

Brahmani River Pellets Ltd.

18TH ANNUAL GENERAL MEETING

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **18th Annual General Meeting** of the Members of Brahmani River Pellets Ltd. will be held on **29th July, 2024, Monday at 12:00 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:**

ORDINARY BUSINESS:

Item No. 01: To receive, consider and adopt the financial statements of the Company and the Reports of the Board of Directors and Auditors for the financial year 2023-24

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2024, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 02: To appoint a Director in place of Mr. J. Nagarajan (DIN:08066275) who retires by rotation and is eligible for reappointment

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

“RESOLVED THAT under section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. J. Nagarajan (DIN: 08066275), who retires by rotation and being eligible, offers himself for reappointment, be and is hereby reappointed as Director on the Board of Directors of the Company who would be liable to retire by rotation.”



SPECIAL BUSINESS:

Item No. 03: Appointment of Mr. Prabhakaran Sooryanarayanan as Nominee Director of the Company

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

“RESOLVED THAT the appointment of Mr. Prabhakaran Sooryanarayanan, (possessing Director Identification Number 08943349), nominee of the Thriveni Pellets Private Limited, as Nominee Director on the Board of the Company by the Board of Directors with effect from 1st May, 2024 be and is hereby ratified who will be liable to retire by rotation.”

Item No. 04: To ratify the remuneration payable to M/s. Asutosh & Associates, Cost Auditors for the financial year 2024-25 under section 148(3) of the Companies Act, 2013

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

“RESOLVED THAT under section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules issued by the Central Government there under, the reappointment made by the Board of Directors in its Meeting held on 30th April, 2024 of M/s. Asutosh & Associates, Cost Accountants in practice, Bhubaneswar, as Cost Auditors of the Company for the financial year 2024-25 in respect of “Ore and Mineral Products” at a remuneration of Rs.1,35,000/- (Rupees One Lakh & Thirty Five Thousand) plus applicable taxes and reimbursement of reasonable travelling and out of pocket expenses incurred in connection with the cost audit work be and is hereby ratified.”

By Order of the Board of Directors
Brahmani River Pellets Limited

Sd/-

(Suvendu K. Kar)
Company Secretary

Place: Bhubaneswar
Date: 27th July, 2024



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) Secretarial Auditors - M/s. S. Srinivasan & Co.
- 5) Cost Auditors - M/s. Ashutosh & Associates

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. 3 and 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company in its meeting held on 30th April, 2024 considered that the special business under Item No. 3 and 4 being considered unavoidable, be transacted at the 18th AGM of the Company.

2. General instructions for accessing and participating in the 18th AGM through VC/OAVM Facility

a. In Pursuance to General Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 respectively, 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 18th AGM 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 18th AGM 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 18th AGM. 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 18th AGM through VC/OAVM Facility and Voting during the 18th AGM.

c. In line with the MCA Circulars, the Notice of the 18th AGM will be available on the website of the Company at www.brplind.com.

d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

e. Members may join the 18th AGM through VC/OAVM Facility, by joining through the Zoom link or any other VC / OAVM link as being sent, which shall be kept open for the Members from 11:45 AM. IST i.e. 15 minutes before the time scheduled to start the 18th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 18th AGM. 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 18th AGM without any restriction.

g. Attendance of the Members participating in the 18th AGM 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. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 18th AGM, 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 suvendu.kar@brplind.com atleast 48 hours 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 18th AGM, 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 18th AGM.

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. Pursuant to the MCA Circulars and in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 18th AGM and the Annual Report including therein the Audited Financial Statements for financial year 2023-24, are being sent only by email to the Members.

m. The Notice of the 18th AGM and the Annual Report including therein the Audited Financial Statements for the financial year 2023-24, will be available on the website of the Company at www.brplpellets.com.

n. Electronic copy of all the documents referred to in the accompanying Notice of the 18th AGM and the Explanatory Statement shall be available for inspection in the website of the Company at www.brplpellets.com.

o. During the 18th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act by e-mailing to suwendu.kar@brplind.com.

p. Details as required in Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment / re-appointment at the 18th AGM, forms integral part of the Notice of the 18th AGM. Requisite declarations have been received from the Directors for seeking appointment / re-appointment.

ANNEXURE TO THE NOTICE FOR THE 18TH ANNUAL GENERAL MEETING DATED 29TH JULY, 2024 - 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.

Item No.03: Appointment of Mr. Prabhakaran Sooryanarayanan as Nominee Director on the Board of the Company

Due to change of nomination by Thriveni Pellets Private Limited vide its letter dated 20th April, 2024, your Board of Directors in its Meeting held on 30th April, 2024 had appointed Mr. Prabhakaran Sooryanarayanan (possessing Director Identification Number 08943349), as Nominee Director on the Board of the Company with effect from 1st May, 2024 to fill in the vacancy caused in place of Mr. Soundararajan Venkateswaran, who will be liable to retire by rotation.

Mr. Sooryanarayanan is a young bright professional and holds Mechanical Engineering degree from PSG Tech Institute, Coimbatore. He is a shareholder in Thriveni Earthmovers, a company engaged in the activities of Mining (Coal, Iron Ore, Copper, Lignite, Graphite), Civil Contracts (Railways, Site Grading), RMC, Road Projects, Mineral Processing in India and globally throughout the world. He is successfully leading high performance team with diverse group of people for the engineering services in Thriveni, which is the most critical domain of the company. Along with engineering he is taking care of business development and operations of Thriveni across commodities both in India and Globally.

Mr. Sooryanarayanan is currently on the Board of the following Company:

Sl. No.	Name of the companies / bodies corporate / firms / association of individuals	Date on which appointed
Private Limited Companies		
1	Thriveni Metals Private Limited	05/04/2022
2	Thriveni Car Company Private Limited	07/11/2020

Mr. Sooryanarayanan has given his Consent to act as Director on the Board of the Company in Form DIR-2 and submitted his disclosures as required under the provisions of the Companies Act, 2013.

In compliance with the aforesaid provisions of the Act / Rules/ Shareholders' Agreement and Articles of Association, this appointment approved by the Board, is now being placed before the Members for ratification with effect from 1st May, 2024.

None of the Directors except Mr. Prabhakaran Sooryanarayanan, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

Item No. 04: To ratify the remuneration payable to M/s. Asutosh & Associates, Cost Auditors for the financial year 2024-25 under section 148(3) of the Companies Act, 2013

In accordance with section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors to audit the Cost Accounts maintained by your Company for the financial year 2024-25 is required to be approved by the Board of Directors on the recommendation of the Audit Committee and the remuneration payable to them be ratified subsequently by the Shareholders in the General Meeting.

