

NOTICE

Notice is hereby given that the Eleventh Annual General Meeting (AGM) of RHI Magnesita India Limited (formerly known as Orient Refractories Limited) will be held on Wednesday, 29 September 2021 at 1:30 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2021, together with the Reports of the Board of Directors and the Auditors’ thereon and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021, together with the Report of the Auditors’ thereon
2. To declare Final Dividend on Equity Shares for the financial year 2020-21.
3. To appoint a Director in place of Mr. Erwin Jankovits (DIN-07089589) who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS

4. Appointment of Mr. Nazim Sheikh as an Independent Director

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

“**RESOLVED THAT**, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Nazim Sheikh (DIN: 00129923), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 3 November 2020 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Nazim Sheikh as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 years from the date of his appointment to 2 November 2025, not liable to retire by rotation.”

5. To appoint Mr. Rudraraju Venkata Suryanarayana Raju (Mr. RVS Rudraraju) 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** Mr. RVS Rudraraju (DIN-00425640) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25 June 2021 and who holds office up to the date of this AGM of the Company in terms of Section 161 of the Companies Act, 2013 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 of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To appoint Mr. Rudraraju Venkata Suryanarayana Raju (Mr. RVS Rudraraju) as whole-time director of the company for a period of 5 years

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 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. RVS Rudraraju (DIN: 00425640), as whole time director of the Company for a period of five years with effect from 25 June 2021 to 24 June 2026 upon the terms and conditions as given below, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. RVS Rudraraju

TERM & CONDITION OF APPOINTMENT

a) Designation and period of appointment:

Mr. RVS Rudraraju has been appointed as a whole-time director under the provisions of Section 196 and all other applicable provisions, if any, of the Act. The aforesaid appointment of Mr. Rudraraju is for the period of 5 (five) years commencing from 25 June 2021 and ending on 24 June 2026, on continuation basis, without any interruption/ break in service. His period of office shall be liable to determination for retirement of directors by rotation.

b) Remuneration:

The terms and conditions of the appointment of Mr. RVS Rudraraju, including remuneration, have been approved by the unanimous resolution passed by the Nomination & Remuneration Committee and the Board of Directors. Mr. Rudraraju shall be entitled to the remuneration, perquisites, allowances, reimbursement, etc. as listed below:

i) Basic Salary:

INR. 5,80,393/- per month. The Nomination and Remuneration Committee may decide the increments of salary, from time to time, subject to a maximum of Rs. 12,00,000/- per month. First increment shall be due from 1 January 2022. Other allowances/perquisites/incentive linked with basic salary shall also proportionately increase.

ii) Allowances/Perquisites/Incentive:

In addition to salary, Mr. Rudraraju will be entitled to:

- House Rent Allowance:

Rent free furnished accommodation or House Rent Allowance in lieu thereof, either of which shall be subject to a maximum value of 40% of the basic salary.

- Special Allowance:

A Special Allowance up to 60% of the basic salary.

- Global Bonus:

Over and above the remuneration mentioned aforesaid, he is entitled for 30% performance bonus as per the Company's rule which may exceed up to maximum of 50% of the gross annual salary (gross annual salary includes Basic Salary, House Rent Allowance, Special Allowance). This will be on the recommendation of Nomination and Remuneration Committee.

- Benefit of Long-Term Incentive Plan:

In recognition of the seniority of his role within the Company, he could be eligible for the Long-Term Incentive Plan of the holding company, as may be applicable from time to time.

- Other perquisites:

Such as provision of car(s) and any other perquisites, benefits, amenities and incentive.

iii) Retirement benefits:

- Contribution to Provident Fund, Superannuation Fund, National Pension Scheme and Gratuity as per the rules of the Fund/Scheme in force from time to time.
- Encashment of leave as per the rules of the Company in force from time to time.

iv) General:

- In the event of absence or inadequacy of profits in any financial year, Mr. Rudraraju, shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 2013 and Rules made there under or any statutory modification or re-enactment thereof.
- Perquisites shall be valued in terms of income tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant.

