



**RHI MAGNESITA**

**RHI MAGNESITA INDIA LTD.**  
19<sup>th</sup> & 20<sup>th</sup> 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

**19 May 2026**

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

**STOCK CODE: 534076**

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

**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”)**

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 Resolutions for certain material related party transactions with RHI Magnesita GmbH, a fellow subsidiary of the Company.

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 Friday, 15 May 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, 23 May 2026, and ends at 5:00 p.m. (IST) on Sunday, 21 June 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 Friday, 12 June 2026. Please contact the Company at [investors.india@rhimagnesita.com](mailto:investors.india@rhimagnesita.com) or Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company at [admin@skylinerta.com](mailto:admin@skylinerta.com) and follow the registration process as guided.

The Postal Ballot Notice along with relevant disclosures are available on the Company’s website at <https://www.rhimagnesitaindia.com/investors/disclosures-announcements/postal-ballot-egm> and the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com).

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

**Registered Office:** Unit No.705, 7<sup>th</sup> Floor, Lodha Supremus, Kanjurmarg Village Road, Kanjurmarg (East), Mumbai-400042, T +91 22 49851200

**CIN:** L28113MH2010PLC312871



**RHI MAGNESITA**

**RHI MAGNESITA INDIA LTD.**

19<sup>th</sup> & 20<sup>th</sup> 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

**Calendar of events for Postal Ballot is as follows:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Date</b>
1.	Cut-off date for sending Postal Ballot Notice	15 May 2026
2.	Date of commencement of e-voting	Saturday, 23 May 2026 (from 09:00 a.m. IST)
3.	Last date of e-voting	Sunday, 21 June 2026 (up to 05:00 p.m. IST)
4.	Date on which the resolution deemed to be passed	Sunday, 21 June 2026
5.	Date of submission of report by Scrutinizer	On or before 23 June 2026
6.	Date of declaration of results by Chairman or person authorized by Chairman	On or before 23 June 2026

# RHI Magnesita India Limited

[CIN: L28113MH2010PLC312871]

**Registered Office:** Unit No. 705, 7th Floor, Lodha Supremus, Kanjurmarg Village Road,  
Kanjurmarg (East) Mumbai - 400042, Tel: +91 124 4299000

**E-mail:** [investors.india@Rhimagnesia.com](mailto:investors.india@Rhimagnesia.com)

**Website:** [www.rhimagnesiaindia.com](http://www.rhimagnesiaindia.com)

## POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with  
Companies (Management and Administration) Rules, 2014, as amended from time to time]

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to section 110 read with section 108 of the Companies Act, 2013, (“**Act**”) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the resolutions appended below are proposed to be passed by the members of RHI Magnesita India Limited (“**Company**”) by way of Postal Ballot through voting by electronic means (“**Remote E-voting**”). The proposed resolutions as set out in the notice, along with the Explanatory Statements pursuant to Section 102 of the Act and Listing Regulations, setting out material facts in relation to the proposed resolutions, are being sent to the members for consideration and approval.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. An Explanatory Statement pursuant to sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Ordinary Resolutions seeking out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company through resolution by circulation has appointed Mr. Naresh Verma (Membership No. FCS 5403; CP No. 4424) of M/s. Naresh Verma and Associates, Practicing Company Secretaries, as the Scrutinizer on May 18, 2026 to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, May 23, 2026, and ends at 5:00 p.m. (IST) on Sunday, June 21, 2026. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5:00 p.m. (IST) on Tuesday, June 23, 2026. The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website <https://www.rhimagnesiaindia.com/investors/disclosures->

[announcements/postal-ballot-egm](#) and on the website of National Securities Depository Limited (“**NSDL**”) <https://www.evoting.nsdl.com/>. This postal ballot notice is also uploaded on aforesaid websites.

### SPECIAL BUSINESSES:

#### Item No. 1

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

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 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the RHI Magnesita India Limited (“**Company**”), and the Policy on Related Party Transaction(s) of the Company, and any other rules, regulations, notifications, circulars and clarifications issued from time to time, by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and any other competent authority, and based on the approval of the Audit Committee and the Board (“**Board**”), the consent of the members of the Company, be and is hereby accorded for the Company to enter into / continuing to enter into contracts/transactions/arrangements (whether by way of an individual transaction or a series of transactions taken together) with RHI Magnesita GmbH, a fellow subsidiary of the Company and a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of (a) sale of products; and (b) purchase of (i) materials and traded goods; (ii) raw materials; (iii) spares; and (iv) plant and machinery, each pursuant to existing intercompany agreements between the Company and RHI Magnesita GmbH, to meet the Company’s business objectives/requirements (“**Related Party Transactions**”) for a period of 3 (three) years commencing from financial year 2026-27 till financial year 2028-29, and up to amounts as specifically set out in **Annexure A** to the explanatory statement to this resolution (subject to such modifications to this threshold which do not constitute material modifications as per the Company’s Policy on Related Party Transactions and Listing Regulations, as applicable at the relevant point of time) on the material terms & conditions set out therein and as deemed fit by the Board of the

Company (including any of the committees thereof being authorized in this behalf), in its absolute discretion, provided that such Related Party Transactions shall be carried out at the arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board and/or the Audit Committee, be and is hereby authorized to undertake all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion including without limitation, effecting any modifications, amendments, or changes to the foregoing, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company without further referring to the Members of the Company for approval, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company in this regard.

**RESOLVED FURTHER THAT** all the actions taken by the Board of Directors and/or Audit Committee in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

#### Item No. 2

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

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 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the RHI Magnesita India Limited ("**Company**"), and the Policy on Related Party Transaction(s) of the Company, and any other rules, regulations, notifications, circulars and clarifications issued from time to time, by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and any other competent authority, and based on the approval of the Audit Committee and the Board ("**Board**"), the consent of the members of the Company, be and is hereby accorded for the Company to enter into / continuing to enter into contracts/transactions/arrangements (whether by way of an individual transaction or a series of transactions taken together) with RHI Magnesita GmbH, a fellow subsidiary of the Company and a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of (a) rendering and availing intercompany services (including business support service, R&D, global Middle East Turkey and Africa (META) service and IT cross charge); and (b) availing information technology services, each pursuant to existing or proposed intercompany agreements between the

Company and RHI Magnesita GmbH, to meet the Company's business objectives/requirements ("**Related Party Transactions**") for a period of 3 (three) years commencing from financial year 2026-27 till financial year 2028-29 and up to amounts as specifically set out in **Annexure A** to the explanatory statement to this resolution (subject to such modifications to this threshold which do not constitute material modifications as per the Company's Policy on Related Party Transactions and Listing Regulations, as applicable at the relevant point of time), on the material terms & conditions set out therein and as deemed fit by the Board of the Company (including any of the committees thereof being authorized in this behalf), in its absolute discretion, provided that such Related Party Transactions shall be carried out at the arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board and/or the Audit Committee, be and is hereby authorized to undertake all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion including without limitation, effecting any modifications, amendments, or changes to the foregoing, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company without further referring to the Members of the Company for approval, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company in this regard.

**RESOLVED FURTHER THAT** all the actions taken by the Board of Directors and/or Audit Committee in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

#### Item No. 3

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

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 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the RHI Magnesita India Limited ("**Company**"), and the Policy on Related Party Transaction(s) of the Company, and any other rules, regulations, notifications, circulars and clarifications issued from time to time, by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and any other competent authority, and based on the approval of the Audit Committee and the Board ("**Board**"), the consent of the members of the Company, be and is hereby accorded for the Company to enter into / continuing to enter into

contracts/transactions/arrangements (whether by way of an individual transaction or a series of transactions taken together) with RHI Magnesita GmbH, a fellow subsidiary of the Company and a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of payment of royalty for trademark, patent and know-how pursuant to a royalty agreement between the Company and RHI Magnesita GmbH, to meet the Company's business objectives/requirements ("**Related Party Transactions**") for a period of 3 (three) years commencing from financial year 2026-27 till financial year 2028-29 and up to amounts as specifically set out in **Annexure A** to the explanatory statement to this resolution (subject to such modifications to this threshold which do not constitute material modifications as per the Company's Policy on Related Party Transactions and Listing Regulations, as applicable at the relevant point of time) on the material terms & conditions set out therein and as deemed fit by the Board of the Company (including any of the committees thereof being authorized in this behalf), in its absolute discretion, provided that such Related Party Transactions shall be carried out at the arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board and/or the Audit Committee, be and is hereby authorized to undertake all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion including without limitation, effecting any modifications, amendments, or changes to the foregoing, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company without further referring to the Members of the Company for approval, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company in this regard.