In pursuance of the aforesaid provisions of the Companies Act, 2013 and Rules framed thereunder, your Board of Directors, has reappointed M/s. Asutosh & Associates, Cost Accountants in practice, Bhubaneswar as Cost Auditors for the financial year 2024-25 at a remuneration of Rs.1,35,000/- (Rupees One Lakh Thirty Five Thousand only) plus applicable taxes and reimbursement of reasonable traveling / out of pocket expenses incurred in connection with the cost audit work and has recommended the remuneration for ratification of the Shareholders in this Meeting.

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. 04 of the Notice of 18th AGM for approval by the Members.

By Order of the Board of Directors
Brahmani River Pellets Limited

Sd/-
(Suvendu K. Kar)
Company Secretary

Place: Bhubaneswar
Date: 27th July, 2024

BOARD OF DIRECTORS' REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024
Under Section 134(3) of the Companies Act, 2013

The Members,
 Brahmani River Pellets Limited

Your Directors have immense pleasure in presenting the 18th Boards' Report on the business and operations of the Company together with the Audited Accounts and Auditors' Report for the financial year ended 31st March, 2024 containing the matters as required under section 134(3) of the Companies Act, 2013 (the Act) and Companies (Accounts) Rules, 2014 (the Rules).

1. Financial Results

(Rupees in Crores)

Particulars	FY 2023-24	FY 2022-23
i. Revenue from operations	2473.91	2599.24
ii. Other Income	36.98	26.78
iii. Total Income	2510.88	2626.02
iv. Expenses		
Cost of material consumed	1722.34	1790.09
Changes in inventories of finished goods, stock in trade and work in progress	45.74	(22.13)
Employee benefit expenses	34.04	31.99
Finance costs	6.02	7.88
Depreciation and amortization expenses	74.95	74.93
Other expenses	575.88	705.86
Total Expenses	2458.97	2588.62
v. Profit before tax(iii-iv)	51.91	37.40
vi. Tax expenses		
Current tax	7.15	3.94
Adjustment of tax relating to earlier years	0.67	0.53
Deferred tax(credit)/charge	5.42	6.77
Total Tax Expenses	13.24	11.24
vii. Profit after tax(v-vi)	38.67	26.16

2. Financial Highlights

Your Company has clocked a turnover of Rs. 2510.88 crore for the year ended March 31, 2024, a decrease of 4.42 %, as compared to Rs.2626.02 crore during previous year. The

Company reported net profit of Rs. 38.67 crore for FY 2023-24 as compared to net profit of Rs. 26.16 Crore for FY 2022-23. Decrease in revenue is primarily on account of the decrease in market demand.

3. Operations:

Your Company has achieved 78% capacity utilization in the current Financial year. This dip in performance was due to unviability of the operations in the domestic and export market for approximate period of 90 days.

Knowing the price sensitivity of the market, the Company is sourcing the Iron Ore fines of various grade and blending them in different proportion to keep IOF cost in check and continue to produce the required quality of the Pellets at an optimum cost.

We replaced the pipeline at Kuajharan Ghat, covering about 1100m. This was done to eliminate the weaker section of the pipeline due to slack flow. We further replaced the pipeline at Jurudi, spanning about 340m. This was necessary to eliminate bends that were liable to fail, especially in a populated area with high pressure (Pressure > 180 bar).

During the year, we focused on technology absorption, leading to several improvements. we installed a real-time power consumption monitoring system in the control room, to optimize maximum demand (MD) in power. In the Filtration process at the Pellet Plant, we modified the operation philosophy of Pressure Releasing through Vent valve. This modification has significantly reduced the cycle time by approximately 30 seconds per cycle. These measures have given us some cost saving. Furthermore, we replaced eight burner refractories with Pre Cast Pre Fired (PCPF) blocks in the furnace, enhancing the overall reliability and performance of the system.

In our endeavour to utilize alternative sources of power, we have installed a rooftop solar plant of 685 kW at the pellet plant, which commenced energy production from January 2024. On an average, we are generating 2400 units per day from the installed rooftop solar system. This green energy initiative has resulted in a reduction of approximately 950 kg of carbon emissions per day.

The company has successfully installed and commissioned 132 kV parallel bay at both the beneficiation and pellet plant switch yards. With both bays now working in parallel, we have enhanced our operational reliability. In the event of a fault in one bay, we can seamlessly utilize power through the other bay, avoiding prolonged interruptions to plant operations.

Additionally, at the beneficiation plant, the company has installed a 1500 kVAR capacitor bank. This initiative aims to improve the power factor, leading to more efficient energy utilization.

In FY23-24, the company excavated significant quantity of iron ore tailings from the Nalda tailing storage facility to accommodate tailings. To expedite faster evacuation, several earth-moving equipment have been deployed for this purpose.

4. Dividend

To maintain the liquidity of funds for meeting the future financial requirements of the Company, the Board of Directors has decided not to declare any dividend for the financial year 2023-24.

5. Amount which the Company proposes to carry to any reserves

The Board of Directors has not proposed to carry any amount to any reserve account during the year.

6. Projects and Expansion Plans

The company has commissioned the upgradation project of the Beneficiation plant at Barbil during FY 23-24. This upgrade will enable to utilize Low Grade Fines and beneficiate them to produce required grade of pellets.

7. Change in the Nature of Business:

There were no changes in the nature of business during the period under review.

8. Disclosures under Section 134(3)(L) of the Companies Act, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

9. Revision of Financial Statement

There was no revision of the financial statements for the year under review.

10. Credit Rating

ICRA has rated the Company's term loan and long term fund based and non-fund based credit facility as A (Stable).

11. Deposits

Your Company has not accepted or renewed any deposits within the meaning of section 73 of Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014.

12. Share Capital

The Authorised Share Capital of the Company is Rs.1000,00,00,000 divided into 100,00,00,000 equity shares of Rs. 10/- each. As on March 31, 2024, the issued, subscribed and paid-up share capital of your Company stood at Rs.911,41,96,340 comprising 91,14,19,634 equity shares of Rs. 10/- each.

As on 31st March, 2024, none of the Directors of the Company hold convertible instruments of the Company.