- Provision of telephone (including at residence) shall not be reckoned as a perquisite.
- The aggregate remuneration (including salary, allowances, perquisites, incentive, global bonus and retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.
- Mr. Rudraraju will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- Mr. Rudraraju will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT Mr. RVS Rudraraju will be key managerial personnel of the Company under the provisions of Section 203 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution, to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid appointment, including but not limited to determine the remuneration payable to Mr. Rudraraju and also the types and amount of perquisites, other benefits and allowances, from time to time, in accordance with the provisions of the Act and to do all such acts, deeds, matters and things for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person, to give effect to the aforesaid resolution

7. To waiver and termination of voluntary lock-in obligations of certain shareholders of the Company

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

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, if any, read with rules made thereunder (including modification and re-enactment thereof) and provisions of the Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any other rules and regulations made thereunder (including any statutory modification and re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the scheme of amalgamation amongst the Company, RHI India Private Limited (“Transferor Company 1”) and RHI Clasil Private Limited (“Transferor Company 2”) as approved and sanctioned by the Hon’ble National Company Law Tribunal, Mumbai Bench, Mumbai (“Scheme”) and the voluntary lock-in undertakings dated 27 July 2018 and 27 August 2018 (“Lock-In Undertakings”) provided by the individual shareholders of the Transferor Company 2 which has now been amalgamated into the Company as a result of the sanctioned Scheme brought into effect on 7 June 2021 and subject to the approval of the Securities and Exchange Board of India or the stock exchanges or any other regulatory authority, if any, the consent, permission and sanction of the members be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to waive and terminate the voluntary lock-in obligations of the shareholders of the Company as provided under the Lock-In Undertakings and the shareholding of all such shareholders shall rank pari-pasu to the existing or other shareholders of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, to do all such acts, matters, deeds and things and to take all such steps and give all such directions, as the Board may consider necessary, expedient or desirable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other officer(s) of the Company to give effect to the aforesaid resolution.”

8. To approve the remuneration of the Cost Auditors for the financial year 2021-22

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(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration payable to M/s. K G Goyal & Associates, Cost Accountants

(Firm Registration No. 000024), appointed by the Board of Directors as Cost Auditors to conduct the Audit of the cost records of the Company for the financial year 2021-22, amounting to Rs. 75,000 (Rupees Seventy-Five Thousand only) as also the payment of service tax as applicable and re-imbursalment of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

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 Order of the Board of Directors

Sanjay Kumar

Company Secretary

Membership No. ACS 17021

Gurugram, 11 August 2021

Registered Office:

C-604, Neelkanth Business Park,
Opps. Railway Station, Vidhyavihar (West),
Mumbai, Maharashtra-400086
CIN: L28113MH2010PLC312871
Tel: 91 22 66090600
E-mail: corporate.india@RHIMagnesita.com
Website: www.orientrefractories.com

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated 8 April 2020 and 13 April 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated 5 May 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated 13 January 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
3. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars 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 the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
4. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to RHIM.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

5. **The Company has fixed Tuesday, 21 September 2021 to Tuesday, 28 September 2021 as the 'Book Closure Date' for determining entitlement of members to final dividend for the financial year ended 31 March 2021, if approved at the AGM.**
6. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made by on Wednesday 6 October 2021 as under:
 - I. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Monday, 20 September 2021;
 - II. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Monday, 20 September 2021.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1 April 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated 2 December 2020 had fixed 31 March 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited ("SFSPL") for assistance in this regard.
8. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with SFSPL in case the shares are held by them in physical form.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to SFSPL if the shares are held by them in physical form.

To register e-mail address for all future correspondence and update the bank account details, please follow the below process:

A) Physical Holding

Send a request to SFSPL at investors@skylinerta.com:

- I. To register e-mail address, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN and AADHAR (self-attested scanned copy of both PAN card and Aadhar card)
- II. To update bank account details, please send the following additional documents / information followed by the hard copies:
 - a) Name of the bank and branch address,
 - b) Type of bank account i.e., savings or current,
 - c) Bank account no. allotted after implementation of core banking solutions,
 - d) 9-digit MICR code no., and
 - e) 11-digit IFSC code
 - f) Original cancelled cheque bearing the name of the first shareholder, failing which a copy of the bank passbook / statement attested by a bank

B) Demat Holding

Please contact your DP and follow the process advised by your DP

10. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.

Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.orientrefractories.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.orientrefractories.com.

Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to SFSP in case the shares are held in physical form.

