



RHI MAGNESITA

RHI MAGNESITA INDIA LTD.

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

5 February 2026

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

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

STOCK CODE: 534076

STOCK CODE: RHIM

Dear Sirs,

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

This is further to our letter dated 14 January 2026, informing the Stock Exchanges about the decision of the Board of Directors of RHI Magnesita India Limited (“**Company**”) for appointment of Mr. Alvaro Martin Rivero (DIN: 11433702) as a Non-Executive and Non- Independent Additional Director w.e.f. 14 January 2026.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose the Postal Ballot Notice for seeking approval of the Members by way of Ordinary Resolution for his appointment as Non-Executive and Non- Independent Director liable to retire by rotation.

In compliance with the General Circular nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 09/2024 dated 19 September 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on Wednesday, 4 March 2026 (“**Cut-off date**”).

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide remote e-voting facility to its Members. The remote e-voting period commences from 9:00 a.m. (IST) on Saturday, 7 March 2026, and ends at 5:00 p.m. (IST) on Sunday, 5 April 2026. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

Members whose e-mail addresses are not registered with the Company/Depositories and wish to receive the Postal Ballot Notice are requested to register by 5:00 p.m. (IST) on or before Monday, 30 March 2026. Please contact the Company at investors.india@rhimagnesita.com or Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company at admin@skylinerta.com and follow the registration process as guided.

The Postal Ballot Notice is available on the Company’s website <https://www.rhimagnesitaindia.com> and the website of NSDL www.evoting.nsdl.com.



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This is for your information and record.

Thanking you,

Yours faithfully,

For **RHI Magnesita India Limited**

Sanjay Kumar

Company Secretary

(Membership No. A17021)

Encl:

- Calendar of Event
- Postal Ballot Notice

cc:

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

Calendar of events for Postal Ballot is as follows:

Sr. No.	Particulars	Date
1.	Cut-off date for sending Postal Ballot Notice	4 March 2026
2.	Date of commencement of e-voting	7 March 2026 (from 09:00 a.m. IST)
3.	Last date of e-voting	5 April 2026 (up to 05:00 p.m. IST)
4.	Date on which the resolution deemed to be passed	5 April 2026
5.	Date of submission of report by Scrutinizer	On or before 7 April 2026
6.	Date of declaration of results by Chairman or person authorized by Chairman	On or before 7 April 2026

RHI Magnesita India Limited

[CIN: L28113MH2010PLC312871]

Registered Office: Unit No. 705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road,
Kanjurmarg (East), Mumbai - 400042, Tel: +91 22 49851200

E-mail: corporate.india@RHIMagnesita.com

Website: www.rhimagnesitaindia.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013(**the Act**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of RHI Magnesita India Limited ("**the Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos.14/2020, 03/2022, 11/2022, 09/2023, 09/2024, 03/2025 dated 08 April, 2020, 05 May, 2022, 28 December 2022, 25 September, 2023, 19 September, 2024 and 22 September, 2025 respectively, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice is also enclosed.

The Company has appointed Mr. Naresh Verma (Membership No. FCS : 5403, CP No. 4424) of M/s. Naresh Verma and Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of M/s. National Securities Depository Limited as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their votes electronically. The votes can be cast during the following voting period:

Commencement of Remote e-voting	End of Remote e-voting
Saturday, 7 March 2026 at 09:00 A.M.	Sunday, 5 April 2026 at 05:00 P.M.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman, Managing Director and Chief Executive Officer of the Company or any person authorised by him. The results of e-voting will be announced on or before Tuesday, 7 April 2026, and will be displayed on the Company's website at <https://www.rhimagnesitaindia.com/> and the website of M/s.