13. Board of Directors and Key Managerial Personnel

1. Board of Directors:

a) Composition & Constitution of Board of Directors:

During the year under review, there were following changes in the composition of the Board of Directors of the Company:

Sl. No.	Name of the Directors	Details of Change	Date of Change
1	Mr. Santtosh Senapati	Cessation as Director	28/07/2023
2	Mr. Priya Ranjan Prasad	Cessation as Director and Managing Director	28/07/2023
3	Mr. Shilp Sharma	Appointment as an Additional Director and Managing Director	29/07/2023
4	Mr.Soundararajan Venkateswaran	Appointment as Nominee Director	29/07/2023
5	Mr. Shilp Sharma	Change in designation from Additional Director to Director	25/08/2023

In the opinion of the Board, all the Independent Directors of the Company meet the criteria of integrity, expertise and experience including that of the proficiency as ascertained from the online proficiency self-assessment test conducted by the Institute notified under sub-section (1) of section 150.

The reappointments of Ms. Anuradha Ambar Bajpai as Independent Director with effect from 23/03/2023 and Mr. K. S. Anandan as Independent Director with effect from 23/02/2023 were approved by the Shareholders of the Company through special resolutions in their Meeting held on 21st February, 2023.

The Board of your Company currently comprises 8 Directors out of which 3 are Independent Directors including 1 Woman Director. The constitution of the Board of Directors of the Company as on 31st March, 2024 is as under:

Sl. No.	Name of the Directors	Designation
1	Mr. P. K. Kedia	Nominee Director of JTPML & Chairman of the Board
2	Mr. Shilp Sharma	Nominee Director of TPPL & Managing Director
3	Ms. Anuradha Bajpai	Independent Women Director
4	Mr. K. S. Anandan	Independent Director
5	Mr. Krishna Rao Badami	Independent Director
6	Mr. Nagarajan Jambunathan	Nominee Director of JTPML
7	Mr. Naman Saraf	Nominee Director of TPPL
8	Mr. Soundararajan Venkateswaran	Nominee Director of TPPL

According to Section 152(6) of the Companies Act, 2013 Mr. J. Nagarajan (DIN: 08066275) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible have offered himself for reappointment.

b) Board Meeting & Attendance:

During the year under review, the Board of your company met Six (6) times. The details of Board Meeting held and participation of Directors is enumerated below:

Sl. No.	Date of the Meeting	Total no. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	21/04/2023	8	8	100
2	23/05/2023	8	8	100
3	28/07/2023	8	8	100
4	01/11/2023	8	8	100
5	22/01/2024	8	8	100
6	06/03/2024	8	8	100

The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

c) Declaration by Independent Directors:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and they

meet the criteria of integrity, expertise and experience including that of the proficiency as ascertained from the online proficiency self-assessment test conducted by the institute notified under sub-section (1) of section 150.

2. Key Managerial Personnel:

1st April, 2023 to 31st March, 2024	
Mr. Priya Ranjan Prasad	Managing Director up to 28 th July, 2023
Mr. Shilp Sharma	Managing Director with effect from 29 th July, 2023
Mr. Chandra Prakash Tated	Chief Financial-cum-Commercial Officer
Mr. Rahul Vaishnav	Chief Executive Officer with effect from 21 st April, 2023
Mr. Suvendu Kar	Company Secretary

14. Board Evaluation

During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors.

The questionnaire for Board evaluation was prepared taking into consideration various aspects of the Board's functioning such as understanding of Board members of their roles and responsibilities, time devoted by the Board to Company's long term strategic issues, quality and transparency of Board discussions, quality, quantity and timeliness of the information flow between Board members and management, Board's effectiveness in disseminating information to shareholders and in representing shareholder interests, Board information on industry trends and regulatory developments and discharge of fiduciary duties by the Board. Committee performance was evaluated on the basis of their effectiveness in carrying out respective mandates.

The performance evaluation of the Non-Independent Directors, the Board as a whole and Chairman of the Company was carried out by the Independent Directors at a separate meeting of the Independent Directors.

15. Committees of Board

In accordance with the provisions of the Companies Act, 2013 read with the rules framed thereunder, the following committees of the Board are in place:

- a) Audit Committee
- b) Nomination and Remuneration Committee

- c) Corporate Social Responsibility Committee
- d) Securities Allotment Committee
- e) Finance Committee

a) Audit Committee:

The composition of the Audit Committee is in conformity with the provisions of the Section 177 of the Companies Act, 2013 and the Rules made thereunder. The Audit Committee currently comprises of the following members:

1. Ms. Anuradha Bajpai, Chairperson
2. Mr. K.S. Anandan, Member
3. Mr. Krishna Rao Badami, Member
4. Mr. N. Jambunathan, Member
5. Mr. Soundararajan Venkateswaran, Member

The roles and responsibilities of the Audit Committee are as enumerated in the terms of reference approved by the Board of Directors and as stated in the Companies Act, 2013. The Committee apart from other things is inter-alia responsible for the internal control system and vigil mechanism system of the Company and the policy framed thereunder.

During the year under review, the Committee met five times on 22/05/2023, 27/07/2023, 31/10/2023, 20/01/2024 and 06/03/2024.

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

b) Nomination and Remuneration Committee:

The composition of the Nomination and Remuneration Committee is in conformity with the provisions of the Section 178 of the Companies Act, 2013 and Rules made thereunder. The Nomination and Remuneration Committee comprises of:

1. Mr. K. S. Anandan, Chairman
2. Ms. Anuradha Bajpai, Member
3. Mr. Naman Saraf, Member
4. Mr. P. K. Kedia, Member

The roles and responsibilities of the Nomination & Remuneration Committee are as enumerated in the terms of reference approved by the Board of Directors and as stated under Section 178 of the Companies Act, 2013.

Your Company has devised the Nomination and Remuneration Policy for the appointment of persons to serve as Directors on the Board of your Company and for the appointment of Key Managerial Personnel (KMP) of the Company, who have the capacity and ability to lead the Company towards achieving sustainable development. The policy also covers remuneration of Directors' and KMPs including criteria for determining qualifications, positive attributes, independence of a director and other matters as provided under section 178 (3). The Nomination and Remuneration Policy is available at <https://www.brplpellets.com/>.