**RESOLVED FURTHER THAT** all the actions taken by the Board of Directors and/or Audit Committee in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

#### Item No. 4

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

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 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the RHI Magnesita India Limited ("**Company**"), and the Policy on Related Party Transaction(s) of the Company, and any other rules, regulations, notifications, circulars and clarifications issued from time to time, by

the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and any other competent authority, and based on the approval of the Audit Committee and the Board ("**Board**"), the consent of the members of the Company, be and is hereby accorded for the Company to enter into / continuing to enter into contracts/transactions/arrangements (whether by way of an individual transaction or a series of transactions taken together) with RHI Magnesita GmbH, a fellow subsidiary of the Company and a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantee to be issued by RHI Magnesita GmbH), to meet the Company's business objectives/requirements ("**Related Party Transactions**") for the financial year 2026-27 and up to amounts as specifically set out in **Annexure A** to the explanatory statement to this resolution (subject to such modifications to this threshold which do not constitute material modifications as per the Company's Policy on Related Party Transactions and Listing Regulations, as applicable at the relevant point of time) on the material terms & conditions set out therein and as deemed fit by the Board of the Company (including any of the committees thereof being authorized in this behalf), in its absolute discretion, provided that such Related Party Transactions shall be carried out at the arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board and/or the Audit Committee, be and is hereby authorized to undertake all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion including without limitation, effecting any modifications, amendments, or changes to the foregoing, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company without further referring to the Members of the Company for approval, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company in this regard.

**RESOLVED FURTHER THAT** all the actions taken by the Board of Directors and/or Audit Committee in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board of Directors**

Sanjay Kumar  
**Company Secretary**  
(Membership No. A 17021)

**Gurugram, May 18, 2026**

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions are annexed hereto and forms part of this Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories/ Skyline Financial Services Private Limited, the Company's Registrar and Transfer Agents ("RTA") as on Friday, May 15, 2026 ("Cut-off date") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants ("DP") or who will register their email address in accordance with the process outlined in this Notice.

**If your e-mail address is not registered with the Company/RTA/Depositories/DPs, you may register on or before 5:00 p.m. (IST) on Friday, June 12,2026, to receive this Postal Ballot Notice by completing the process for registration of e-mail address as under:**

- i. In case shares are held in physical mode please provide Folio No., Name of Members, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors.india@Rhimagnesia.com](mailto:investors.india@Rhimagnesia.com).
- ii. 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 Card (self-attested scanned copy of Aadhar Card) to [investors.india@Rhimagnesia.com](mailto:investors.india@Rhimagnesia.com) . If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for remote e-voting for Individual shareholders holding securities in dematerialized mode.
- iii. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Members may note that this Postal Ballot Notice will also be available on the Company's website <https://www.rhimagnesiaindia.com/investors/disclosures-announcements/postal-ballot-egm> , websites of the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Relevant documents referred to in this Postal Ballot Notice and the

Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

3. The Ordinary Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. June 21,2026.
4. **The instructions for remote e-voting are as under:**
  - i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and 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 Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by NSDL on the resolution set forth in this Notice.
  - ii. 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 Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9:00 a.m. (IST) on Saturday, May 23,2026, and ends at 5:00 p.m. (IST) on Sunday, June 21,2026. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
  - iii. The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:


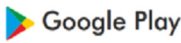


**Step 1: Access to NSDL e-voting system**

**A) Login method for remote e-voting for Individual shareholders holding securities in dematerialized 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", e-voting process has been enabled to all the individual dematerialized account holders, by way of single login credential, through their dematerialized accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual dematerialized 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 to access e-voting facility.

Login method for Individual shareholders holding securities in dematerialized mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialized mode with NSDL	<p><b>A. NSDL IDeAS facility</b>  <b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.</li> <li>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.</li> <li>5. Click on options available against Company name or e-Voting service provider – NSDL and you will be redirected to NSDL e-voting website for casting your vote during the remote e-voting period.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>b. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/deasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/deasDirectReg.jsp</a></li> <li>c. Please follow steps given in points 1-5.</li> </ol> <p><b>B. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>3. A new screen will open. You will need 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.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you</li> </ol>

Type of shareholders	Login Method
	<p>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.</p>
	<p><b>C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</b></p> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>
Shareholders holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab and then enter your existing Myeasi username and password.</li> <li>2. 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 vote during the remote e-voting period. Additionally, there are 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email 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.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders (holding securities in dematerialized mode) login through their DPs	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> <li>Once logged-in, you will be able to see the 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.</li> <li>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.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID/ Forgot Password option available at respective website.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at +91 22 4886 7000
Securities held with CDSL	Please contact helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login method for e-voting for shareholders other than Individual shareholders holding securities in dematerialized mode and shareholders holding securities in physical mode.**

- Visit the e-voting website of NSDL. Open web browser by clicking the 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, Password/OTP and a verification code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at <https://eservices.nsdl.com> with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Dematerialized mode (NSDL or CDSL) or Physical form	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. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your ‘initial password’?
  - 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](mailto: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’.
  - If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered.**

7. If you are unable to retrieve or have not received the ‘initial password’ or have forgotten your password:

- Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or

CDSL) option available on <https://www.evoting.nsdl.com/>.

- ii. **“Physical User Reset Password?”** (If you are holding shares in physical form) option available on <https://www.evoting.nsdl.com/>.
- iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, PAN, name and registered address.
- iv. Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

8. After entering your password, tick 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.

#### Step 2: Cast your vote electronically on NSDL e-voting system.

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 is in active status.
2. Select “EVEN” of Company, which is 139350 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 or 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. Institutional/Corporate 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 the 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](mailto:rhim.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com/> to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com/>. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, T301, 3rd Floor, Naman Chambers, G Block, Plot No - C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400051, e-mail: [evoting@nsdl.com](mailto:evoting@nsdl.com), contact at: +91 22 4886 7000.

#### FOR THE ATTENTION OF THE MEMBERS OF THE COMPANY

1. Post sending the notice by email, an advertisement shall be published in one English newspaper and one vernacular language each, with wide circulation in the district, where the Registered Office of the Company is situated.
2. **With respect to Item Nos/Resolution Nos. 1 to 4 relating to material related party transaction, no related party of the Company would vote to approve the aforementioned resolutions, in terms of the Listing Regulations and if they vote that voting shall be considered INVALID.**
3. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again. The Scrutinizer’s decision on the validity of E-voting will be final and binding.
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (“PAN”), mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc.:
  - a. For shares held in electronic form: to their DPs.
  - b. Shares held in physical form: The following details/documents should be sent to the Company’s RTA latest by June 12, 2026
    - i. Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://www.rhimagnesitaindia.com/investors/shareholder-information/form-download>
    - ii. Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.
    - iii. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
    - iv. Self-attested copy of the PAN of all the holders; and
    - v. Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport)

in support of the address of the first holder as registered with the Company.

5. Members seeking any information with regard to the notice, are requested to write to the Company from May 20,2026 to June 20,2026 through email on [investors.india@rhimagnesita.com](mailto:investors.india@rhimagnesita.com). The same will be replied by the Company suitably.
6. SEBI has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and RTA.
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.
8. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company’s website and on the website of the Company’s RTA. It may be noted that any service request can be processed only after the folio is Know Your Customer (“KYC”)

Compliant. SEBI vide its Circular dated January 25, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.

9. Members can contact the Company or RTA, for assistance in this regard. 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 dematerialized form.
10. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
11. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
  - a. Form ISR-3: For opting out of nomination by shareholder(s)
  - b. Form SH-14: For cancellation or variation to the existing nomination of the shareholder(s)



## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READ WITH THE RELEVANT RULES

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the following Explanatory Statement sets out the material facts relating to the special business as set out in the appended Notice:

### Item Nos. 1 to 4

As per Regulation 23 of the Listing Regulations, material related party transactions require prior approval of the shareholders through ordinary resolutions. For this purpose, a related party transaction (“RPT”) will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed the following thresholds:

Thresholds as per:	
Regulation 23(1) of the Listing Regulations	In case, where the consolidated turnover of the listed entity is up to INR 20,000 crores, a RPT is ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

Further, as per Regulation 23(1A) of the Listing Regulations transactions involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company had revenue from operations (turnover) amounting to INR 367,449.50 lakhs for the financial year ended March 31, 2025 on consolidated basis. Accordingly, the materiality threshold for seeking shareholders’ approval towards RPTs of the Company based on the aforementioned thresholds is as follows:

S. No.	Relevant Regulation/Section	Threshold
1.	Regulation 23(1) of the Listing Regulations	INR 36,744.95 lakhs (approx.)
2.	Regulation 23(1A) of the Listing Regulations	INR 18,372.47 lakhs (approx.)

