

**Registered Office :**

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(CIN)-U27106OR2006PLC008914

[www.brplpellets.com](http://www.brplpellets.com)

## **SHORTER NOTICE TO THE MEMBERS**

**SHORTER NOTICE** is hereby given that the **02/2022-23 Extraordinary General Meeting** of the Members of Brahmani River Pellets Ltd. will be held on **09<sup>th</sup> March, 2023, Thursday at 04:00 PM (Indian Standard Time)**, in the Conference Hall of the Registered Office of the Company at **4<sup>th</sup> 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 Related Party Transactions for the period from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024**

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

“RESOLVED THAT the approval of the Shareholders be and is hereby accorded under section 188 of the Companies Act, 2013 and Companies (Meetings of the Board and its Power), Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the Company to enter into Related Party Transactions as provided below for the period from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024:

Sl. No.	Name of the Related Parties	Nature of the Transaction	Amount (Rs. in Crores)
1	Thriveni Pellets Pvt. Ltd.	Sale of Pellet	1870
2	JSW Techno Projects Management Ltd.	Sale of Pellet	1945

“RESOLVED FURTHER THAT the Managing Director of the Company be and is hereby authorised to take necessary action on the matter who may further authorise any other Executive of the Company for the purpose.”

By Order of the Board of Directors  
Brahmani River Pellets Limited

Sd/-  
(Suwendu K. Kar)  
Company Secretary

Date: 9<sup>th</sup> March, 2023  
Place: Bhubaneswar

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.1 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company considered that the special business under Item no.1 of the EGM, being considered unavoidable, be transacted at the 02/2022-23 Extra-Ordinary General Meeting of the Company.

**2. General instructions for accessing and participating in the 02/2022-23 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 and 20/2021 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 23<sup>rd</sup> June, 2021 and 8<sup>th</sup> December, 2021 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 02/2022-23 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 02/2022-23 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 02/2022-23 Extra-Ordinary General Meeting through VC/OAVM Facility and Voting during the 02/2022-23 Extra-Ordinary General Meeting.

c. In line with the MCA Circulars, the Notice of the 02/2022-23 Extra-Ordinary General Meeting will be available on the website of the Company at [www.brplind.com](http://www.brplind.com).

d. Since the 02/2022-23 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 02/2022-23 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 03:45 PM. IST i.e. 15 minutes before the time scheduled to start the 02/2022-23 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 02/2022-23 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 02/2022-23 Extra-Ordinary General Meeting without any restriction.

g. Attendance of the Members participating in the 02/2022-23 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 02/2022-23 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](mailto: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 02/2022-23 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 02/2022-23 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](mailto: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 13<sup>th</sup> April, 2020 and in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 02/2022-23 Extra-Ordinary General Meeting, the same is being sent only by email to the Members.

m. The Notice of the 02/2022-23 Extra-Ordinary General Meeting, will be available on the website of the Company at [www.brplpellets.com](http://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 02/2022-23 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](mailto:suvenu.kar@brplind.com).

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**ANNEXURE TO THE NOTICE FOR THE 02/2022-23 EXTRAORDINARY GENERAL MEETING DATED 09<sup>TH</sup> MARCH, 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 Related Party Transactions for the period from April, 2023 to March, 2024**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 read with rule 15 of Companies (Meetings of the Board and its Powers) Rules, 2014 that govern the Related Party transactions, requires that for entering into any contract or arrangement as mentioned in the subsequent paras with the related parties, the Company must obtain prior approval of the Board of Directors. Further, in case of the transactions of Sale, Purchase, Supply of goods or materials amounting to 10% or more of the turnover of the Company, approval of the Shareholders by way of an Ordinary Resolution must be obtained.

Given that the value of the inter-company transactions done with the holding and joint venturer companies are relatively large and of a material value, to remain fully compliant beyond any reason of doubt, approval of the Members is proposed to undertake business within the best judgement by following such process as it deems appropriate and adequate to meet the requirement of the provisions of the Companies Act, 2013.

The Board in its 96<sup>th</sup> Meeting held on 09<sup>th</sup> March, 2023 had approved the following Related Party Transactions for the period from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024 with the related parties i.e. Thriveni Pellets Pvt. Ltd. and JSW Techno Projects Management Ltd. under the provisions of the Companies Act, 2013 read with Rules made thereunder and pursuant to the Shareholders' Agreement and Pellet Offtake Agreement executed between the Promoters and the Company effective from 23<sup>rd</sup> February, 2018, subject to approval by the Members in general meeting:

<b>Sl. No.</b>	<b>Name of the Related Parties</b>	<b>Nature of the Transaction</b>	<b>Amount (in Rs. Crores)</b>
1	Thriveni Pellets Pvt. Ltd.	Sale of Pellet	1870

2	JSW Techno Projects Management Ltd.	Sale of Pellet	1945
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The Company is required to enter in to the aforementioned related party transactions for the period from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024, it is therefore proposed for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. The Board recommends the Ordinary Resolution as set out at Item No. 1 for approval by the Members.

By Order of the Board of Directors  
Brahmani River Pellets Limited

Sd/-  
(Suvendu K. Kar)  
Company Secretary

Date: 9<sup>th</sup> March, 2023  
Place: Bhubaneswar