Your Company has also devised a Policy for Performance Evaluation of Independent Directors, Board, Committees and other Individual Directors which includes criteria for Performance Evaluation of the Non-Executive Directors and Executive Directors. On the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

During the year under review, the Committee met three times on 21/04/2023, 23/05/2023 and 28/07/2023.

c) Corporate Social Responsibility (CSR) Committee:

The composition of the Corporate Social Responsibility Committee is in conformity with the provisions of the Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee currently comprises of following members:

1. Mr. Soundararajan Venkateswaran, Chairman
2. Ms. Anuradha Bajpai, Member
3. Mr. Shilp Sharma, Member
4. Mr. Nagarajan Jambunathan, Member

The roles and responsibilities of the Corporate Social Responsibility Committee are as enumerated in the terms of reference approved by the Board and as stated in the Companies Act, 2013. The Corporate Social Responsibility Policy of the Company and the details of the development of the CSR Policy and initiatives taken by the Company on Corporate Social Responsibility during the year are appended separately as '**Annexure - A**' to this Board Report.

During the year under review, the Committee met two times on 22/05/2023 and 31/10/2023.

In addition to the above referred Committees, which are constituted pursuant to the provisions of the Companies Act, 2013, the Board has constituted the following major Committees of the Board and delegated thereto powers and responsibilities with respect to specific purposes. Time schedule for holding the meetings of these Committees are finalized in consultation with the Committee Members:

d) Securities Allotment Committee:

The Securities Allotment Committee presently comprises of the following Directors as its members:

- 1) Mr. Shilp Sharma - Chairman
- 2) Mr. Soundararajan Venkateswaran - Member
- 3) Mr. Nagarajan Jambunathan -Member

The roles and responsibilities of the Securities Allotment Committee are as enumerated in the terms of reference approved by the Board.

There was no Committee meeting held during the year under review.

e) Finance Committee:

The Finance Committee comprised of the following members during the year:

- 1) Mr. Nagarajan Jambunathan –Chairman
- 2) Mr. Shilp Sharma -Member
- 3) Mr. Soundararajan Venkateswaran - Member

The roles and responsibilities of the Finance Committee are as enumerated in the terms of reference approved by the Board.

During the year under review, the Committee met four times on 22/05/2023, 27/07/2023, 28/07/2023 and 05/02/2024.

16. Internal Control System:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its business.

The Company has appointed M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants as Internal Auditors of the Company for Financial Year 2023-24 pursuant to the provisions of Section 138 of the Companies Act, 2013 read along with the rules framed thereunder and it reports to the Audit Committee of the Company. The Internal Auditors and the Audit Committee are responsible for monitoring and evaluating the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the evaluation and the reports submitted by the Internal Auditors, corrective actions in the respective areas are taken thereby strengthening the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Internal Financial Controls:

The Company has in place adequate Internal Financial Controls with reference to financial statements. During the year under consideration, no reportable material weakness in the design or operation was observed.

17. Development and Implementation of Risk Management Policy for the Company:

The Board has developed and implemented a Risk Management Policy for the Company. The Policy includes, inter alia, the elements of risks which, in the opinion of the Board, may threaten the existence of the Company and their mitigation plans. The implementation of the Policy is being monitored by the Board from time to time.

18. Vigil Mechanism:

The Board has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed “Whistle Blower Policy and Vigil Mechanism” (“the Policy”). Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

This Policy has been framed with a view to inter alia provide a mechanism inter alia enabling stakeholders, including Directors, individual employees of the Company and their representative bodies, to freely communicate their concerns about illegal or unethical practices and to report genuine concerns or grievance as also to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for access to the Chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee.

Mr. Shilp Sharma, Managing Director is designated as the Ethics Counsellor.

19. Auditors and Auditors' Report:

A. Statutory Auditors:

Under section 139 of the Act and Rules made thereunder, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration number 117366W / W100018 with the Institute of Chartered Accountants of India) were reappointed for a second term as Auditors of the Company for a period of five years commencing from the financial year 2023-24 up to 2027-28 who hold office from the conclusion of the 17th Annual General Meeting (AGM) of the Company until the conclusion of the 22nd AGM. The Auditors' Report for the year 2023-24 does not contain any qualifications, reservations, adverse remark or disclaimer by the Auditors and hence do not call for any explanation or comments by the Board under section 134(3)(f) of the Act except that there is a factual disclosure in the Auditors' Report pertaining to maintenance of audit trail, as explained below:

The notes to financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. As required under proviso to sub rule (1) of rule 3 of The Companies (Accounts) Rules, 2014 known as the Companies (Accounts) Amendment Rules, 2021, the Company has been maintaining its books of accounts in SAP ECC 6.0 ("accounting software") for the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility along with the date when such changes were made and ensuring that the audit trail cannot be disabled and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature was not enabled at certain master tables relating to sales, inventory, accounts payable and property, plant and equipment's business processes, and audit trail feature was not enabled at the database level to log any direct data changes.

The Company has subsequently enabled the audit trail (edit log) facility for the above master tables from April, 2024 and audit trail feature would be enabled at the database level to log any direct data changes by May, 2024. Adequate alternate control existed to ensure that the internal financial controls over financial reporting have operated effectively throughout the financial year.

B. Cost Auditors:

Pursuant to Section 148(2) of the Companies Act, 2013 read with the Companies (Cost Records and Audit), Amendment Rules 2014, the Board on the recommendation of the Audit Committee, had reappointed M/s. Asutosh & Associates, Cost Accountants to conduct the audit of the cost accounting records of the Company for the Financial Year 2023-24.

The cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is required to be maintained by the Company and accordingly such accounts and records are made and maintained.

C. Secretarial Auditors:

As required under section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had reappointed M/s. S. Srinivasan & Co., Practising Company Secretaries as Secretarial Auditors for the Financial Year 2023-24, who have submitted their Report which is annexed hereto as **Annexure - B** and forms part of this Report. The report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

20. Environmental and Safety Initiatives:

Our company has undertaken various measures to address safety and environmental concerns at its plant locations, those includes the below:

- 53rd National Safety Week, 2024 was observed with various activities & events like competitions on Safety Skit, Safety Quiz, Safety Poster, Safety Essay, Safety Slogan & presentation of Safety Ideas.
- 35th National Road Safety Week, 2024 was observed with picketing at gates, awareness sessions to truck drivers and company employees on road safety aspects & events were held to spread the road safety message.
- 4th National Electrical Safety Week, 2023 was observed at Plant Sites with electrical safety training programs, electrical safety inspections & onsite sessions on electrical safety.
- National Fire Service Week, 2023 was observed at Plant Sites with the conduct of mass fire safety awareness sessions, trainings of fire safety, training with demo on use of fire extinguishers, emergency mock-drill & firefighting equipment inspection.

