

Registered Office :

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IPICOL House, Janpath
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(CIN)-U27106OR2006PLC008914

www.brplpellets.com

SHORTER NOTICE TO THE MEMBERS

SHORTER NOTICE is hereby given that the **01/2022-23 Extraordinary General Meeting** of the Members of Brahmani River Pellets Ltd. will be held on **21st February, 2023, Tuesday AT 03:00 PM (Indian Standard Time), in the Conference Hall of the Registered Office of the Company at 4th Floor, IPICOL House, Janpath, Bhubaneswar, Odisha-751022 through Video Conferencing / Other Audio Visual Means (“VC/OAVM”) Facility to transact following business:**

Item No. 1 - To approve reappointment of Ms. Anuradha Ambar Bajpai as an Independent Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Ms. Anuradha Ambar Bajpai (DIN: 07128141), who was appointed as an Independent Director at the Extra Ordinary General Meeting of the Company held on March 23, 2018 and who holds office up to March 22, 2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, to hold office for a second term commencing with effect from March 23, 2023 up to March 22, 2028, who would not be liable to retire by rotation."

Item No. 2 - To approve reappointment of Mr. Anandan Krishnamurthi Sachud as an Independent Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Anandan Krishnamurthi Sachud (DIN: 00212427), who was appointed as an Independent Director at the Extra Ordinary General Meeting of the Company held on February 23, 2018 and who holds office up to February 22, 2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, to hold office for a second term commencing with effect from February 23, 2023 up to February 22, 2028, who would not be liable to retire by rotation."

Item No. 3: To approve appointment of Mr. Krishna Rao Badami as Director and Independent Director on the Board of the Company effective from 30th November, 2022 for a term of five years

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

"RESOLVED THAT Mr. Krishna Rao Badami (holding Director Identification No. 09808331), who was appointed as an Additional Director of the Company, with effect from the date of the allotment of the Director Identification Number by the Ministry of Corporate Affairs i.e. 30th November, 2022, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this general meeting of the Company under Section 161 of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

“FURTHER RESOLVED THAT pursuant to the provisions of section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Mr. Krishna Rao Badami, that meets the criteria of independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company for a term of five years effective from 30th November, 2022 and who would not be liable to retire by rotation, be and is hereby approved.”

By Order of the Board of Directors
Brahmani River Pellets Limited

Sd/-
(Suvendu K. Kar)
Company Secretary

Place: Bhubaneswar
Date:21/02/2023

To,

- 1) All the Members of the Company
- 2) All the Directors of the Company
- 3) Statutory Auditors - M/s. Deloitte Haskins & Sells LLP
- 4) Cost Auditors- M/s. Asutosh & Associates
- 5) Chairman of the Audit Committee of the Company
- 6) Chairman of the Nomination & Remuneration Committee of the Board

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 01/ EGM 2022-23 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company considered that the special business under Item no. 01 to 03 of the EGM, being considered unavoidable, be transacted at the 01/2022-23 Extra-Ordinary General Meeting of the Company.

2. General instructions for accessing and participating in the 01/2022-23 Extra-Ordinary General Meeting through VC/OAVM Facility

a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 10/2021, 20/2021 and 11/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 23rd June, 2021, 8th December, 2021 and 28th December, 2022 respectively, as may be applicable to the Company, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder the 01/2022-23 Extra-Ordinary General Meeting of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 01/2022-23 Extra-Ordinary General Meeting shall be the Registered Office of the Company.

b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of participation in the 01/2022-23 Extra-Ordinary General Meeting through VC/OAVM Facility and Voting during the 01/2022-23 Extra-Ordinary General Meeting.

c. In line with the MCA Circulars, the Notice of the 01/2022-23 Extra-Ordinary General Meeting will be available on the website of the Company at www.brplind.com.

d. Since the 01/2022-23 Extra-Ordinary General Meeting will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

e. Members may join the 01/2022-23 Extra-Ordinary General Meeting through VC/OAVM Facility, by registering and joining through the Zoom link as being sent by the Company, which shall be kept open for the Members from 12:35 PM. IST i.e. 15 minutes before the time scheduled to start the 01/2022-23 Extra-Ordinary General Meeting and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 01/2022-23 Extra-Ordinary General Meeting. In case of any difficulty in accessing the technology before or during the Meeting, Members can reach us on 0674-2543390.

f. Members may note that the VC/OAVM Facility by the Company allows participation of all the Members including the large shareholders (i.e. shareholders holding 2% or more

shareholding), promoters, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, auditors, etc. who can attend the 01/2022-23 Extra-Ordinary General Meeting without any restriction.

g. Attendance of the Members participating in the 01/2022-23 Extra-Ordinary General Meeting through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

h. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

i. The Members would be allowed to pose questions during the course of the Meeting. However, Members may also submit questions in advance with regard to the matter to be placed at the 01/2022-23 Extra-Ordinary General Meeting, from their registered email address, mentioning their name, DP ID / Client ID number / folio number and mobile number, to reach the Company's email address suwendu.kar@brplind.com in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

j. During the 01/2022-23 Extra-Ordinary General Meeting, the Chairman shall, after response to the questions raised by the Members in advance, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 01/2022-23 Extra-Ordinary General Meeting.