The Company had obtained shareholders’ approval on January 19, 2022 for entering into material RPTs with RHI Magnesita GmbH, a fellow subsidiary company, amounting to INR 100,000 lakhs for the financial year 2021-2022 and onwards with yearly increase of 30% every year in the value of such transactions up to the financial year 2025-2026.

Now, the Company proposes to enter into/continue certain RPT(s) as mentioned under Item No. 1 to Item No. 4 on mutually agreed terms and conditions. The members are further informed that the **aggregate value** of RPT(s) under Item No. 1 to Item No. 4 will be over and above the applicable materiality thresholds as mentioned above, and such

transactions under Item Nos. 1 to 4 will qualify as ‘material related party transactions’. Therefore, pursuant to Regulation 23 of the Listing Regulations, the Company is required to obtain approval of the shareholders for the all such material RPTs proposed to be undertaken under Item Nos. 1 to 4 by the Company by way of an ordinary resolution, and no ‘related party’ of the Company can vote to approve these resolutions irrespective of whether the entity is a related party to the particular transaction or not. All the said transactions shall be in the ordinary course of business of the Company and on an arm’s length basis. The Company has also entered into/continued certain RPT(s) with RHI Magnesita GmbH, including transactions of same nature as mentioned under Item No. 1 to Item No. 4, from April 1, 2026 which were below the applicable materiality thresholds and hence do not require approval of shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, on May 18, 2026, reviewed and approved the material related party transactions under Item Nos. 1 to 4, by way of a resolution passed by circulation, subject to approval of the members, while noting that such transaction shall be on arm’s length basis and in the ordinary course of business of the Company. The Board of Directors of the Company on May 18, 2026, based on the recommendations of the Audit Committee approved the said transaction(s), subject to approval of the members, by way of a resolution passed by circulation.

Due to fast market growth and expansion, and the good reputation of the Company’s products in the global and domestic refractory market, there is high demand for the Company’s products. The transactions with RHI Magnesita GmbH are integral to the Company’s operations and will result in, *inter alia*, sustained availability of quality raw materials and finished goods, quantitative benefits for the sale of its products, and ease of customer reach. Being operational and critical in nature, these transactions play a significant role in the Company’s business and in meeting the high market demand. The Company’s past transactions with RHI Magnesita GmbH, has consistently demonstrated adherence to high quality standards, best-in-class operational practices, and reliable delivery of products and services. The transactions are negotiated on competitive terms and at arm’s length pricing, thereby ensuring cost efficiency and optimal value for the Company. Further, the Company derives significant synergies from its association with RHI Magnesita GmbH, particularly in the areas of research and development, access to advanced technical know-how, and sharing of proprietary technologies, which collectively enhance the operational efficacy and manufacturing capabilities of the Company. These operational conveniences and efficiencies have been instrumental in strengthening the Company’s competitive positioning in the refractory industry. Therefore, in order to secure continuity of operations, the Board is of the opinion that the aforesaid proposal is in the best interest of the Company and its members, and hence, the Board recommends Item Nos. 1 to 4 for your approval by way of ordinary resolution.

As per Regulation 23(4) of the Listing Regulations, none of the related parties shall vote to approve the ordinary resolutions as set out in Item Nos. 1 to 4 as set out in the accompanying Postal Ballot Notice.

None of the Directors, Managers and Key Managerial Personnel of the Company or their respective relatives are concerned or interested,

financially or otherwise, in the resolutions covered in Item Nos. 1 to 4, except to the extent of their shareholding interest, if any. The Company, its Promoter entities and RHI Magnesita GmbH have same ultimate parent company, i.e., RHI Magnesita N.V. It is also informed that Mr. Parmod Sagar, Chairman, Managing Director & CEO of the Company, Mr. Azim Syed, Whole Time Director & Chief Financial Officer and Mr. Gustavo Lucio Goncalves Franco Non-Executive & Non-Independent Director of the Company hold shares / options in RHI Magnesita N.V. pursuant to share option plan implemented by RHI Magnesita N.V. Further, Mr. Gustavo Lucio Goncalves Franco and

Mr. Alvaro Martin Rivero, Non-Executive – Non-Independent Directors of the Company, are employees of / hold positions in RHI Magnesita N.V. or its group companies.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“**RPT Industry Standards**”), which is effective from September 1, 2025, the explanatory statement contained in this Notice provides the required information:

**Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided herewith for Items Nos. 1 to 4:**

S. No.	Particulars of the information	Information provided by the management																										
(a)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer below table titled as “ <b>Annexure – A</b> ”.																										
(b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	<p>For justification as to why the proposed transaction is in the interest of the Company, please refer to section A.5.6 of <b>Annexure A</b> below.</p> <p>For basis of determination of price for all the proposed transactions refer to the table below.</p> <table border="1"> <thead> <tr> <th>Item No.</th> <th>Type of transaction</th> <th>Basis of determination of price</th> </tr> </thead> <tbody> <tr> <td rowspan="5">1.</td> <td>Sale of products</td> <td rowspan="5">Please refer to section B.1.2 of <b>Annexure A</b> below.</td> </tr> <tr> <td>Purchase of material and traded goods</td> </tr> <tr> <td>Purchase of raw materials</td> </tr> <tr> <td>Purchase of spares</td> </tr> <tr> <td>Purchase of plant and machinery</td> </tr> <tr> <td rowspan="2">2.</td> <td>Rendering and availing intercompany services (including business support service, R&amp;D, global META service and IT cross charge)</td> <td rowspan="2">3.25% of annual gross invoice amount of the products sold by the Company, less any discounts granted in the ordinary course of business, insurance, shipping charges, packing costs, and governmental fees or taxes payable in connection with the sale of the products, in each case only to the extent separately stated on such invoice.</td> </tr> <tr> <td>Availing information technology services</td> </tr> <tr> <td>3.</td> <td>Payment of Royalty</td> <td>3.25% of annual gross invoice amount of the products sold by the Company, less any discounts granted in the ordinary course of business, insurance, shipping charges, packing costs, and governmental fees or taxes payable in connection with the sale of the products, in each case only to the extent separately stated on such invoice.</td> </tr> <tr> <td>4.</td> <td>Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantee to be issued by RHI Magnesita GmbH)</td> <td>Please refer to section B.1.2 of <b>Annexure A</b> below. Not applicable for corporate guarantee as no price will be charged/ no guarantee fee will be paid for issuance of the corporate guarantees.</td> </tr> </tbody> </table> <p>The table below provides the material terms and conditions of each type of proposed RPT.</p> <table border="1"> <thead> <tr> <th>Item No</th> <th>Nature of transaction</th> <th>Other material terms and conditions</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products</td> <td>The Company has entered into several inter-company agreements with RHI Magnesita GmbH under which sales are</td> </tr> </tbody> </table>	Item No.	Type of transaction	Basis of determination of price	1.	Sale of products	Please refer to section B.1.2 of <b>Annexure A</b> below.	Purchase of material and traded goods	Purchase of raw materials	Purchase of spares	Purchase of plant and machinery	2.	Rendering and availing intercompany services (including business support service, R&D, global META service and IT cross charge)	3.25% of annual gross invoice amount of the products sold by the Company, less any discounts granted in the ordinary course of business, insurance, shipping charges, packing costs, and governmental fees or taxes payable in connection with the sale of the products, in each case only to the extent separately stated on such invoice.	Availing information technology services	3.	Payment of Royalty	3.25% of annual gross invoice amount of the products sold by the Company, less any discounts granted in the ordinary course of business, insurance, shipping charges, packing costs, and governmental fees or taxes payable in connection with the sale of the products, in each case only to the extent separately stated on such invoice.	4.	Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantee to be issued by RHI Magnesita GmbH)	Please refer to section B.1.2 of <b>Annexure A</b> below. Not applicable for corporate guarantee as no price will be charged/ no guarantee fee will be paid for issuance of the corporate guarantees.	Item No	Nature of transaction	Other material terms and conditions	1.	Sale of products	The Company has entered into several inter-company agreements with RHI Magnesita GmbH under which sales are
Item No.	Type of transaction	Basis of determination of price																										
1.	Sale of products	Please refer to section B.1.2 of <b>Annexure A</b> below.																										
	Purchase of material and traded goods																											
	Purchase of raw materials																											
	Purchase of spares																											
	Purchase of plant and machinery																											
2.	Rendering and availing intercompany services (including business support service, R&D, global META service and IT cross charge)	3.25% of annual gross invoice amount of the products sold by the Company, less any discounts granted in the ordinary course of business, insurance, shipping charges, packing costs, and governmental fees or taxes payable in connection with the sale of the products, in each case only to the extent separately stated on such invoice.																										
	Availing information technology services																											
3.	Payment of Royalty	3.25% of annual gross invoice amount of the products sold by the Company, less any discounts granted in the ordinary course of business, insurance, shipping charges, packing costs, and governmental fees or taxes payable in connection with the sale of the products, in each case only to the extent separately stated on such invoice.																										
4.	Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantee to be issued by RHI Magnesita GmbH)	Please refer to section B.1.2 of <b>Annexure A</b> below. Not applicable for corporate guarantee as no price will be charged/ no guarantee fee will be paid for issuance of the corporate guarantees.																										
Item No	Nature of transaction	Other material terms and conditions																										
1.	Sale of products	The Company has entered into several inter-company agreements with RHI Magnesita GmbH under which sales are																										

