framework and policies, as applicable from time to time.

   d) **Global Bonus**

   Eligibility to participate in the Global Bonus Plan up to 50% of the Base Salary, subject to achievement of applicable global Key Performance Indicators (KPIs).

   e) **Insurance Benefits**

   Eligibility to participate in the insurance programmes of the Company, including Group Mediclaim Insurance, Group Term Life Insurance and Group Personal Accident Insurance, in accordance with the applicable policies of the Company from time to time.

   f) **Long-Term Incentive Plan**

   Eligibility to participate in the Long-Term Incentive Plan (LTIP) of RHI Magnesita N.V., the ultimate holding company, subject to the terms of the applicable plan.

   g) **Joining Bonus**

   A one-time joining bonus of ₹1.00 crore (Rupees One Crore only), payable in two tranches up to December 2027, subject to the applicable terms and conditions.

   h) **Conveyance Facility**

   A chauffeur-driven company car shall be provided in accordance with the policies of the Company.

   i) **Accommodation Facility**

   Fully furnished leased accommodation together with reasonable household assistance services shall be provided at the sole cost of the Company for a period of two (2) years commencing from July 1, 2026, in accordance with the Company's policies and guidelines.

3. **Sitting Fees**

   No sitting fees shall be payable to Pankaj Malhan for attending meetings of the Board of Directors or any Committee thereof during his tenure as MD & CEO.

4. **Minimum Remuneration**

   Notwithstanding anything contained herein, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, Pankaj Malhan shall be paid remuneration by way of salary, allowances, perquisites, benefits and other components as approved by the Board, as minimum remuneration, subject to compliance with the provisions of Section 197 read with Schedule V to the Act and such other approvals as may be required.

5. **Termination**

   Either party may terminate the appointment by giving six (6) months' prior written notice to the other party. In the event of termination by the Company, Pankaj Malhan shall be entitled to such compensation as may be payable in accordance with Section 202 of the Act and other applicable laws.

Pankaj has furnished all requisite consents, declarations, disclosures, confirmations and other documents required under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws in connection with his appointment. The Board is satisfied that he meets the eligibility criteria and fulfils the conditions prescribed under Sections 196, 197, 198 and Schedule V of the Act for appointment as the Managing Director & Chief Executive Officer of the Company. The details of Pankaj, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure forming part of this Notice. The terms and conditions of his appointment, including remuneration, are available for inspection by the Members in accordance with applicable law, and this Explanatory Statement may also be treated as a memorandum setting out the terms of appointment pursuant to Section 190 of the Act.

Accordingly, item no. 6 seeks the approval of the Members by way of an Ordinary Resolution for the appointment of Pankaj (DIN: 08516185) as a Director of the Company, liable to retire by rotation, and item no. 7 seeks the approval of the Members by way of a Special Resolution for his appointment as the Managing Director & Chief Executive Officer of the Company for a period of five (5) years commencing from July 1, 2026 and ending on June 30, 2031 (both days inclusive), and for payment of remuneration and other terms and conditions as set out in this Explanatory Statement.

The Board recommends the resolutions set out at item nos. 6 and 7 of the Notice for approval of the Members. Except Pankaj and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolutions. The disclosures and information required under the Act, Schedule V thereto, the Listing Regulations and Secretarial Standard-2 are set out in the Annexure to this Notice.

Item nos. 8 and 9

M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) ('**PwC**'), Statutory Auditors of the Company, tendered their resignation with effect from August 14, 2026, resulting in a casual vacancy in the office of the Statutory Auditors of the Company. The resignation was primarily on account of a change in the audit firm at the Group level and the consequent alignment of the Company's statutory audit with the Group audit framework and auditors. PwC has confirmed that there are no concerns, objections or other material reasons for its resignation other than those stated in its resignation letter.

Pursuant to Section 139(8) of the Companies Act, 2013 ('**Act**'), a casual vacancy caused by the resignation of the Statutory Auditors is required to be approved by the Members within three months of the recommendation of the Board of Directors and the auditor so appointed shall hold office until the conclusion of the next general meeting.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on August 14, 2026, appointed M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) ('**BSR**'), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of PwC and to hold office from August 14, 2026 until the conclusion of the 16th Annual General Meeting of the Company, subject to approval of the Members.

Further, based on the recommendation of the Audit Committee and subject to the approval of the Members, the Board has recommended the appointment of BSR as the Statutory Auditors of the Company pursuant to Sections 139 and 142 of the Act, to hold office for a term of five consecutive years commencing from the conclusion of the 16th Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2031.

BSR have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that their appointment, if made, will be in accordance with the provisions of Sections 139, 141 and other applicable provisions of the Act. BSR have further confirmed that they are eligible for appointment and are not disqualified from being appointed as Statutory Auditors under the Act and the rules made thereunder.