12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or SFSP, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
14. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before 25 September 2021 through e-mail on investors.india@rhimaginesita.com.

The same will be replied by the Company suitably.

15. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.
16. Members attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. 1 April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / SFSP (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to investors.india@rhimaginesita.com by 11:59 p.m. IST on 25 September 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to investors.india@rhimaginesita.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 25 September 2021.

18. Instructions for e-Voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide 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 Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. The remote e-Voting period commences on Sunday, 26 September 2021 (9:00 a.m. IST) and ends on Tuesday, 28 September 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 22 September 2021 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences 26 September 2021 to 28 September 2021 or e-Voting during the AGM. 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.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.
- iv. The Board of Directors have appointed Mr. Naresh Verma (Membership No. FCS 5403) of Naresh Verma & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “**Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**”

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

Step 1: Access to NSDL e-Voting system

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

Details on Step 1 are mentioned below:

l) Login method for remote 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 9 December 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

- For Individual Shareholders holding securities in demat mode with NSDL

A. NSDL IDEAS facility

If you are already registered, follow the below steps:

1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section.
3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.
4. Click on “Access to e-Voting” appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page.

5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.

If you are not registered, follow the below steps:

1. Option to register is available at <https://eservices.nsd.com>.
2. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Please follow steps given in points 1-5.

B. e-Voting website of NSDL

1. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile phone.
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 (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - 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 and e-Voting during the meeting.

- For Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi/ Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest is <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of ESP i.e. NSDL portal. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

C. Individual Shareholders (holding securities in demat mode) logging through their depository participants

1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.
2. Once logged-in, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider - 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 and e-Voting during the meeting.

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

- Securities held with NSDL

Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- Securities held with CDSL

Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II) 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 “Shareholders / 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.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
5. 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 EVEN is 123456 and folio number is 001*** then user ID is 123456001*** |

6. Your password details 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 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 from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail 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) In case you have not registered your e-mail address with the Company / Depository, please follow instructions mentioned below in this notice.
7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. 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?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "**EVEN 117264**" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General 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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 <https://www.evoting.nsdl.com> to reset the password.
2. In case of any queries relating to e-Voting you may refer to the FAQs for Shareholders and e-Voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.
3. Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement,

PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

4. The instructions for members for e-Voting on the day of the AGM are mentioned in point number 18 (A)

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER

- i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of VC / OAVM placed under Join General meeting menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800 1020 990 and 1800 22 44 30 or contact Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ or Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investors.india@rhimaginesita.com from 22 September 2021 (9:00 a.m. IST) to 25 September 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of the time for the AGM.
5. As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views or send their queries well in advance for smooth conduct of the AGM but not later than 5.00 P.M. (IST) Saturday, 25 September 2021, mentioning their names, folio numbers /demat account numbers, e-mail addresses and mobile numbers at HYPERLINK “mailto:investors.india@RHIMagnesita.com” investors.india@RHIMagnesita.com and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.

Other Instructions

1. The Scrutinizer 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 through remote e-Voting) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.orientrefractories.com and on the website of NSDL <https://www.evoting.nsdl.com> / immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Sanjay Kumar

Company Secretary
Membership No. ACS 17021

Gurugram, 11 August 2021

Registered Office:

C-604, Neelkanth Business Park,
Opps. Railway Station, Vidhyavihar (West),
Mumbai, Maharashtra-400086
CIN: L28113MH2010PLC312871
Tel: 91 22 66090600
E-mail: corporate.india@RHIMagnesita.com
Website: www.orientrefractories.com

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LODR REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS

| Particulars | Mr. Erwin Jankovits | Mr. Nazim Sheikh | Mr. R V S Rudraraju |
|--|--|--|--|
| DIN | 07089589 | 00129923 | 00425640 |
| Date of Birth | 13 August 1971 | 11 April 1954 | 29 April 1970 |
| Date of Appointment | 11 February 2015 | 3 November 2020 | 25 June 2021 |
| Qualifications | Graduation in material sciences | B.E. (Metallurgy) | B.E. (Mechanical) |
| Expertise in specific functional areas | Wide experience in various aspects of steel industry | Rich experience in various areas of business, technology, operations, societal and governance matter | Rich experience in various areas of business, technology, operations, societal and governance matter |
| Relationships between directors inter-se | None | | |
| Directorships held in other companies | | | |
| Memberships / Chairmanships of committees of other companies | | | |
| Number of shares held in the Company | Nil | Nil | 558,420 |

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESS MENTIONED IN THE NOTICE CONVENING THE 11TH AGM

Item no. 4.