S. No.	Particulars of the information	Information provided by the management	
			<p>made by the Company to RHI Magnesita GmbH at arms' length pricing and in the ordinary course. Please refer to report on arm's length analysis of transactions proposed to be entered by the Company with RHI Magnesita GmbH during financial year 2026 – 2027 dated May 15, 2026 issued by M/s. Indoria Kedia &amp; Associates available at <a href="https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf">https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf</a> for further details.</p>
		Purchase of material and traded goods	<p>The Company has entered into inter-company agreements with RHI Magnesita GmbH under which purchases are made by the Company from RHI Magnesita GmbH at arms' length pricing and in the ordinary course. Please refer to report on arm's length analysis of transactions proposed to be entered by the Company with RHI Magnesita GmbH during financial year 2026 – 2027 dated May 15, 2026 issued by M/s. Indoria Kedia &amp; Associates available at <a href="https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf">https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf</a> for further details.</p>
		Purchase of raw materials	
		Purchase of spares	
		Purchase of plant and machinery	
		2.	<p>Rendering and availing intercompany services (including business support service, R&amp;D, global Middle East Turkey and Africa (META) service and IT cross charge)</p> <p>For rendering business support services, the Company receives a service fee equal to its agreed expenses plus a profit mark-up of 10%, settled monthly.</p> <p>For rendering R&amp;D support services, the Company charges the cost of providing such services plus a mark-up of 15% as profit margin for rendering contract R&amp;D services to RHI Magnesita GmbH, in accordance with arm's length principles.</p> <p>For rendering global META service, the service charge is invoiced on a quarterly basis, is computed as actual internal costs, plus mark-up on actual internal costs, plus other direct attributable (external) costs. The mark-up is fixed and based on a benchmarking study and will follow the arm's length principle, to ascertain each of the parties will receive the appropriate remuneration for their functions performed, assets used, and risks assumed. The present mark-up charged for rendering global META service is 10% as profit margin.</p> <p>The IT cross-charge pertains to the bilateral rendering and receipt of information technology support services between the Company's and RHI Magnesita GmbH. On one hand the Company's IT department employees render certain information technology</p>

S. No.	Particulars of the information	Information provided by the management	
			<p>services for the benefit of RHI Magnesita GmbH. The Company charges a markup of 15% on cost for rendering such services to RHI Magnesita GmbH. On the other hand, RHI Magnesita GmbH renders services and the Company receives a proportionate share of expenses for the services rendered by RHIM GmbH to all the regions. The mark-up charged by RHIM GmbH to the Company is 5% on cost.</p>
		<p>Availing information technology services</p>	<p>Unlike the IT cross-charges, which involve a bilateral exchange of IT services between the Company and RHI Magnesita GmbH, the availing of information technology services pertains to the one-way receipt by the Company of centralised IT services from RHI Magnesita GmbH. The Company pays at arm's length service fee to RHI Magnesita GmbH, the amount of which is determined by the aggregate amount of costs, both external and internal, incurred by RHI Magnesita GmbH in providing IT services to the Company.</p>
3.		<p>Payment of Royalty</p>	<p>Please refer to sections B.7 and C.6 of <b>Annexure A</b> below.</p>
4.		<p>Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantee to be issued by RHI Magnesita GmbH)</p>	<p>These inter-company transactions are undertaken on a need basis and comprise reimbursements and cross charges arising in the ordinary course of business. Certain costs, including travel, accommodation, food and related expenses, are incurred by the Company in India in connection with global or group-level events such as leadership conferences, board meetings and similar forums, and are subsequently recovered from the relevant group entities on a cost-to-cost basis. Additionally, where expatriates, foreign experts or consultants visit India to support India-specific projects or operations, the associated costs, including travel, accommodation, meals and related expenses, are borne by the Company and reimbursed on an actual cost basis. Further, where the Company's resources are utilised for activities benefiting RHI Magnesita GmbH (and vice versa), such costs are cross-charged on a cost plus mark-up basis, reflecting the value-added nature of the services rendered. All such transactions are carried out in accordance with the applicable inter-company arrangements and arm's length principles.</p> <p><b>Corporate guarantees</b> - Corporate guarantees to be issued by RHI Magnesita</p>

S. No.	Particulars of the information	Information provided by the management	
			GmbH in favour of banks and financial institutions for the purpose of securing working capital requirements (if any) availed or to be availed by the Company from time to time, including but not limited to fund-based and non-fund-based credit facilities, overdraft facilities, and other similar financial accommodations. No price will be charged/ no guarantee fee will be paid for issuance of such corporate guarantees.
(c)	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate(s) issued by the Mr. Parmod Sagar, Chairman, Managing Director & CEO and Mr. Azim Syed, Whole Time Director & Chief Financial Officer of the Company, as required under the RPT Industry Standards.	
(d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPTs have been approved by the Audit Committee, and the Board of Directors recommends the proposed transactions to the members for approval.	
(e)	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	<p>The report on arm's length analysis of transactions proposed to be entered by the Company with RHI Magnesita GmbH during financial year 2026 – 2027 dated May 15, 2026 issued by M/s. Indoria Kedia &amp; Associates is available at <a href="https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf">https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf</a>. As part of standard practice, the Company also periodically engages external consultant(s) to assess and validate arm's length nature of transactions. Accordingly, the transactions to be entered pursuant to this Notice for FY 2027-28 and FY 2028-29, will be reviewed by relevant external consultant(s) and the Audit Committee of the Company.</p> <p>The QR code to access report on arm's length analysis is given below:</p> <div style="text-align: center;">  </div> <p style="text-align: center;">Arm's length pricing report from M/s. Indoria Kedia &amp; Associates</p>	
(f)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not applicable	
(g)	Any other information that may be relevant.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.	

**ANNEXURE A**

Pursuant to the SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided herewith for Item Nos. 1 to 4:

S. No.	Particulars of the information	Information provided by the management
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**PART A**