The Audit Committee and the Board have considered the qualifications, experience, industry expertise, audit approach, peer review status and credentials of BSR and are satisfied that their appointment would be in the best interests of the Company and its stakeholders.

Disclosure pursuant to Regulation 36(5) of the SEBI Listing Regulations

- **Name of the Auditor:** M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022).
- **Reason for Change:** Casual vacancy arising due to resignation of M/s Price Waterhouse Chartered Accountants LLP on account of alignment of the Company's statutory audit with the Group audit framework and auditors.
- **Terms of Appointment:** Appointment to fill the casual vacancy from August 14, 2026 until the conclusion of the 16th AGM and thereafter for a term of five consecutive years from the conclusion of the 16th AGM until the conclusion of the 21st AGM of the Company to be held in the year 2031.
- **Proposed Remuneration:** Such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be determined by the Board of Directors based on the recommendation of the Audit Committee.
- B**asis of Remuneration:** Commensurate with the scope and volume of audit work, accounting standards, regulatory requirements and industry benchmarks.

Accordingly, the Board recommends the Ordinary Resolutions set out at item nos. 8 and 9 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolutions.

Item no. 10

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the appointment of M/s. K G Goyal & Associates, Cost Accountants (Firm Registration No. 000024), as the Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year ending March 31, 2027, at a remuneration of ₹90,000/- (Rupees Ninety Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses actually incurred in connection with the audit.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, 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, 2027, as set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out in the Notice for approval by the Members.

Annexure to the Notice

Details of the Director seeking re-appointment at the 16th Annual General Meeting

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Pankaj Malhan

Managing Director and Chief Executive Officer

Pankaj Malhan is a seasoned business leader with over three decades of extensive experience in the steel, manufacturing, industrial materials, and infrastructure sectors. He possesses deep expertise in strategic planning, commercial leadership, manufacturing operations, supply chain management, organizational development, customer engagement, and business transformation.

Pankaj has held several key leadership positions during his distinguished career. He served as Executive Director- at Jindal Steel, Odisha, where he played a significant role in strengthening operational performance, driving growth initiatives, and enhancing organizational capabilities. Prior to joining the Company, he was leading the Sales and Marketing function at Jindal Steel.

He holds a Bachelor of Technology degree in Instrumentation and Control from Dr. B. R. Ambedkar National Institute of Technology, Jalandhar, and a Post Graduate qualification in Business Management from XLRI, Jamshedpur.

In recognition of his outstanding contributions to industry, Pankaj has received several prestigious accolades, including the CEO of the Year Award by ASSOCHAM (2019) and the Business Leader of the Year - Manufacturing Award by ET Now (2020).

Pankaj has also served on the Boards of prominent industrial companies, including JSW Coated Products Limited, ESL Steel Limited, Ferro Alloys Corporation Limited, reflecting his broad experience in corporate governance, strategic oversight, and business leadership.

DIN: 08516185

Age: 54 years

Nature of expertise in specific functional areas: Strategic Planning, Commercial Leadership, Manufacturing Operations, Supply Chain Management, Organizational Development, Customer Engagement, and Business Transformation.

Disclosure of inter-se relationships between directors and KMP: None

Directorships held in other companies including equity listed companies and excluding foreign companies:

Board Membership : RHI Magnesita India Refractories Limited

Committee Membership: Nil

Any Regulatory / Statutory Orders issued against the Director:

Pankaj has not been restrained or debarred from holding office of Director pursuant to any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such statutory authority.

Listed entities from which Pankaj has resigned in the past three years: Jindal Steel Limited

Shareholding in the Company as on August 14, 2026: Nil

Key terms and conditions of appointment - As per the resolution at item nos. 6 & 7 of this Notice read with the explanatory statement thereto

Remuneration proposed to be paid - As per the resolution at item no. 7 of this Notice read with the explanatory statement thereto

Date of first appointment on board, last drawn remuneration and number of board meetings attended - It is proposed to appoint Pankaj as Director for his first term on the Board and hence these details are not applicable.

Parmod Sagar

Chairman, Non-Executive Director

Parmod Sagar is a highly respected industry veteran with over three decades of extensive experience in the steel and refractory industries. A Mechanical Engineer by qualification, he began his professional career in the steel manufacturing sector, where he gained valuable experience in plant operations, manufacturing processes and industrial management.

In 1992, he joined RHI Magnesita India Limited (formerly Orient Refractories Limited) as Manager — Technical Marketing and steadily progressed through various leadership positions within the organization. Following the acquisition of Orient Refractories Limited by RHI AG in 2013, Parmod was appointed as the Managing Director & CEO of the Company, reflecting his strong leadership capabilities and deep understanding of the refractory business. Subsequently, he was appointed as Chairman, Managing Director & CEO of the Company.