- Environmental Awareness campaign was organized on the occasion of World Environment Day, 2023 in adjoining villages, Plantation of saplings done and saplings trees distributed amongst the local villagers.
- Signage boards on environment protection awareness & safety awareness has been installed.
- Development and maintenance of greenery & landscape inside Plant premises.
- New garland drain has been constructed near WTP-2.
- New black top road has been construction inside Plant premises for reducing the dust emission.

21. Related Party Transactions:

The disclosure of material Related Party Transactions required pursuant to provisions of the Section 134(3)(h) read with section 188(2) of the Companies Act, 2013 is given in 'Annexure-C' to this report.

Suitable disclosure on related party transactions, as required by the Indian Accounting Standards has been made in the notes to the Financial Statements.

22. Particulars of Loans, Guarantees or Investments u/s 186 of the Companies Act, 2013:

During the year under review, your Company has not given any loans or provided guarantees or made any investment in terms of the provisions of Section 186 of the Companies Act, 2013.

23. Significant and Material Orders Passed by the Regulators:

During the year under review, no orders were passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations.

24. Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016

There are no applications made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

25. Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof

During the year the Company has not done any one-time settlement, hence disclosure under it is not required.

26. Annual Return:

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, Annual Return is available at <https://www.brplpellets.com/>.

27. Particulars of Employees:

The Disclosures pertaining to particulars of employees as required in terms of the Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as '**Annexure-D**'.

28. Disclosure under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. An internal Complaints Committee (ICC) has been set up at Company level to redress complaints received regarding sexual harassment. All employees of the Company are covered under this policy.

29. Secretarial Standards:

The Directors state that applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, have been duly followed by the Company.

30. Directors' Responsibility Statement:

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) That the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

- c) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for the year under review;
- d) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) The directors had prepared the annual accounts on a going concern basis; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

31. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The information required pursuant to the provisions of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and Foreign Exchange earnings and outgo is annexed hereto marked as '**Annexure-E**' and forms part of this report.

32. Appreciation:

Your Directors would like to express their appreciation for co-operation and assistance received from Government Authorities, Financial Institutions, Banks, Vendors, Customers, Shareholders and other business associates during the year under review. The Directors also wish to place on record their deep sense of appreciation for the committed services by all the employees of the Company.

For and on behalf of the Board of Directors

**Sd/-
(Shilp Sharma)
Managing Director
DIN: 10260135**

**Sd/-
(P. K. Kedia)
Chairman
DIN: 00020570**

**Date: 30th April, 2024
Place: Bhubaneswar**

**ANNUAL REPORT ON CSR ACTIVITIES FOR THE
FINANCIAL YEAR 2023-24**

(Pursuant to Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. Brief outline on CSR Policy of the Company - The CSR Policy is attached.
2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Soundararajan Venkateswaran	Chairman (Director)	1	1
2	Ms. Anuradha Bajpai	Member (Independent Director)	2	2
3	Mr. Shilp Sharma	Member (Managing Director)	1	1
4	Mr. Nagarajan Jambunathan	Member (Director)	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. – www.brplpellets.com
4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. - Not Applicable.
5. (a) Average net profit of the company as per sub-section (5) of section 135 -
Rs.75.56 crore
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135
- Rs.1.52 crore

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.- **NIL**

(d) Amount required to be set off for the financial year, if any- **NIL**

(e) Total CSR obligation for the financial year (5b+5c-5d). – Rs.1.52 crore

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)

– Rs.1.52 crore

(b) Amount spent in Administrative Overheads – Nil/-

(c) Amount spent on Impact Assessment, if applicable - Not Applicable

(d) Total amount spent for the Financial Year (6a+6b+6c) – Rs.1.52 crore

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs.1,52,00,000	Nil	Not Applicable	Not Applicable	NIL	NIL

(f) Excess amount for set off, if any - Not Applicable

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	1,52,00,000
(ii)	Total amount spent for the Financial Year	1,52,00,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to a fund as specified under Schedule VII as per second proviso to section 135(5), if any.		Amount remaining to be spent in succeeding financial years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
1.	2020-21	5,36,93,750*	Nil	18,01,932	-	-	Nil	-
2.	2021-22	5,09,91,133#	91,49,331	1,19,57,423	-	-	91,49,331	-
3.	2022-23	3,56,41,197	16,42,948	3,39,98,249	-	-	16,42,948	-
	Total	10,46,84,883	2,26,26,328	3,51,89,687			2,26,26,328	-

*Rs. 18,01,932 was the opening balance as on 1st April, 2023 out of which Rs. 18,01,932 was spent in the reporting period.

Rs. 2,11,06,754 was the opening balance as on 1st April, 2023 out of which Rs. 1,19,57,423 was spent in the reporting period.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year- No

If Yes, enter the number of Capital assets created/ acquired – Not Applicable

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR Amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
-	-	-	-	-	CSR Registration Number, if applicable	Name	Registered address
					-	-	-

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).- During the year the Company has fully spent its CSR obligation of Rs.1.52 crore on CSR activities as per the provisions of the Companies Act, 2013.

**For and on behalf of the Board of Directors of
Brahmani River Pellets Limited**

**Sd/-
Shilp Sharma
Managing Director
DIN: 10260135**

**Sd/-
Soundararajan Venkateswaran
Chairman of CSR Committee
DIN: 08035383**

**Date: 30/04/2024
Place: Bhubaneswar**

CORPORATE SOCIAL RESPONSIBILITY POLICY

1. Preface

Brahmani River Pellets Limited is engaged in the business of Manufacturing and Selling of Iron Ore Pellets within and outside India. The company is having Beneficiation plant, strategically located in Iron Ore mine area at Barbil in Keonjhar district and Pellet Plant at Kalinganagar in Jajpur district of Odisha. Beneficiation plant and pellet plant are connected with state of art Slurry Pipe line which run through 230 kms.

The Company is committed to creating more smiles at every step of the journey and is in constant pursuit of making life better for communities with its various initiatives in the fields of health, education, livelihood and sports along with art and culture.

The Company believes in inclusive growth to facilitate creation of a value-based and empowered society through continuous and purposeful engagement of society around.

The Company firmly believes in strengthening the social capital. It has adopted a Corporate Social Responsibility Policy where it strives to address the social issues in and around its plants.