**Minimum Information of the Proposed RPT, applicable to all RPTs**

A (1) Basic details of the related party																																			
1.	Name of the related party	RHI Magnesita GmbH																																	
2.	Country of incorporation of the related party	Austria																																	
3.	Nature of business of the related party	Manufacturing refractory products, systems, and providing services for the steel, cement, glass, and non-ferrous metals industry. RHI Magnesita GmbH is the global principal and central operational hub of the RHI Magnesita group. It is responsible for the strategic management of the global business and is engaged in the key decision-making functions together with the executive marketing team. RHI Magnesita GmbH is responsible for and controls most of the procurement, supply chain management, sales, production, and R&D functions. Further, as one of the RHI Magnesita group's main economic IP owner, RHI Magnesita GmbH engages in the development, enhancement, maintenance, and exploitation of intangibles. It is also the central financing entity, performs main treasury-related functions, and is exposed to related risks.																																	
A(2) Relationship and ownership of the related party																																			
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	RHI Magnesita GmbH is a fellow subsidiary of the Company. RHI Magnesita N.V. is ultimate holding company of RHI Magnesita India Limited as well as RHI Magnesita GmbH.																																	
	a. Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil																																	
	b. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not applicable, as RHI Magnesita GmbH is a body corporate with share capital																																	
	c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary	Nil																																	
A(3) Details of previous transactions with the related party																																			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.  <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	<p>The Company undertook the following transactions with RHI Magnesita GmbH during the last financial year (FY 2024-25)</p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transaction</th> <th>FY 2024- 2025 (INR Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products</td> <td>30,142.75</td> </tr> <tr> <td>2.</td> <td>Purchase of material and traded goods</td> <td>38,575.53</td> </tr> <tr> <td>3.</td> <td>Purchase of spares</td> <td>517.51</td> </tr> <tr> <td>4.</td> <td>Purchase of plant and machinery</td> <td>292.19</td> </tr> <tr> <td>5.</td> <td>Rendering and availing intercompany services (including business support service, R&amp;D, global META service and IT cross charge)</td> <td>3,056.49</td> </tr> <tr> <td>6.</td> <td>Royalty expense (on accrued basis)</td> <td>1,677.13</td> </tr> <tr> <td>7.</td> <td>Availing information technology services</td> <td>2,847.04</td> </tr> <tr> <td>8.</td> <td>Receipt of expenses reimbursement</td> <td>223.88</td> </tr> <tr> <td>9.</td> <td>Reimbursement of expenses</td> <td>260.99</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total</b></td> <td><b>77,593.51</b></td> </tr> </tbody> </table>	S. No.	Nature of Transaction	FY 2024- 2025 (INR Lakhs)	1.	Sale of products	30,142.75	2.	Purchase of material and traded goods	38,575.53	3.	Purchase of spares	517.51	4.	Purchase of plant and machinery	292.19	5.	Rendering and availing intercompany services (including business support service, R&D, global META service and IT cross charge)	3,056.49	6.	Royalty expense (on accrued basis)	1,677.13	7.	Availing information technology services	2,847.04	8.	Receipt of expenses reimbursement	223.88	9.	Reimbursement of expenses	260.99	<b>Total</b>		<b>77,593.51</b>
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2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<p>The Company undertook transactions totalling to INR 54,718. 57 Lakhs with the RHI Magnesita GmbH during the FY 2025-26 till December 31, 2025.</p> <p>RHI Magnesita India Refractories Limited, subsidiary company undertook transactions totalling to INR 6,561.49 Lakhs with the RHI Magnesita GmbH during the FY 2025-26 till December 31, 2025.</p>																																																														
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No																																																														
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		2.	Rendering and availing intercompany services (including business support service, R&D, global META service and IT cross charge)	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	4,500
				2027-28	4,850
				2028-29	5,900
			Availing information technology services	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	7,000
				2027-28	7,500
				2028-29	8,000
		3.	Payment of royalty	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	3,900
				2027-28	4,700
				2028-29	5,700
		4.	Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantee to be issued by RHI Magnesita GmbH)	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	up to 3,500
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes			
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The percentage in table below is based on the annual consolidated turnover for the immediately preceding financial year (FY 2024-2025) of the Company:			
		<b>Item No.</b>	<b>Type of transaction</b>	<b>Estimated percentage break-up financial year-wise</b>	
		1.	Sale of products	<b>FY</b>	<b>Percentage (%)</b>
				2026-27	13.61
				2027-28	14.97
				2028-29	20.41
			Purchase of material and traded goods	<b>FY</b>	<b>Percentage (%)</b>
				2026-27	10.89
				2027-28	13.06
				2028-29	16.33
			Purchase of raw materials	<b>FY</b>	<b>Percentage (%)</b>
				2026-27	16.33
				2027-28	17.63
				2028-29	19.05
			Purchase of spares	<b>FY</b>	<b>Percentage (%)</b>
				2026-27	0.11
				2027-28	0.12
				2028-29	0.14
			Purchase of plant and machinery	<b>FY</b>	<b>Percentage (%)</b>
				2026-27	2.72
				2027-28	2.99
				2028-29	3.27

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<b>A(5)</b>	<b>Basic details of the proposed transaction</b>															
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Item No.</b>	<b>Type of transaction</b>													
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Details of each type of the proposed transaction	Item No.	Type of transaction	Details
	1.	Sale of products	<p>The Company is engaged in the manufacture and sale of refractory products, including but not limited to refractory bricks, castables, slide gate plates, mortars and other allied products. Group entities of the Company procure such products from the Company for the purpose of resale and distribution to third-party customers in their respective geographical markets – this ensures a larger market and more visibility for the products of the Company as its done at a global scale. The Company manufactures goods using its own intellectual properties (“IP”) and those of its associated entities (“AE”). Such goods are sold to group companies of the Company as well as to third-party customers, in accordance with the applicable transfer pricing policies and arm's length principles – the present approval is being sought for such sales.</p>
		Purchase of material and traded goods	<p>The purchase of materials and traded goods from RHI Magnesita GmbH comprises: (a) raw materials procured based on recipe-related requirements and technical specifications for high-quality raw materials necessary for the Company's manufacturing operations; and (b) traded goods intended for resale as part of composite contracts with customers. The Company procures traded goods in the nature of refractory and refractory-related materials, including but not limited to bricks, monolithic masses, mixtures and other allied products, from RHI Magnesita GmbH for resale as part of composite contracts with its third-party customers in India, thereby enabling the Company to offer comprehensive product solutions to meet customer requirements.</p> <p>Purchases made from RHI Magnesita GmbH ensure globally competitive pricing being made available to the Company.</p> <p>The present approval is being sought for such purchases by the Company.</p>
		Purchase of raw materials	<p>In order to leverage the RHI group's collective bargaining power, global outreach, and ability to negotiate more favourable commercial terms with key raw material suppliers, RHI Magnesita GmbH consolidates and negotiates the procurement requirements on behalf of the Company and subsequently invoices the local requirements to the Company. This arrangement is expected to yield favourable terms of payment, volume-based discounts and other commercial benefits as compared to standalone procurement arrangements.</p> <p>Accordingly, the Company purchases raw materials from RHI Magnesita GmbH, which are utilised by the Company in the course of its manufacturing operations for the production and sale of goods to group companies and third-party customers. The pricing of such raw materials is determined on an arm's length basis.</p> <p>The present approval is being sought for such purchases by the Company.</p>
		Purchase of spares	<p>The Company purchases spare parts from RHI Magnesita GmbH to support its manufacturing operations and facilitate the production and sale of goods to group companies and third-party customers. Such spare parts are consumable in nature and are either ancillary to the purchase of materials (whether raw materials or traded goods) or are required for</p>



			<p>the maintenance and operation of capital assets procured from the RHI Magnesita group.</p> <p>The present approval is being sought for such purchases by the Company.</p>
		Purchase of plant and machinery	<p>The Company purchases specialised capital assets from RHI Magnesita GmbH, including but not limited to machinery, equipment and other capital goods as may be required from time to time. Such assets are deployed by the Company in furtherance of its trading and manufacturing operations.</p> <p>The present approval is being sought for such purchases by the Company.</p>
	2.	<p>Rendering and availing intercompany services (including business support service, R&amp;D, global META service and IT cross charge)</p>	<p>These transactions relate to payments for business support services received by the Company. This includes the following intercompany service incomes:</p> <p><b>(a) Business support service income</b>            The Company provides business promotion and support services by disseminating information received from its AE to prospective users and customers of such products in India, including information pertaining to product specifications, applications, availability, terms of sale offered by the AE, as well as order processing, administrative support and related services. The Company, currently, charges the cost of providing such services plus a mark-up of 10%, as applicable, as profit margin for rendering business support services to RHI Magnesita GmbH, in accordance with arm's length principles.</p> <p><b>(b) R&amp;D cross charge</b>            The Company provides contract research and development support services to RHI Magnesita GmbH, pursuant to which intellectual property is developed by and vests with foreign entities of the group, with research and development activities being performed by such foreign entities. The Company has been granted limited R&amp;D rights, pursuant to which the Company performs R&amp;D activities under the direction, control and supervision of group entities, operating as a contract R&amp;D service provider. The Company charges the cost of providing such services plus a mark-up of 15% as profit margin for rendering contract R&amp;D services to RHI Magnesita GmbH, in accordance with arm's length principles.</p> <p><b>(c) Global META cross charge</b>            The Company provides services to RHI Magnesita GmbH for benefit of group entities in Middle East Turkey and Africa (META) region. Such services include global business transformation support global risk management support, regional quotation &amp; marketing support, and regional commercial support.</p> <p><b>(d) IT cross charge</b>            The IT cross-charge pertains to the bilateral rendering and receipt of information technology support services between the Company's and RHI Magnesita GmbH. On one hand the Company's IT department employees render certain information technology services for the benefit of RHI Magnesita GmbH. On the other hand, RHI Magnesita GmbH renders services and the Company</p>