Under his stewardship, the Company underwent a significant phase of transformation and growth. He played a pivotal role in strengthening the Company's market position, expanding manufacturing capabilities, enhancing customer partnerships and driving operational excellence. His leadership was instrumental in the successful integration of RHI Magnesita's operations in India and in establishing the Company as a leading refractory solutions provider in the region. During his tenure as Chairman, Managing Director & CEO, the Company witnessed substantial growth in scale, operational performance, market presence and stakeholder value creation.

Parmod also served as the Regional President for India, West Asia and Africa, overseeing business operations across a diverse geographical region and contributing significantly to the strategic development of RHI Magnesita's international business. He has served as a Director of the Indian Refractory Makers Association (IRMA). He has also been recognized globally for his contributions to the refractory industry, including serving as President of the World Refractories Association.

Parmod stepped down from the position of Managing Director & CEO of the Company with effect from June 30, 2026 and was redesignated as Non-Executive Chairman of the Company with effect from July 1, 2026. His extensive industry knowledge, strategic insight and deep understanding of the Company's business continue to provide valuable guidance to the Board and management.

DIN: 06500871

Age: 60 years

Nature of expertise in specific functional areas: Techno-commercial leadership in the refractory industry, encompassing operations, marketing, strategic planning, manufacturing, customer engagement, organizational development, and business transformation.

Disclosure of inter-se relationships between directors and KMP: None

Directorships held in other companies including equity listed companies and excluding foreign companies:

Board Membership :

- Intermetal Engineers (India) Private Limited
- Ashwath Technologies Private Limited

Committee Membership: Nil

Any Regulatory / Statutory Orders issued against the Director:

Parmod has not been restrained or debarred from holding office of Director pursuant to any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such statutory authority.

Listed entities from which Parmod has resigned in the past three years: Nil

Shareholding in the Company as on August 14, 2026: 13,698

Key terms and conditions of appointment – As per the resolution at item no. 4 of this Notice, Parmod, whose office as director is liable to retire at the ensuing AGM, being eligible, seeks reappointment.

Remuneration proposed to be paid – Nil. Parmod is entitled only to sitting fees for attending meetings of the Board and its Committees.

Date of first appointment on board, last drawn remuneration and number of board meetings attended – Parmod was first appointed to the Board on March 4, 2013. He ceased to be Managing Director & CEO on June 30, 2026. Details pertaining to last drawn remuneration and number of meetings attended are provided in the *Corporate governance report* of this Annual Report.

Gustavo Lucio Goncalves Franco

Non-Executive Director

Gustavo, B.Tech. (Mechanical Engineering), joined Magnesita in 2001 and has built an extensive career across technical, commercial, and leadership roles in South and North America. Through his progression in various technical and sales management positions, he developed a deep understanding of the refractory industry, its customers, and the market dynamics that drive business performance.

With over two decades of industry experience, Gustavo brings both strategic vision and operational expertise to his leadership role. He has a strong understanding of customer needs and has been instrumental in strengthening RHI Magnesita's commercial capabilities and customer relationships worldwide.

In 2017, he successfully led the go-to-market integration following the merger of RHI and Magnesita, helping to create a unified commercial organization and enhance market reach. He was appointed Chief Sales Officer in 2019 and, since 2022, has served as Chief Customer Officer, overseeing the Regional Presidents responsible for regional P&L performance, as well as the Procurement and Supply Chain organization. In this capacity, he continues to drive customer-centric growth, operational excellence, and sustainable value creation across the business.

DIN: 08754857

Age: 48 years

Nature of expertise in specific functional areas: Technical Marketing, Commercial Strategy, Customer-Centric Leadership, Business Transformation, Global Operations, Supply Chain Management, and Sustainable Growth.

Disclosure of inter-se relationships between directors and KMP: None

Directorships held in other companies including equity listed companies and excluding foreign companies:

Board Membership :

- RHI Magnesita India Refractories Limited

Committee Membership: Nil

Any Regulatory / Statutory Orders issued against the Director:

Gustavo has not been restrained or debarred from holding office of Director pursuant to any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such statutory authority.

Listed entities from which Gustavo has resigned in the past three years: Nil

Shareholding in the Company as on August 14, 2026: Nil

Key terms and conditions of appointment – As per the resolution at item no. 5 of this Notice, Gustavo, whose office as director is liable to retire at the ensuing AGM, being eligible, seeks reappointment.

Remuneration proposed to be paid – Nil. He voluntarily waived his entitlement to sitting fees for attending meetings of the Board and its Committees.

Date of first appointment on board, last drawn remuneration and number of board meetings attended – Gustavo was first appointed on the Board on June 6,2020. He did not receive any remuneration or sitting fees for attending meetings of the Board and its Committees. Details of the remuneration drawn, if any, and the number of meetings attended by him are provided in the Corporate Governance Report forming part of this Annual Report