Brahmani River Pellets Limited (BRPL) is committed to:

- Allocate at least 2% of its average Net Profits made during the three immediately preceding financial years towards Corporate Social Responsibility, as per the categories mentioned in Schedule VII of the Companies Act 2013,***
- Transparent and accountable system for social development and conducting periodic assessments,***
- Concentrate on community needs and perceptions through social processes***

and related infrastructure development,

- ***Provide special thrust towards empowerment of women through a process of social inclusion,***
- ***Spread the culture of volunteerism through the process of social engagement.***

FOCUS:

BRPL has decided to focus on the complete life cycle approach with specific interventions are recommended as below:

- Efficient maternal and child health care services
- Enhance access to improved nutrition services
- Access to safe drinking water at remote areas
- Early childhood education/ pre-primary education
- Completion of primary and secondary education
- Enhancing the output of present occupation
- Skill Development, Employability and vocational education
- Support various CSR initiatives as per guidelines of IMCO, Govt of Odisha.

STRATEGY:

BRPL allocates at least 2% of its average Net Profits made during the three immediately preceding financial years for the planning and implementation of CSR. All the CSR initiatives are approved by the committee and the same are reviewed periodically.

Taking a note of the importance of synergy and interdependence at various levels, BRPL would adopt a strategy for working directly or in partnership, wherever appropriate.

- Priority to be given to the areas in the immediate vicinity of the plant locations defined as Direct Influence Zone (DIZ). The policy enables plants to define their own DIZ with the provision that this could be expanded as per the size of operations. However, certain programs might be expanded beyond this geographical purview and upscaled. This context is defined as Indirect Influence Zone (IIZ)
- All the interventions would be formulated based on need assessment using different quantitative and qualitative methods
- All the interventions would be adopted based on concurrent evaluation and knowledge management through process documentation
- Social Mobilization, advocacy at various levels, and/or appropriate policy changes would form part of the interventions in each sector

INTERVENTIONS:

In line with the approach and strategy, BRPL plans interventions in the field of health, education, livelihood, skill development, vocational education, women empowerment, environment sustainability and responsible citizenship. The key thematic interventions as per the Schedule VII of the Companies Act 2013 include:

1. ERADICATING HUNGER, POVERTY, MALNUTRITION, ETC.:

BRPL as per its commitment to the local development and nation building shall initiate various projects. Major projects planned under this theme over next three years include:

- a. Soil and water conservation
- b. Provision of Safe drinking water in remote areas.

- c. Complimenting government schemes such as ICDS- *Integrated Child Development Scheme* and NRHM – *National Rural Health Mission (ANC, PNC, Immunization)*
- d. Entitlements- *Facilitating access to government schemes*
- e. Linkages with the existing government schemes/ programs such as MNRAREGA,

PURA Model - *Providing Urban Amenities in Rural Area model*
- f. Screening for disease such as TB, cancer, hypothyroidism, bone density, etc.
- g. Improvement of the infrastructure of Primary Health Centre
- h. Awareness generation at the community level
- i. Preventive measure to reduce the incidences of disease.

2. PROMOTING EDUCATION, SKILL DEVELOPMENT, LIVELIHOOD ENHANCEMENT ETC:

Education is the basis for improving the quality of life of people. Taking a note of this, BRPL both independently and in partnership with local government and civil societies wants to undertake various programs. Along with this, enhancing the productivity of available workforce through engaging the youth with appropriate employability skills and assuring sustainable livelihoods continues as one of the top priority. The activities planned under this theme include:

- a. Improving the infrastructure of local schools
- b. Financial Support to Gram Panchayat Schools for Teachers
- c. Transportation facility for School Children
- d. Training of teachers
- e. Complimenting Mid-day meal program

- f. Remedial classes for children with slow learning
- g. Life skill education, leadership and motivation of children
- h. Support for adult / children with different abilities
- i. Create opportunities for access to higher education

3. PROMOTING GENDER EQUALITY, WOMEN EMPOWERMENT, ETC:

Women are the primary focus for development of the communities and the nation. BRPL strongly believes in this philosophy. Major projects planned to substantiate this include:

- a. Skill building (vocational skills and employment)
- b. Economic empowerment (SHGs and entrepreneurship)
- c. Facilitating linkages for destitute and widow

4. ENSURING ENVIRONMENTAL SUSTAINABILITY:

Nurturing the nature and adopting processes to enhance its sustainability remains a major goal of the BRPL. As vigilant and responsible corporate, the major interventions include:

- a. Solid waste management
- b. Sanitation and personal hygiene
- c. Afforestation
- d. Rainwater harvesting
- e. Harnessing science and technology
- f. Fostering Local innovations

5. PROMOTION OF RURAL SPORTS / TRAINING:

Sports training / Competition facilitation for following nationally recognized sports for promoting and strengthening the sports in India:

- a. Football
- b. Volleyball
- c. Cricket
- d. Kabaddi

6. RURAL DEVELOPMENT PROJECTS:

Infrastructure development in rural area including road, toilets, lighting, community centre, etc.

IMPLEMENTATION:

A. Implementing Agency:

The CSR activities would be implemented by:

- a. BRPL when the activities are related to civil works involving construction of buildings, roads, and other infrastructure related projects, direct financial support etc.
- b. Recognized NGO or in participation with Government, Foundations or any other institution with relevant expertise and experience in the sector

B. Annual plan would be prepared with clear quarterly milestones.

C. The surplus arising out of the CSR projects or programs or activities shall not form part of the business profits of the Company.

Corporate Social Responsibility (CSR) Committee:

- The Board constituted CSR Committee, along with the CSR team, shall be responsible for the decision making with respect to the Company's CSR policy.
- CSR Committee shall recommend the CSR policy to the Board of the Company, and Board of Directors shall approve the Company's CSR policy.
- The CSR Committee shall formulate and recommend to the Board, an annual

action plan consisting of the following:

- a. The list of CSR programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - b. The manner of execution of such programs;
 - c. The modalities of utilization of funds and implementation schedules for the programs;
 - d. Monitoring and reporting mechanism for the programs; &
 - e. Details of need and impact assessment, if any, for the programs undertaken by the Company Provided that Board may alter the Annual Action plan at any time during the financial year, as per the recommendation of its CSR Committee.
- The CSR Committee shall meet regularly to review the implementation of CSR programs/ programs and give suitable direction

In case of an ongoing program, the Board of the Company shall monitor the implementation of the program with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the program within the overall permissible time period. "Ongoing Program" here means a multi-year program undertaken by the Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such program that was initially not approved as a multi-year program but whose duration has been extended beyond one year by the board based on reasonable justification.