			<p>India receives a proportionate share of expenses for the services rendered by RHIM GmbH to all the regions.</p> <p>The present approval is being sought for the Company entering into the above-mentioned transactions.</p>
		Availing information technology services	<p>Unlike the IT cross-charges, which involve a bilateral exchange of IT services between the Company and RHI Magnesita GmbH, the availing of information technology services pertains to the one-way receipt by the Company of centralised IT services from RHI Magnesita GmbH. Payments for information technology services comprise payment by the Company for the following expenses incurred by it - (a) third-party costs, which are charged on a cost-to-cost basis, determined by reference to the relevant applications utilised and the number of users; and (b) value-added costs, being costs related to information technology services for which RHI Magnesita GmbH performs certain value-additions from inception to deployment, including customisation, integration and implementation services, calculated on a cost plus mark-up basis in accordance with arm's length principles.</p> <p>The present approval is being sought for incurring the above-mentioned expenses by the Company.</p>
	3.	Payment of royalty	<p>The Company pays royalty to RHI Magnesita GmbH for licencing of trademark, patents and know-how. The Company has entered into an agreement for licencing of trademark, patents and know-how from RHI Magnesita GmbH. The know-how covers know-how for the manufacturing of basic shaped and unshaped refractory products, non-basic fireclay and high alumina shaped products and monolithics, basic and alumina precast shapes, and functional products such as isostatically pressed products, slide gate refractories, nozzles, tapholes, and refractory raw materials and processed by-products. It also encompasses test methods for quality standards, layout of plant and machinery, and sample marketing and sales tools. All know-how and improvements made in connection with or to the patents is the sole property of RHI Magnesita GmbH. Such know-how and improvements shall, however, be automatically also licensed to the Company for no additional royalty.</p> <p>The consideration for the licences is an annual royalty calculated at 3.25% of the annual gross invoice amount of the products sold by RHIM India, less any discounts granted in the ordinary course of business, insurance, shipping charges, packing costs, and governmental fees or taxes payable in connection with the sale of the products, in each case only to the extent separately stated on such invoice. The royalty shall be allocated as a) 2.5% in consideration of the license granted for know-how, patents, and sub-licensable patents; b) 0.75% in consideration of the license granted for trademarks.</p> <p>The royalty fees are determined on an arm's length basis and are within the range of comparable royalty rates paid by third parties under similar licensing arrangements.</p> <p>The present approval is being sought for payment of such royalty by the Company.</p>


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		4.	Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantees to be issued by RHI Magnesita GmbH)	<p>These inter-company transactions are undertaken on a need basis and comprise reimbursements and cross charges arising in the ordinary course of business. Certain costs, including travel, accommodation, food and related expenses, are incurred by the Company in India in connection with global or group-level events such as leadership conferences, board meetings and similar forums, and are subsequently recovered from the relevant group entities on a cost-to-cost basis. Additionally, where expatriates, foreign experts or consultants visit India to support India-specific projects or operations, the associated costs, including travel, accommodation, meals and related expenses, are borne by the Company and reimbursed on an actual cost basis. Further, where the Company's resources are utilised for activities benefiting RHI Magnesita GmbH (and vice versa), such costs are cross-charged on a cost plus mark-up basis, reflecting the value-added nature of the services rendered. All such transactions are carried out in accordance with the applicable inter-company arrangements and arm's length principles.</p> <p><b>Corporate guarantees</b> - Corporate guarantees to be issued by RHI Magnesita GmbH in favour of banks and financial institutions for the purpose of securing working capital requirements (if any) availed or to be availed by the Company from time to time, including but not limited to fund-based and non-fund-based credit facilities, overdraft facilities, and other similar financial accommodations.</p> <p>The present approval is being sought for the Company entering into the above-mentioned transactions.</p>																				
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Purchase of material and traded goods	FY 2026-27 to FY 2028-29 (3 years) for item nos. 1, 2 and 3.																							
Purchase of raw materials		FY 2026-27 to FY 2028-29 (3 years) for item nos. 1, 2 and 3.																						
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 FY 2026-27 (1 year) for item no. 4 || 3. | Whether omnibus approval is being sought? | | Item No.                              | Nature of transaction   | Whether omnibus approval is being sought?   |                                       |                           |                    |                                 |   | |---------------------------------------|---|---|---------------------------------------|---------------------------|--------------------|---------------------------------|---| | 1.                                    | <table border="1"> <tr><td data-bbox="711 1696 865 1728">Sale of products</td></tr> <tr><td data-bbox="711 1728 1174 1759">Purchase of material and traded goods</td></tr> <tr><td data-bbox="711 1759 1174 1791">Purchase of raw materials</td></tr> <tr><td data-bbox="711 1791 1174 1822">Purchase of spares</td></tr> <tr><td data-bbox="711 1822 1174 1833">Purchase of plant and machinery</td></tr> </table> | Sale of products  | Purchase of material and traded goods | Purchase of raw materials | Purchase of spares | Purchase of plant and machinery | No. These transactions (item nos. 1, 2 and 3) are backed by contractual commitments under intercompany agreements and, accordingly, long-term approval for a period of three (3) years is being | | Sale of products                      |   |   |                                       |                           |                    |                                 |   | | Purchase of material and traded goods |   |   |                                       |                           |                    |                                 |   | | Purchase of raw materials             |   |   |                                       |                           |                    |                                 |   | | Purchase of spares                    |   |   |                                       |                           |                    |                                 |   | | Purchase of plant and machinery       |   |   |                                       |                           |                    |                                 |   | | 2.                                    | Rendering and availing intercompany services (including business support service, R&D, global META service and IT cross charge)   | No. These transactions (item nos. 1, 2 and 3) are backed by contractual commitments under intercompany agreements and, accordingly, long-term approval for a period of three (3) years is being |                                       |                           |                    |                                 |   | | Sale of products | No. These transactions (item nos. 1, 2 and 3) are backed by contractual commitments under intercompany agreements and, accordingly, long-term approval for a period of three (3) years is being |
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S. No.	Particulars of the information	Information provided by the management			
			Availing information technology services	sought and not omnibus approval.	
3.			Payment of Royalty		
4.			Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantees to be issued by RHI Magnesita GmbH)	Yes, omnibus approval is being sought for FY 2026-27 (1 year) for item no. 4. The actual transactions are reviewed quarterly by the Audit Committee of the Company.	
		These transactions will be validated for arm's length pricing at periodical intervals by an independent expert of global repute and their report will be reviewed/ taken on record by the Audit Committee of the Company.			
4.	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	Item No.	Type of transaction	Estimated annual value break-up financial year-wise	
		1.	Sale of products	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	50,000
				2027-28	55,000
				2028-29	75,000
			Purchase of material and traded goods	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	40,000
				2027-28	48,000
				2028-29	60,000
			Purchase of raw materials	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	60,000
				2027-28	64,800
				2028-29	69,984
			Purchase of spares	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	400
				2027-28	450
				2028-29	500
			Purchase of plant and machinery	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	10,000
				2027-28	11,000
				2028-29	12,000
		2.	Rendering and availing intercompany services (including business support service, R&D, global META service and IT cross charge)	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	4,500
				2027-28	4,850
				2028-29	5,900
			Availing information technology services	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	7,000
				2027-28	7,500
				2028-29	8,000
		3.	Payment of royalty	<b>FY</b>	<b>Annual Value (INR lakhs)</b>
				2026-27	3,900
				2027-28	4,700
				2028-29	5,700