National Securities Depository Limited at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS

Appointment of Mr. Alvaro Martin Rivero (DIN: 11433702) as a Non-Executive & Non-Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("**Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable laws, rules, regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee & the Board of Directors of the Company, Mr. Alvaro Martin Rivero (DIN: 11433702), who was appointed as Non-Executive Additional Director, effective from 14 January 2026 in accordance with the provisions of Section 161(1) of the Act and who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive, Non Independent Director of the Company, liable to retire by rotation with effect from the date of passing of this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the Order of the Board

Sanjay Kumar
Company Secretary
(ICSI Membership No. A17021)

Visakhapatnam, 13 February 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“**the Act**”) setting out the material facts and reasons in respect of the resolution as reproduced above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 03/2025 dated 22 September 2025, other Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October 2024 issued by the Securities and Exchange Board of India (“**SEBI**”) (“**the Circulars**”), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. **Dispatch of Postal Ballot Notice through electronic mode**
In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with Skyline Financial Services Private Limited (“**Skyline**”), Registrar and Share Transfer Agent (“**RTA**”) of the Company, National Securities Depository Limited (“**NSDL**”) and / or Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as Depositories or NSDL/CDSL) as at close of business hours on Wednesday, 4 March 2026, (“**cut-off date**”). As per the Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those Members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to Skyline further in the notice.

Members may note that the Notice will be available on the Company’s website www.rhimagnesitaindia.com website of the Stock Exchanges i.e. The BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
4. **Registration of e-mail ID**
Members who have not registered their email IDs are requested to do so at the earliest.
Members holding shares in:
 - **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) (“**DP**”).
 - **Physical mode** can register their email ID with the Company or RTA. Requests can be emailed to investors.india@rhimagnesita.com or investor@skylinerta.com. All updations have to be done through ISR Forms as prescribed by SEBI.
5. Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e., Wednesday, 4 March 2026 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

6. Instructions for remote e-voting

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system (“**remote e-voting**”) on the e-voting platform provided by NSDL. The Members may cast their votes remotely, using remote e-voting during the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Saturday, 7 March 2026 at 09:00 A.M.	Sunday, 5 April 2026 at 05:00 P.M.

- iii. The remote e-voting module shall be disabled by NSDL for voting after the end of voting period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the voting period, Members of the Company holding shares either in physical form or in dematerialised form, as on Wednesday, 4 March 2026, i.e., cut-off date, may cast their vote by remote e-voting.
- v. Mr. Naresh Verma, a Practicing Company Secretary (Membership No.: FCS: 5403) is appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of remote e-voting will be final.
- vi. The Scrutinizer will submit his report to the Chairman, Managing Director & Chief Executive Officer of the Company after completion of the scrutiny and the results of the e-voting by postal ballot will be announced by or before Tuesday, 7 April 2026 at the corporate office of the Company at 19th & 20th Floor, DLF Square, M-Block, Phase II, Jacaranda Marg, DLF City, Gurugram, Haryana 122002. The Resolution, if passed by the requisite majority shall be deemed to have been passed on Sunday, 5 April 2026 being the last date specified by the Company for e-voting.
- vii. For availing RTA services, including the updation or registration of an email ID, Members are requested to write to the RTA at the address and email ID provided below:

Skyline Financial Services Private Limited
D-153 A| 1st Floor | Okhla Industrial Area, Phase - I
New Delhi-110 020. Tel.: 011-26812682, 40450193 to 97
E-mail: investor@skylinerta.com
- viii. The process and manner for remote e-voting is as under:
In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108,110 and other applicable provisions of the Act read with the relevant Rules, the Company is

pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of M/s National Securities Depository Limited for the purpose of providing e-voting facility to all its Members.

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 for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated 9 December 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 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.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/Sec ureWeb/evoting/evotinglogin.js p. 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. 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

Type of shareholders	Login Method
	<p>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.</p> <ol style="list-style-type: none"> 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/Sec ureWeb/IdeasDirectReg.jsp. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Type of shareholders	Login Method
	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 use your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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. 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. 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

Type of shareholders	Login Method
	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	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 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?

- 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.nsd.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:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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 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.nsd.com.)
 - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.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 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/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

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.