k. During the Meeting held through VC / OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending e-mails through their registered e-mail address with the Company to the designated e-mail id suwendu.kar@brplind.com. The Chairman may decide to conduct a vote by show of hands where the presence of Members in the Meeting is less than 50.

l. As per MCA circular no. 17/2020 dated 13th April, 2020 read along with subsequent circulars and in view of the prevailing situation, owing to the difficulties involved in

dispatching of physical copies of the Notice of the 01/2022-23 Extra-Ordinary General Meeting, the same is being sent only by email to the Members.

m. The Notice of the 01/2022-23 Extra-Ordinary General Meeting, will be available on the website of the Company at www.brplpellets.com.

n. All relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the Members at the registered office of the Company between 9:00 a.m. to 5:00 p.m., except on holidays up to and including the date of this EGM. The same will also be made accessible for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of EGM.

o. During the 01/2022-23 Extra-Ordinary General Meeting, Members may access the scanned copies of the Memorandum and Articles of Association along with Statutory Registers as required to be maintained under the Companies Act, 2013 by e-mailing to suvenu.kar@brplind.com.

ANNEXURE TO THE NOTICE FOR THE 01/2022-23 EXTRAORDINARY GENERAL MEETING DATED 21ST FEBRUARY, 2023 - EXPLANATORY STATEMENT TO THE SPECIAL BUSINESS

As required pursuant to section 102(1) of the Companies Act, 2013 (Act), the following Explanatory Statement sets out all the material facts relating to the items of business mentioned in the accompanying Notice, being Special Business.

Explanatory Statement:

Item No. 1 – To approve reappointment of Ms. Anuradha Ambar Bajpai as an Independent Director

Pursuant to Section 149 of the Companies Act, 2013 and Rules made thereunder, Ms. Bajpai was appointed as an Independent Director of the Company by the Shareholders of the Company at its' Extra-ordinary General Meeting held on March 23, 2018, for a period of five years with immediate effect.

Ms. Bajpai is a graduate from R. A. Podar College of Commerce and Economics and qualified as a Chartered Accountant in 1987 at the age of 20. She is into practice in since April 2014 having expertise in statutory audit, tax audit, diagnostic testing, identifying and strengthening controls over financial reporting, strengthening process controls, third – party assessment of the strengths and weaknesses of the organisation and the like. She has been serving as an independent director on the boards of listed and unlisted companies.

She has worked for 17 years with Deloitte Haskins & Sells, one of the Big-4 in the professional services industry. She has also worked in various positions for 5 years with DSP Merrill Lynch Private Limited. During the course of these years had a vast and unparalleled exposure to nearly every industry, the chief of them being Companies involved in the highly regulated finance sector (NBFC's, investment banking companies, broking companies, depository participants, primary market operations etc.) advertising industry, telecommunication sector, retail industry and the iron and steel industry. She has also worked with M.L. Bhuwania and A.F. Fergussons, Chartered Accountants.

Ms. Bajpai also holds Directorship in the following companies:

| SI. No. | Name of the Company | Date |
|---------|--------------------------------------|------------|
| 1 | JSW Severfield Structures Limited | 04/05/2022 |
| 2 | Asian Colour Coated Ispat Limited | 30/10/2020 |
| 3 | JSW Vallabh Tinplate Private Limited | 19/07/2021 |

| | | |
|----|--------------------------------------|------------|
| 4 | Brahmani River Pellets Limited | 23/03/2018 |
| 5 | JSW Steel Coated Products Limited | 15/09/2015 |
| 6 | JSW Ispat Special Products Limited | 27/12/2018 |
| 7 | JSW Steel Processing Centres Limited | 16/09/2015 |
| 8 | JTPM Atsali Limited | 31/07/2019 |
| 9 | JSW Industrial Gases Private Limited | 16/07/2021 |
| 10 | Creixent Special Steels Limited | 27/12/2019 |
| 11 | JSW Vijayanagar Metallica Limited | 12/07/2022 |

The Board in its Meeting held on February 21, 2023, based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Ms. Bajpai as a Member of the Board and considering that the continued association of Ms. Bajpai would be beneficial to the Company, proposed to re-appoint Ms. Bajpai as an Independent Director of the Company, not liable to retire by rotation, for a second term effective March 23, 2023 up to March 22, 2028. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Ms. Bajpai for the office of Director.

The Company has received from Ms. Bajpai along with other prescribed disclosures required under the Companies Act, 2013 (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, each as amended, the re-appointment of Ms. Bajpai as an Independent Director of the Company for a second term commencing March 23, 2023 through March 22, 2028 is being placed before the Shareholders for their approval by way of a Special Resolution. Ms. Bajpai, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Ms. Bajpai is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder, each as amended from time to time, and is independent of the Management of the Company and in view of her qualification & vast length of experience in different fields, she has been proposed for reappointment as

an Independent Director of the Company. A copy of the draft letter of reappointment of Ms. Bajpai as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the Extra-Ordinary General Meeting ('EGM') and will also be kept open at the venue of the EGM till the conclusion of the Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Bajpai, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 1 for the approval of the Members.