Treatment with respect to unspent CSR amount

- a. If the Company fails to spend prescribed CSR amount, the Board shall, in its report specify the reasons for not spending the amount unless the unspent amount relates to any ongoing project and transfer such unspent amount to a Fund specified

in Schedule VII, within a period of six months of the expiry of the financial year.

- b. Any prescribed CSR amount remaining unspent pursuant to any ongoing project, undertaken by a Company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the Company within a period of thirty days from the end of the financial year to a special account to be opened by the Company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the Company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the Company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

MONITORING MECHANISM:

A combination of various mechanisms would be adopted for the monitoring of the CSR programs:

- a. Monthly meeting by the CSR In-Charge to monitor the progress.
- b. Quarterly monitoring by the Managing Directors and CFCO.
- c. Half-yearly monitoring by the Board.

ANNEXURE - C**FORM NO. AOC-2**

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of material contracts or arrangement or transactions not at arm's length basis:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions / Justification of transaction	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
	(a)	(b)	(c)	(d)	(e)	(f)
1	JSW Techno Projects Management Ltd. (Joint Venturer)	Pellet Offtake agreement	Perpetual	Sale of Pellet to shareholders in their shareholding ratio at cost + fixed margin as per Pellet Offtake Agreement.	09/03/2023	Nil
2	Thriveni Pellets Pvt. Ltd. (Holding Company)	Pellet Offtake agreement	Perpetual		09/03/2023	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:

No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions / Justification of transaction	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
	(a)	(b)	(c)	(d)	(e)	(f)
	-	-	-	-	-	-

For and on behalf of the Board of Directors

Date:30/04/2024
Place:Bhubaneswar

Sd/-
(Shilp Sharma)
Managing Director
DIN: 10260135

Sd/-
(P. K. Kedia)
Chairman
DIN: 00020570

FORM NO. MR- 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
BRAHMANI RIVER PELLETS LIMITED
4TH FLOOR, IPICOL HOUSE,
JANPATH BHUBANESWAR KHORDHA,
ODISHA- 751022

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BRAHMANI RIVER PELLETS LIMITED** bearing CIN: U27106OR2006PLC008914 (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 by and large appears to have complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024, according to the provisions of:

1. The Companies Act, 2013, (the Act) and the rules made there under.
11. The Securities Contracts (Regulation) Act, 1956, ('SCRA') and the rules made there under **(Not Applicable to the Company during the period under review).**

111. The Depositories Act, 1996, and the Regulations and Byelaws framed there under.
- iv. Foreign Exchange Management Act, 1999, and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
(Not Applicable to the Company during the period under review).
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992; ('SEBI Act') are not applicable to the Company during the period under review as the Company is an unlisted company.
- vi. All other relevant applicable laws including those specifically applicable to the Company, a list of which has been provided by the management. The examination and reporting of these laws and rules are limited to whether there are adequate systems and processes are in place to monitor and ensure compliance with those laws.

We have also examined compliance with the applicable clauses of the following Secretarial Standards:

The Secretarial Standards issued and notified by the Institute of Company Secretaries of India SS- 1 & SS- 2 has been generally complied with by the Company during the financial year under review.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notices are given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or such shorter period which is permitted in the act, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the meetings of the Board of Directors were carried through based on majority and there were no dissenting views by any Member of the Board during the year under review.

We further report that,

Based on the information provided and the representation made by the Company and on the review of the compliance reports of Company Secretary/ Chief Financial Officer/ Whole-time Director taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that, during the audit period, there are no specific events/ actions occurred which had any major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards etc.

Place: Bhubaneswar
Date: 11th April, 2024

S. Srinivasan
Practicing Company Secretary
FCS: 2286 | CP. No.: 748
UDIN: F002286F000089296

Annexure A

To,
The Members,
BRAHMANI RIVER PELLETS LIMITED
4TH FLOOR, IPICOL HOUSE,
JANPATH BHUBANESWAR KHORDHA,
ODISHA- 751 022

Our Secretarial Audit report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
S.Srinivasan
Practicing Company Secretary
FCS: 2286 | CP. No.: 748
UDIN: F002286F000089296

Place: Bhubaneshwar
Date: 11th April, 2024

ANNEXURE 'D' TO THE BOARD'S REPORT FOR THE FINANCIAL YEAR 2023-24**Statement of the Employees covered under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014**

(a) Employed throughout the financial year 2023-24 and in receipt of remuneration aggregating Rs.1,02,00,000/- or more - During the year the following employee of the Company was in receipt of remuneration aggregating to Rs.1,02,00,000/- or more under the said provisions:

Sl. No.	Name of the employee	Personnel No.	Designation	Remuneration received (Rs.)	Qualifications	Experience (years)	Date of commencement of employment	Age (years)	Last employment held	
									Employer's name	Post held
1	Shilp Sharma	1008	Chief Operating Officer till 28/07/2023 Managing Director with effect from 29/07/2023	1,02,43,639	B.E. (Electronics & Tele-Communication Engineering)	30	16-07-2007	54	Essar Steel Limited	Dy. General Manager
2	Chandra Prakash Tated	1445	Chief Financial-cum-Commercial Officer	1,10,05,526	CA, CS and CMA	28	01-04-2022	54	JSW Steel Limited	AVP-F&A

(b) Employed for a part of the financial year 2023-24 and in receipt of remuneration aggregating Rs.8,50,000/- per month or more

Sl. No.	Name of the employee	Personnel No.	Designation	Remuneration received (Rs. in lakh)	Qualifications	Experience (years)	Date of commencement of employment	Age (years)	Last employment held	
									Employer's name	Post held
1	P.R. Prasad	1443	Managing Director	68,98,938	B. Tech - Mechanical	40	10-03-2022	63	Thriveni Earthmovers Private Limited	Director (Project)

- (1) In accordance with the clarification given by the Ministry of Corporate Affairs, remuneration has been computed on the basis of the actual expenditure incurred by the Company.
- (2) None of the above employees was a relative of any Director or Manager of the Company.
- (3) None of the above employees was in receipt of remuneration during the year which, in the aggregate, was in excess of that drawn by the Managing Director or Whole-Time Director and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

For and on behalf of the Board of Directors

Sd/-
(Shilp Sharma)
Managing Director
DIN: 10260135

Sd/-
(P. K. Kedia)
Chairman
DIN: 00020570

Date: 30/04/2024
Place: Bhubaneswar

ANNEXURE E**Particulars Regarding Conservation of Energy, Technology Absorption,
Foreign Exchange Earnings and Outgo**