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.

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 at evoting@nsdl.com

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail 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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to investors.india@rhimagnesia.com or investor@skylinerta.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@rhimagnesia.com or investor@skylinerta.com. If you are an Individual shareholder 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 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 9 December 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 Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the accompanying Notice dated 13 February 2026

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee of the Board, and in accordance with the provisions of Section 161(1) of the Companies Act, 2013 ("Act") & the Articles of Association of the Company, had appointed Mr. Alvaro Martin Rivero (DIN: 11433702) as a Non-Independent & Non-Executive Additional Director of the Company with effect from 14 January 2026. Pursuant to the provisions of regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations & Disclosure requirements) Regulations, 2015 the Company is required to take approval for appointment of Mr. Alvaro Martin Rivero in the next general meeting or within three months from the date of his appointment, whichever is earlier.

The Company has received requisite notice in writing from a member proposing the appointment of Mr. Alvaro Martin Rivero as a candidate for the office of Director of the Company. Further, The Company has also received from Mr. Alvaro (i) his consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Companies Act, 2013. Further, he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

Details of Mr. Alvaro are provided in the "Annexure-I" to the Notice, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

The Board on the recommendation of Nomination and remuneration Committee considers it desirable that the Company should continue to avail services of Mr. Alvaro as Non-Executive & Non-Independent Director and accordingly commends the ordinary resolution for approval by the members. He will be liable to retire by rotation.

A copy of the draft letter for his appointment as Non-Executive & Non-Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of closure of voting period.

No Director, Key Managerial Personnel or their relatives, except Mr. Alvaro, to whom the resolution relates, are interested or concerned in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Details of Director seeking appointment/re-appointment through the Postal Ballot as per SS – 2 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mr. Alvaro Martin Rivero
DIN	11433702
Date of Birth (Age)	3 May 1982 (43 Years)
Date of first Appointment	14 January 2026
Brief Profile, qualification, expertise and experience in specific functional areas	<p>Mr. Alvaro Martin Rivero has been with RHI Magnesita N.V., the ultimate holding company, since 2022, where he serves as Group Head of Reporting and Finance and Tax, with senior leadership responsibilities spanning reporting, finance, and tax functions.</p> <p>Prior to joining RHI Magnesita, he was a Partner at Ernst & Young, where he advised major listed companies and developed deep expertise in complex accounting, financial reporting, and regulatory compliance under both UK and US frameworks.</p> <p>A qualified Chartered Accountant in Spain (ICJCE) and in England & Wales (ICAEW), Mr. Martin Rivero also holds an MBA in Energy from Warwick Business School.</p> <p>He brings substantial financial leadership, governance experience, and a strong blend of technical excellence and practical commercial judgement to the Board.</p> <p>This positions him exceptionally well to support oversight of financial reporting, risk management, governance, and broader strategic matters.</p>
Relationships with other directors and Key Managerial Personnel	None
Directorships held in other companies/ body corporates	<ul style="list-style-type: none"> - RHI Magnesita Trading B.V. - Sapref AG für feuerfestes Material - RHI Ukraina LLC <p>Among these, none of the entities are listed in India</p>
Memberships / Chairmanships of committees of other companies	Nil
Number of shares held in the Company	Nil
Relationship between directors inter-se and key managerial personnel of the Company	There is no inter-se relationship between Mr. Alvaro and other directors or key managerial personnel of the Company.
Terms and conditions of appointment/ reappointment	<p>The Director has been appointed in terms of the provisions of Act and is responsible for undertaking the roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force.</p> <p>In addition, he is also responsible to undertake the roles and responsibilities assigned by the Board from time to time</p>
Details of remuneration and the remuneration last drawn, if any	Mr. Alvaro shall not be entitled to any remuneration from the Company.
Number of Board meetings ended during the Financial Year 2025-26	One*
Listed Entities from which he has resigned as Director in past 3 years	Nil

* Eligible for One