The Board of Directors, at its meeting held on 3 November 2020, appointed Mr. Nazim Sheikh as an Additional Independent Director of the Company with effect from 3 November 2020, pursuant to Section 161 and 149 of the Companies Act, 2013, read with Article 89 of the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sheikh hold office as an Additional Director up to the date of this AGM. However the term of an Independent Director, as per provisions of Section 149, is for 5 years and Mr. Nazim Sheikh can hold the office of Independent Director up to 2 November 2025, if appointed by members in this AGM.

The Company has received from Mr. Sheikh (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (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 (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 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.

Mr. Nazim Sheikh (66 years) BE (Metallurgy) 1976, from National Institute of Technology, (KREC), Surathkal. He has 44 years (1976 to 2020) of experiences with Sandur Manganese & Iron Ores Ltd., (SMIORE) Sandur-583119, Karnataka – Ferroalloys, Manganese and Iron Ore Mining, Power Plant, Coke Plant.

He was Executive Director from Jan 2001 to March 2011 and Jt. Managing Director/Managing Director from April'2011 to June' 2020. He retired on 15 June 2020.

He got the experience in various departments i.e. Training/Orientation. Metallurgical Engineering – production of Ferroalloys. Purchase/Materials Management. Raw Material procurement – domestic/imports. Executive assistance to Managing Director- MIS, coordination. Corporate Affairs, administration, HR and financial management. Following is the summary of experience in recent past-

- from 2001 to 2006 in BIFR & Rehabilitation, Management
- from 2007 to 2011 in Management, Rebuilding Company – Mining, New Power Plant, restart of Ferroalloy Operations
- from 2011 to 2012-Suspension of Mining, Scrutiny of Mining Operations, Compliances.

- from 2013 to 2020-Strategy of Operations, Projects for Consolidation and Sustainability of Business

He was involved in CSR activities of Sandur and administered the social work in local area to promote environment activities, skill development, health and safety, promoting art etc.,

The approval of members by means of proposed ordinary resolution is sought for the appointment of Mr. Sheikh as an Independent Director of the Company for a period up to 2 November 2025 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Nomination & Remuneration Committee of the Company and the Board of Directors, Mr. Sheikh, fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, and he is independent of the management and the Nomination & Remuneration Committee and the Board of Directors recommend his appointment. A copy of the draft letter for the appointment of Mr. Sheikh as an 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 the AGM.

No Director, Key Managerial Personnel or their relatives, except Mr. Sheikh, to whom the resolution relates, are interested or concerned in the resolution.

The Board commends the ordinary resolution set out at item no. 4 for the approval of members

Item no. 5 & 6

The Board of Directors of the Company in their meeting held on 25 June 2021 appointed Mr. RVS Rudraraju as Whole Time Director of the Company for a period of five (5) years with effect from 25 June 2021 on terms and conditioned as approved and recommended by the Remuneration & Nomination Committee of the Board.

Mr. RVS Rudraraju (51 years) is a B.E., Mechanical Engineering from Bangalore University, after completion of his graduation he moved to USA and after working for some time started a Company which developed Networking Management Systems for Telecom Switches. He later sold the Company and moved back to India

In India he joined family-owned Refractory Manufacturing Unit in Visakhapatnam called Clasil Refractories in 2006. In this pursuit for producing World Class Refractory Products, they entered into a Joint Venture with RHI AG. RHI AG is the world leader in manufacturing of refractory with a turnover of Euro 2 billion. RHI Clasil before merging to RHI Magnesita India Limited (formerly Orient Refractories Limited) was exporting world class refractory products to more than 70 countries.

Under his leadership RHI Clasil bagged following awards:

- one is for Sustained Improvement in Export Over 2009-2010, 2010-2011 & 2011-2012 in large scale sector
- other is for Overall Excellence in Export 2011-12 in Large Sale Sector in India and
- in 2012-13 an award for "Overall Excellence in Export Performance in Large Scale Sector in India".