Item No. 2 - To approve reappointment of Mr. Anandan Krishnamurthi Sachud as an Independent Director

Pursuant to Section 149 of the Companies Act, 2013 and Rules made thereunder, Mr. Anandan Krishnamurthi Sachud was appointed as an Independent Director of the Company by the Shareholders of the Company at its' Extra-ordinary General Meeting held on February 23, 2018, for a period of five years with immediate effect.

Mr. Anandan is a Bachelor of Engineering (B.E.) in Mining passed from college of Engineering, Guindy in 1969. He holds First Class Mines Manager's Certificate of Competency and Diploma in Management from AIMA. He has also attended Middle Management Course in IIM-Ahmadabad.

He has held the position of Director (Mines) till in Neyveli Lignite Corporation Limited (NLC), the largest opencast mine in India and in charge of mining operations of all the mines of NLC in the country. He has worked as a member of expert appraisal committee (mining) appointed by Ministry of Environment and Forests, Government of India. He has also functioned as a co-opt member of state level environmental appraisal committee for Government of Tamil Nadu. He has around 45 years in various aspects of Mining and Environment Management. During his career spanning 44 years in mining, material handling and allied fields had various experience in all aspects of operations of Mines and allied plants of various minerals viz., Iron Ore, Magnesite, Limestone and Brown Coal and also Thermal Plants. He is a Life Member of Mining Engineers Association of India, Fellow of Institution of Engineers of (India) Limited and Life Member of Quality Circle Forum of India.

The Board on February 21, 2023, based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Anandan as a Member of the Board and considering that the continued association of Mr. Anandan would be beneficial to the Company, proposed to re-appoint Mr. Anandan as an Independent Director of the Company, not liable to retire by rotation, for a second term effective February 23, 2023 up to February 22, 2028. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Anandan for the office of Director.

The Company has received from Mr. Anandan along with other prescribed disclosures required under the Companies Act, 2013 (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, each as amended, the re-appointment of Mr. Anandan as an Independent Director of the Company for a second term commencing February 23, 2023 through February 22, 2028 is being placed before the Shareholders for their approval by way of a Special Resolution. Mr. Anandan, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Anandan is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder, each as amended from time to time, and is independent of the Management of the Company and in view of his qualification & vast length of experience in different fields, he has been proposed for reappointment as an Independent Director of the Company. A copy of the draft letter of reappointment of Mr. Anandan as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the Extra-Ordinary General Meeting ('EGM') and will also be kept open at the venue of the EGM till the conclusion of the Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Anandan, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 2 for the approval of the Members.

Item No. 3: To approve appointment of Mr. Krishna Rao Badami as Director and Independent Director of the Company

Pursuant to the provisions of section 161,149 to 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, along with Clause 4.1.5 of the Shareholders' Agreement and Article 102 of the Articles of Association, Mr. Krishna Rao Badami (holding Director Identification No. 09808331) has been appointed by the Board of Directors in its Meeting held on 30th November, 2022 as an Additional Director and Independent Director of the Company with effect from from the date of the allotment of the Director Identification Number by the Ministry of Corporate Affairs i.e. 30th November, 2022 for a term of 5 years, subject to approval of the Shareholders in the General Meeting.

Mr. Badami is a Mechanical Engineer by profession having a rich experience of 37 years in the areas of Straight Grate, Grate-Kiln-Cooler and Vertical Shaft Technologies of Iron ore pelletizing with a proven capability to perform. He has worked with esteemed organizations like KIOCL Ltd. and Bahrain Steel at Kingdom of Bahrain. Mr. Badami do not hold Directorship in any other company.

The Company has received from Mr. Badami along with other prescribed disclosures required under the Companies Act, 2013 (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, Mr. Badami fulfils all the conditions / qualifications specified in the Act and the Rules framed thereunder, each as amended from time to time, for appointment as an Independent Director and is independent of the Management and in

view of his qualification & vast length of experience in different fields, he has been chosen for appointment as an Independent Director of the Company. In compliance with the aforesaid provisions of the Act / Rules/ Shareholders' Agreement/ Articles of Association read with Schedule IV of the Companies Act, 2013, this appointment approved by the Board, is now being placed before the Members for approval of his appointment as a Director of the Company with immediate effect and for his appointment as Independent Director of the Company retrospectively with effect from 30th November, 2022.

The Company has received notice under section 160 of the Companies Act, 2013 from a Member, signifying his intention to propose Mr. Badami for appointment as Independent Director of the Company. The terms & conditions of appointment of Mr. Badami shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day up to the date of this General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Krishna Rao Badami, is concerned or interested in passing of the above Resolution. The Board recommends the Ordinary Resolution as set out at Item No. 3 of for approval by the Members.

By Order of the Board of Directors
Brahmani River Pellets Limited

Sd/-

(Suwendu K. Kar)
Company Secretary

Place: Bhubaneswar
Date:21/02/2023