S. No.	Particulars of the information	Information provided by the management							
		4.	Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantees to be issued by RHI Magnesita GmbH)	<table border="1"> <thead> <tr> <th data-bbox="1044 237 1255 289">FY</th> <th data-bbox="1271 237 1417 289">Annual Value (INR lakhs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="1044 289 1255 321">2026-27</td> <td data-bbox="1271 289 1417 321">Up to 3,500</td> </tr> </tbody> </table>	FY	Annual Value (INR lakhs)	2026-27	Up to 3,500	
FY	Annual Value (INR lakhs)								
2026-27	Up to 3,500								
5.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Item No.	Type of transaction	Justification					
		1.	Sale of products	<p>All the RPTs covered in Item nos. 1 to 4 are based on routine and ordinary business requirements and are in relation to usual business operations of the Company. These RPTs bring operational efficiencies, synergies and are aligned with long-standing business practices. These RPTs help maintain an integrated and planned supply chain with lesser interruptions, ensuring timely availability of raw materials, finished products and specialized components of consistent quality utilised for the Company's advanced technology products. They also help the Company to achieve optimum cost structure and maximize profitability. These RPTs facilitate easier access to international markets, economies of scale and optimal capacity utilization for the Company. These further enable timely realisation of accounts receivables and simplifies documentation and compliance processes for exports.</p> <p>Since past few years, there is no change in structuring of these transactions or allied business model on which the Company carries on its business. Further, these RPTs are at arm's length and in the ordinary course of business as mentioned in this Notice and are on terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in and therefore are in the best interest of the Company and its shareholders.</p>					
			Purchase of material and traded goods						
			Purchase of raw materials						
			Purchase of spares						
			Purchase of plant and machinery						
		2.	Rendering and availing intercompany services (including business support service, R&D, global META service and IT cross charge)						
			Availing information technology services						
		3.	Payment of Royalty						
		4.	Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantees to be issued by RHI Magnesita GmbH)						
		6.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>						
	a. Name of the Promoter/Director/KMP	None of the Directors, Managers and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in any of the resolutions, except to the extent of their shareholding interest, if any.							
	b. Shareholding of the Promoter/ director / KMP, whether direct or indirect, in the related party	The Company, its Promoter entities and RHI Magnesita GmbH have same ultimate parent company, i.e., RHI Magnesita N.V. Mr. Parmod Sagar, Chairman, Managing Director & CEO of the Company and Mr. Azim Syed, Whole Time Director & Chief Financial Officer of the Company hold shares / options in RHI Magnesita N.V. pursuant to share option plan implemented by RHI Magnesita N.V. Further, Mr. Gustavo Lucio Goncalves Franco and Mr. Alvaro Martin Rivero, Non-Executive - Non Independent Directors of the Company, are employees of / hold positions in RHI Magnesita N.V. or its group companies.							
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The report on arm's length analysis of transactions proposed to be entered by the Company with RHI Magnesita GmbH during financial year 2026 – 2027 dated May 15, 2026 issued by M/s. Indoria Kedia & Associates is available at <a href="https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf">https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf</a> . As part of standard practice, the Company also periodically engages external consultant(s) to assess and							

S. No.	Particulars of the information	Information provided by the management
		<p>validate arm's length nature of transactions. Accordingly, the transactions to be entered pursuant to this Notice for FY 2027-28 and FY 2028-29, will be reviewed by relevant external consultant(s) and the Audit Committee of the Company.</p> <p>The QR code to access report on arm's length analysis is given below:</p>  <p>Arm's length pricing report</p>
8.	Other information relevant for decision making	<p>An arm's length opinion on transactions proposed to be entered by the Company with RHI Magnesita GmbH during financial year 2026 – 2027 dated May 15, 2026 has been obtained from M/s. Indoria Kedia &amp; Associates. The proposed transaction(s) also qualifies as transaction(s) in the ordinary course of business. The said report is available for inspection of the members of the Company as mentioned in the "Notes" section forming part of the Notice and is uploaded on the website of the Company at <a href="https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf">https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf</a></p>

### PART B

Information to be provided only if a specific type of RPT as mentioned below proposed to be undertaken and is in addition to Part A.

B (1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances [For Item nos. 1, 2 and 4 (wherever applicable)]																		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<table border="1"> <thead> <tr> <th>Item No.</th> <th>Type of transaction</th> <th>Process applied</th> </tr> </thead> <tbody> <tr> <td rowspan="5">Item No. 1</td> <td>Sale of products</td> <td rowspan="5">No 'bidding or other process' was conducted for these transactions. All the transactions are based on routine requirements and in relation to usual business operations of the Company. Such transactions have been carried out historically and are consistent with past business practices of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.</td> </tr> <tr> <td>Purchase of material and traded goods</td> </tr> <tr> <td>Purchase of raw materials</td> </tr> <tr> <td>Purchase of spares</td> </tr> <tr> <td>Purchase of plant and machinery</td> </tr> <tr> <td rowspan="2">Item No. 2</td> <td>Rendering and availing intercompany services (including business support service, R&amp;D, global META service and IT cross charge)</td> <td rowspan="2">All transactions are made with an objective of achieving synergies, timely delivery, consistent product quality, competitive / consistent pricing and customer / price confidentiality, to ensure standardized service arrangements and processes, operational alignment, and commercial efficiency. The technical know-how for relevant products and services of the Company is with RHI Magnesita GmbH and cannot be procured from third party.</td> </tr> <tr> <td>Availing information technology services</td> </tr> <tr> <td>Item No. 4</td> <td>Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantees to be issued by RHI Magnesita GmbH)</td> <td> <p>In view of the above, the Management believes that alternative bid is not viable or feasible for these transactions.</p> <p>The Audit Committee concurred with the rationale provided by the Management for not inviting bids for the said transactions and after reviewing the same, approved all the transactions.</p> </td> </tr> </tbody> </table>	Item No.	Type of transaction	Process applied	Item No. 1	Sale of products	No 'bidding or other process' was conducted for these transactions. All the transactions are based on routine requirements and in relation to usual business operations of the Company. Such transactions have been carried out historically and are consistent with past business practices of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.	Purchase of material and traded goods	Purchase of raw materials	Purchase of spares	Purchase of plant and machinery	Item No. 2	Rendering and availing intercompany services (including business support service, R&D, global META service and IT cross charge)	All transactions are made with an objective of achieving synergies, timely delivery, consistent product quality, competitive / consistent pricing and customer / price confidentiality, to ensure standardized service arrangements and processes, operational alignment, and commercial efficiency. The technical know-how for relevant products and services of the Company is with RHI Magnesita GmbH and cannot be procured from third party.	Availing information technology services	Item No. 4	Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantees to be issued by RHI Magnesita GmbH)	<p>In view of the above, the Management believes that alternative bid is not viable or feasible for these transactions.</p> <p>The Audit Committee concurred with the rationale provided by the Management for not inviting bids for the said transactions and after reviewing the same, approved all the transactions.</p>
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2.	Basis of determination of price.	<p>The pricing for such transactions is determined as follows:</p> <table border="1"> <thead> <tr> <th>Item No.</th> <th>Type of transaction</th> <th>Basis of determination of price</th> </tr> </thead> <tbody> <tr> <td rowspan="5">Item No. 1</td> <td>Sale of products</td> <td rowspan="5">All contracts with related parties, defined as per Section 2(76) of the Act, are reviewed for arm's length testing internally by the management. Please refer to report on arm's length analysis of transactions proposed to be entered by the Company with RHI Magnesita GmbH during financial year 2026 – 2027 dated May 15, 2026 issued by M/s. Indoria Kedia &amp; Associates available at <a href="https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf">https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf</a> for details on basis for price determination.</td> </tr> <tr> <td>Purchase of material and traded goods</td> </tr> <tr> <td>Purchase of raw materials</td> </tr> <tr> <td>Purchase of spares</td> </tr> <tr> <td>Purchase of plant and machinery</td> </tr> <tr> <td rowspan="2">Item No. 2</td> <td>Rendering and availing intercompany services (including business support service, R&amp;D, global META service and IT cross charge)</td> <td rowspan="2">As part of standard practice, the Company also periodically engages an external consultant to assess and validate the same to be following arm's length principles. The transactions are in the ordinary course of business representing a long-standing practice of the Company and have been consistently undertaken. Additionally, such transactions are aligned with and covered under the main objects outlined in the Company's Memorandum of Association.</td> </tr> <tr> <td>Availing information technology services</td> </tr> <tr> <td>Item No. 4</td> <td>Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantee to be issued by RHI Magnesita GmbH)</td> <td></td> </tr> </tbody> </table>	Item No.	Type of transaction	Basis of determination of price	Item No. 1	Sale of products	All contracts with related parties, defined as per Section 2(76) of the Act, are reviewed for arm's length testing internally by the management. Please refer to report on arm's length analysis of transactions proposed to be entered by the Company with RHI Magnesita GmbH during financial year 2026 – 2027 dated May 15, 2026 issued by M/s. Indoria Kedia & Associates available at <a href="https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf">https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf</a> for details on basis for price determination.	Purchase of material and traded goods	Purchase of raw materials	Purchase of spares	Purchase of plant and machinery	Item No. 2	Rendering and availing intercompany services (including business support service, R&D, global META service and IT cross charge)	As part of standard practice, the Company also periodically engages an external consultant to assess and validate the same to be following arm's length principles. The transactions are in the ordinary course of business representing a long-standing practice of the Company and have been consistently undertaken. Additionally, such transactions are aligned with and covered under the main objects outlined in the Company's Memorandum of Association.	Availing information technology services	Item No. 4	Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantee to be issued by RHI Magnesita GmbH)	
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Item No. 4	Omnibus inter-company transactions (including reimbursements to RHI Magnesita GmbH, receipt of reimbursements from RHI Magnesita GmbH, operational cross charges and corporate guarantee to be issued by RHI Magnesita GmbH)																		
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:																		
	(a) Amount of trade advance	Not applicable																	
	(b) Tenure																		
	(c) Whether same is self liquidating																		
<b>B (2)</b>	<b>Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</b>																		
	Not Applicable, since the proposed transactions do not relate to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary.																		
<b>B (3)</b>	<b>Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary</b>																		
	Not Applicable, since the proposed transactions do not relate to any investment by the listed entity or its subsidiary.																		
<b>B (4)</b>	<b>Disclosure only in case of transactions relating to guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>																		
	Not Applicable, since the proposed transactions do not relate to guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.																		
<b>B (5)</b>	<b>Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>																		
	Not Applicable, since the proposed transactions do not relate to borrowings proposed to be undertaken by the listed entity or its subsidiary.																		
<b>B (6)</b>	<b>Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate</b>																		
	Not Applicable, since the proposed transactions do not relate to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.																		


