

30 January 2026

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

STOCK CODE: 534076

Dear Sir/ Madam,

Subject: **Intimation regarding completion of merger of RHI Magnesita Seven Refractories Limited (RHIM7) i.e. Wholly-owned Subsidiary of RHI Magnesita India Refractories Limited (RHIMIRL) with and into RHIMIRL which is wholly-owned subsidiary of RHI Magnesita India Limited (“Company”)**

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 (“**SEBI Circular**”) and in continuation to our intimation dated 8 February 2024, we hereby inform that Company’s wholly-owned subsidiary i.e. RHI Magnesita India Refractories Limited (“**RHIMIRL**”/ “**Transferee Company**”) had received on today i.e. 30 January 2026 confirmation order (Form No. CAA-12) dated 09 January 2026 from Office of Regional Director, Southern Region Chennai with respect to merger of RHI Magnesita Seven Refractories Limited (Transferee Company) with and into RHIMIRL.

The Appointed Date of the Scheme is 01 April 2025.

The scheme is to the advantage of the Transferor Company and Transferee Company and will yield beneficial results for the shareholders, creditors, employees, and all concerned.

The required disclosure in accordance with the Listing Regulations and SEBI Circular is enclosed as **Annexure A**.

We request you to take this intimation on record.

Yours faithfully,
 For **RHI Magnesita India Limited**

Sanjay Kumar
 Company Secretary
 Membership no. A17021

Encl: as above



RHI MAGNESITA

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Annexure A

1. Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.:

Name of the Entity(ies)	Turnover for the year ended 31 March 2025
RHI Magnesita India Refractories Limited (Transferee Company)	Rs. 87,370.72 Lakh
RHI Magnesita Seven Refractories Limited (Transferor Company)	Rs. 12,726.25 Lakh

2. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”:

The scheme involves the amalgamation of a wholly owned subsidiary company with its holding company. Therefore, it is exempted as per Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Furthermore, in accordance with the General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs, transactions resulting from compromises, arrangements, and amalgamations under the Companies Act, 2013, are not subject to the requirements of Section 188 of Companies Act, 2013.

3. Area of business of the entity(ies):

Name of the Entity(ies)	Business of Entity(ies)
RHI Magnesita India Refractories Limited	The Transferee Company is engaged primarily in the business of manufacturing of refractory.
RHI Magnesita Seven Refractories Limited	The Transferor Company is engaged primarily in the business of manufacturing of refractory.

4. Rationale for amalgamation/ merger:

The proposed Scheme is in the interest of the Transferor Company and Transferee Company and their respective shareholders and creditors. The management of each of the Companies is of the opinion that the merger of the Transferor Company into the Transferee Company will result in, inter alia, the following benefits:

- (i) The Transferor Company is a wholly owned subsidiary of the Transferee Company and are engaged in similar and complementary nature of business. The Merger is proposed in order to consolidate the refractories business of both the entities at one place and effectively manage the Transferor Company and Transferee Company as a single entity i.e., the Transferee Company.
- (ii) Creation of a consolidated and diversified base for future growth, enhancing value, having a large net-worth base, greater borrowing capability, and increasing competitive edge over competitors;
- (iii) The Merger will lead to reduction in costs (i.e. overheads, administrative, managerial, and other expenditure), pooling of business and strategic resources, and streamlining the corporate structure; and
- (iv) Efficiency in management, control and running of businesses of the companies by reduction of administrative expenses and responsibilities, multiplicity of records and legal and regulatory compliances.

5. In case of cash consideration – amount or otherwise share exchange ratio:

The entire equity share capital of the Transferor Company is held directly by the Transferee Company and through its nominees. In other words, the Transferor Company is wholly owned subsidiary of the Transferee Company. As a result, upon this Scheme becoming effective, no new shares of the Transferee Company shall be allotted in lieu or exchange of its holding in the Transferor Company and the entire issued, subscribed and paid-up capital of the Transferor Company shall stand cancelled.

6. Brief details of change in shareholding pattern (if any) of listed entity:

The shareholding pattern of the Company i.e. RHI Magnesita India Limited remains unchanged pursuant to this Scheme.

The above information is for your records and required dissemination.

Thanking you,

Yours faithfully

For **RHI Magnesita India Limited**

Sanjay Kumar

Company Secretary

Membership No. ACS-17021