He was elected and worked as Chairman of CII, Visakhapatnam Chapter for the year 2011-12. He was also Convener of CII Employability Program for the year 2015-16.

He is member of the following organisations:

- Worldwide Fund (WWF) Andhra Pradesh State Advisory Board from 2012 and
- Regional Advisory Committee of Central Excise and Customs, Visakhapatnam from 2014.

The attributes possessed by him like good business acumen, far-sightedness and leadership have largely propelled the activities of the Company and inspired the workforce. The Board of Directors deemed it to be in the interest of the Company to avail the services of Mr. RVS Rudraraju as Whole time Director for five (5) years.

In terms of provisions of Companies Act, 1956 read with Schedule XIII, consent of members of the Company by way of Ordinary Resolution is required for his appointment. He is not related with any other Director of the Company and holds 558,420 fully paid up equity shares of Re. 1 each of the Company in lieu/exchange of his 615,000 equity shares held by him in RHI Clasil Private Limited, one of the transferor company amalgamated with the Company pursuant to scheme of amalgamation as approved by Hon'ble National Company Law Board, Mumbai bench vide its order dated 5 May 2021.

An abstract of the terms of the contract between the Company and Mr Rudraraju and of the memorandum of interest under Section 190 of the Companies Act, 2013 dated 25 June 2021 is open for inspection on all working days during business hours at the registered office of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. RVS Rudraraju, to whom the resolution relates, are interested or concerned in the resolution.

Item no. 7.

The information regarding the voluntary lock-in undertakings provided by the individual shareholders of RHI Clasil Private Limited (herein after referred as “Locked-In Shareholders”) on 27 July 2018 and 27 August 2018 (“Lock-In Undertakings”) were disclosed to the shareholders of the Company in the explanatory statement forming part of the notice to the equity shareholders of the Company for the meeting convened on 17 May 2019 pursuant to the order of the Hon’ble National Company Law Tribunal, Mumbai Bench dated 29 March 2019. The extract of the relevant paragraph from the said explanatory statement is provided below:

“59. Pursuant to the lock-in undertakings provided by the individual shareholders of RHI Clasil, on 27 July 2018 and 27 August 2018, the individual shareholders have undertaken, inter alia, to not transfer more than the limits set out below of their respective shareholding in ORL as of the Effective Date of the Scheme during the period of the first 3 (three) years commencing from the listing of the equity shares allotted pursuant to the Scheme on the stock exchanges (the lock-in period):

- 50% during the first year commencing from the listing of the equity shares allotted pursuant to the Scheme;
- 25% during the second year commencing after the listing of the equity shares allotted pursuant to the Scheme; and
- 25% during the third year commencing after the listing of the equity shares allotted pursuant to the Scheme.

However, the above-mentioned lock-in restrictions would fall away in the event the closing price of the shares of ORL on NSE falls below Rs. 124 on any given day during the lock-in period.”

Your Board of Directors, at its meeting held on 11 August 2021, after considering the various facts and circumstances in relation to the Lock-In Undertakings, deemed it appropriate to waive off the lock-in period requirement and to terminate the obligations of the Locked-In Shareholders as set out under the Lock-In Undertakings.

Neither the Directors /KMPs of the Company or their relatives except Mr. RVS Rudraraju, Director and his relatives are in any way concerned or interested, financially or otherwise in the proposed resolution.

The Board recommends the resolution set forth in the above item for the approval of the members as a Special Resolution.

Item no. 8

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. K G Goyal & Associates, Cost Accountants (Firm Registration No. 000024), to conduct the audit of the cost records of the Company for the financial year 2021-22.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

Neither the Directors of the Company, nor the Key Managerial Personnel of the Company or any of their respective relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board commends the ordinary resolution set out at item no. 8 for the approval of members

By Order of the Board of Directors

Sanjay Kumar

Company Secretary

Membership No. ACS 17021

Gurugram, 11 August 2021

Registered Office:

C-604, Neelkanth Business Park,
Opps. Railway Station, Vidhyavihar (West),
Mumbai, Maharashtra-400086
CIN: L28113MH2010PLC312871
Tel: 91 22 66090600
E-mail: corporate.india@RHIMagnesita.com
Website: www.orientrefractories.com