S. No.	Particulars of the information	Information provided by the management
<b>B (7)</b>	<b>Disclosure only in case of transactions relating to payment of royalty (For Item no. 3)</b>	
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	
	<p><i>Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i></p>	
	a. For use of brand name / trademark	The entire royalty is payable as a composite fee for the licence of trademarks, patents and know-how. Of the total proposed royalty, approximately 22% is attributable to the licence of trademarks and approximately 78% is attributable to the licence of patents and know-how.
	b. For transfer of technology know-how and patent	
	c. For professional fee, corporate management fee or any other fee	Nil
	d. Any other use (specify)	Not applicable
	Key components of composite agreement and the reasons royalty attributable to those key components could not be furnished separately	<p>The Company has entered into an agreement for licencing of trademark, patents and know-how from RHI Magnesita GmbH. The know-how covers know-how for the manufacturing of basic shaped and unshaped refractory products, non-basic fireclay and high alumina shaped products and monolithics, basic and alumina precast shapes, and functional products such as isostatically pressed products, slide gate refractories, nozzles, tapholes, and refractory raw materials and processed by-products. It also encompasses test methods for quality standards, layout of plant and machinery, and sample marketing and sales tools. All know-how and improvements made in connection with or to the patents is the sole property of RHI Magnesita GmbH. Such know-how and improvements shall, however, be automatically also licensed to the Company for no additional royalty.</p> <p>The consideration for the licences is an annual royalty calculated at 3.25% of the annual gross invoice amount of the products sold by RHIM India, less any discounts granted in the ordinary course of business, insurance, shipping charges, packing costs, and governmental fees or taxes payable in connection with the sale of the products, in each case only to the extent separately stated on such invoice. The royalty shall be allocated as a) 2.5% in consideration of the license granted for know-how, patents, and sub-licensable patents; b) 0.75% in consideration of the license granted for trademarks.</p> <p>The royalty rate is fixed based on a benchmarking study, unless other guidance applies. The royalty rate percentage may vary from time to time due to deviations in the market and new or updated benchmarking studies that are regularly prepared and/or updated within the RHIM group. The royalty is payable on the 20th day of the subsequent month upon receipt of the invoice by the Company.</p>
2.	<p>(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>(b) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> <li>• Minimum rate of royalty charged along with corresponding absolute amount</li> <li>• Maximum rate of royalty charged along with corresponding absolute amount</li> </ul>	Not applicable as RHI Magnesita GmbH does not charge royalty to other group companies in other jurisdictions.
	<p><i>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</i></p>	
3.	Sunset Clause for Royalty payment, if any.	Not applicable

S. No.	Particulars of the information	Information provided by the management
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### PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

<b>C (1)</b>	<b>Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</b>	Not Applicable, since the proposed transactions do not relate to any loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.
<b>C (2)</b>	<b>Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary</b>	Not Applicable, since the proposed transactions do not relate to any investment by the listed entity or its subsidiary.
<b>C (3)</b>	<b>Disclosure only in case of transactions relating to guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>	Not Applicable, since the proposed transactions do not relate to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.
<b>C (4)</b>	<b>Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>	Not Applicable, since the proposed transactions do not relate to any borrowings proposed to be undertaken by the listed entity or its subsidiary.
<b>C (5)</b>	<b>Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate</b>	Not Applicable, since the proposed transactions do not relate to any sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.
<b>C(6)</b>	<b>Disclosures only in case of material RPTs relating to transactions relating to payment of royalty. (For Item no. 3)</b>	
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	The below amounts represent royalty accrued during the respective financial years, as provided in the audited financials of the Company.
	FY 2024-2025	INR 3,124.87 lakhs (on accrued basis)
	FY 2023-2024	INR 2,874.46 lakhs (on accrued basis)
	FY 2022-2023	INR 2,946.65 lakhs (on accrued basis)
2.	Purpose for which royalty was paid to the related party during the last three financial years. <i>Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i>	
	a. For use of brand name / trademark	During financial year 2022-2023 and financial year 2023-2024, the entire royalty (100%) was paid towards licence of technology know-how and patents. With effect from financial year 2024-2025, the entire royalty (100%) was payable as a composite fee for the licence of trademarks, patents and know-how.
	b. For transfer of technology know-how and patent	
	c. For professional fee, corporate management fee or any other fee	Nil
	d. Any other use (specify)	Not applicable
	Key components of composite agreement and the reasons royalty attributable to those key components could not be furnished separately	Please refer to section B.7.1 above of this <b>Annexure A</b> .
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	The below percentages have been calculated on the basis of royalty accrued during the respective financial years, as provided in the audited financials of the Company.
	FY 2024-2025	15.43%
	FY 2023-2024	PAT was negative for FY 2023-2024
	FY 2022-2023	PAT was negative for FY 2022-2023
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	The royalty rate for royalty payable to RHI Magnesita GmbH has remained consistent at 3.25% of annual gross invoice amount of the products sold by the Company, less any discounts granted in the ordinary course of business, insurance, shipping charges, packing costs, and governmental fees or taxes payable in connection with the sale of the products, in each case only to the extent separately stated on such invoice, for past three years (FY 2023-25) and has not increased.  The table below provides the percentage at which the turnover, royalty accrued and profits after tax have increased during the past three years.

S. No.	Particulars of the information	Information provided by the management				
		Particulars	Amount (INR Lakhs)			
			FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
		<b>Royalty accrued</b>	817.83	2,946.65	2,874.46	3,124.87
		<b>% Change of royalty</b>	-	260.18	(2.45)	8.71
		<b>Consolidated Turnover</b>	199,514.27	272,626.65	378,110.40	367,449.50
		<b>% Change of turnover</b>	-	36.645	38.691	(2.819)
		<b>Consolidated Profit after tax (PAT)</b>	26,900.44	(46,565.22)	(10,010.94)	20,251.28
		<b>% Change of PAT</b>	-	(273.102)	78.501	302.290
5.	<p><b>Peer Comparison:</b> Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:</p> <p><b>Explanation:</b> In the case of the payment of, the criteria for comparison with Industry Peers shall be as follows:</p> <p>a. The Listed Entity will compare the royalty payment with a minimum of three suitable and relevant Industry Peers (i.e. apple to apple comparable Industry Peers), where feasible.</p> <p>b. In cases where fewer than three Industry Peers are available, the listed entity will disclose, that only one or two peers are available for comparison.</p> <p>c. If the listed entity is part of any sectoral index, the listed entity is to consider the other constituents of such sectoral index for the purpose of peer comparison which are in similar line of business.</p> <p>d. In case there are no Industry Peers, the Listed Entity shall state that no Industry Peers are available for comparison.</p>	<p>Please refer to report issued by M/s. Indoria Kedia &amp; Associates dated May 16, 2026 available at <a href="https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf">https://www.rhimagnesitaindia.com/uploads/pdf/592pdctfile_disclosures.pdf</a> for details of industry peer analysis relating to royalty payment.</p> <p>The QR code to access report is given below:</p> 				

By Order of the Board of Directors

Sanjay Kumar  
Company Secretary  
Membership No. A 17021  
Gurugram, 18 May 2026