A.	Conservation of Energy:-	
	(i) the steps taken or impact on conservation of energy	20 Variable Frequency Drive (VFD) panels have been installed with a combined capacity of approximately 2.5MW which would regulate motor speed and reduce energy consumption.
	(ii) the steps taken by the company for utilising alternate sources of energy	Rooftop solar plant of 685 kW has been installed and commenced energy production. This green energy initiative has resulted in a reduction of approximately 950 kg/day of carbon emissions.
	(iii) the capital investment on energy conservation equipment	Installation and commissioning of 132 kV parallel bay in the Pellet and Beneficiation Plants. With both bays working in parallel, the operational reliability has been enhanced. The Company has also installed a 1500 kVAR capacitor bank to improve the power factor leading to more efficient energy utilization.
B.	Technology absorption:-	
	(i) the efforts made towards technology absorption;	Real-time power consumption monitoring system has been installed in the control room to optimize maximum demand (MD) in electricity. In the filtration process, the operation philosophy of Pressure Releasing through Vent valve has been modified to reduce the cycle time by approximately 30 seconds per cycle. Installation of five pneumatic cylinders with Remote operation from Control room in the Firing Zone Wind Boxes has improved operational efficiency to control furnace temperature in case of Power failure or during emergency situations.
	(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;	Screw Classifiers, Double Deck Banana Screen, LONGI Magnetic Separators, Cooling Tower System along with Ore handling conveyors and respective ancillary slurry/water pumps has been installed to increase the utilization of Low Grade (LG) Iron Ore Fines (IOF). In-house developed Gunny ball cutter has been installed in the balling discs to improve balling efficiency. A Squeezer Roller has also been installed for crushing Gunny balls before they enter into the furnace.
	(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	-
	(a) the details of technology imported;	-
	(b) the year of import;	-
	(c) whether the technology been fully absorbed;	-
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	-
	(iv) the expenditure incurred on Research and Development.	-
C.	Foreign exchange earnings and Outgo-	

Brahmani River Pellets Ltd.

	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	Actual inflow: Nil Actual outgo: Rs. 4.73 crore
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For and on behalf of the Board of Directors

Date:30/04/2024 Place: Bhubaneswar	Sd/- (Shilp Sharma) Managing Director DIN: 10260135	Sd/- (P. K. Kedia) Chairman DIN: 00020570
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INDEPENDENT AUDITOR'S REPORT

To The Members of Brahmani River Pellets Limited Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Brahmani River Pellets Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in



Regd. Office: One International Center, Tower 3, 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400 013, Maharashtra India. (LLP Identification No. AAB-8737)

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India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



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- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for not complying with the requirement of audit trail as stated in (i)(vi) below.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) The modification relating to the maintenance of account and other matters connected therewith, is as stated in paragraph (b) above.
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,



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in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 36(b) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 43(vi) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 43(vi) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
 - vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature was not enabled for certain master tables relating to sales, inventory, accounts payable and property, plant and equipment's business processes, and audit trail feature was not enabled at the database level to log any direct data changes.



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Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was enabled and operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No.117366W/W-100018)



A handwritten signature in blue ink, appearing to read "Krishna Prakash E".

Krishna Prakash E

(Partner)

(Membership No. 216015)

(UDIN: 24216015BKCPYZ3804)

Place: Thrissur

Date: April 30, 2024

Deloitte Haskins & Sells LLP

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to financial statements of Brahmani River Pellets Limited (the "Company") as at March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date which includes internal financial controls with reference to financial statements.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail,



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accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No.117366W/W-100018)



A handwritten signature in blue ink, appearing to read "Krishna Prakash E".

Krishna Prakash E

(Partner)

(Membership No. 216015)

(UDIN: 24216015BKCPYZ3804)

Place: Thrissur

Date: April 30, 2024

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (2) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i)(a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and capital work-in-progress.

B. The Company has maintained proper records showing full particulars of intangible assets.

(i)(b) Some of the property, plant and equipment and capital work-in-progress were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the property, plant and equipment and capital work-in-progress at reasonable intervals having regard to the size of the Company and the nature of its activities. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(i)(c) Based on the examination of the registered sale deed provided to us, we report that, the title deeds of all the immovable properties of land and buildings (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in-progress, are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loans, are held in the name of the Company based on the confirmations directly received by us from lenders.

(i)(d) The Company has not revalued any of its property, plant and equipment including right-of-use assets and intangible assets during the year.

(i)(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii)(a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories/alternate procedures performed as applicable, when compared with the books of account.

(ii)(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at point of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements, book debt statements, statements on ageing analysis of the debtors and other stipulated financial information filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed.

(iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii) of the Order is not applicable.



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(iii)(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause (iii)(a) of the Order is not applicable.

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Act for ores and mineral products. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, duty of Custom, cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Name of statute	Nature of dues	Amount involved (Rs. Crore)	Period to which the amount relates	Forum where dispute is pending
Odisha, Value added Tax Act, 2004	Value added Tax	0.02~	October 2015 to June 2017	Commissioner Appeals
Income Tax Act, 1961	Income Tax	5.43	FY 2013-14	Commissioner of Income Tax (Appeals)
		0.42	FY 2016-17	
		6.42	FY 2017-18	

~ Excluding penalty of Rs. 0.03 crore and net of Rs. 0.01 crore paid under protest.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix)(a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(ix)(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.



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(ix)(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(ix)(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.

(ix)(e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.

(ix)(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies.

(x)(a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

(x)(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi)(a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(xi)(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(xi)(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv)(a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(xiv)(b) We have considered, the internal audit reports issued to the Company during the year and covering the period from April 01, 2023 to March 31, 2024, for the period under audit.

(xv) In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi)(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

(xvi)(d) As represented by the management, the Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under clause 3(xvi)(d) of the Order is not applicable.



Deloitte Haskins & Sells LLP

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx)(a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

(xx)(b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No.117366W/W-100018)



A handwritten signature in blue ink, appearing to read "Krishna Prakash E".

Krishna Prakash E

(Partner)

(Membership No. 216015)

(UDIN: 24216015BKCPYZ3804)

Place: Thrissur

Date: April 30, 2024

Brahmani River Pellets Limited
Balance sheet as at March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
I ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	1,024.56	965.43
(b) Capital work-in-progress	3	36.68	21.44
(c) Right-of-use assets	4	29.74	30.15
(d) Other intangible assets	5	0.10	0.14
(e) Other financial assets	6	37.21	35.72
(f) Other non-current assets	8	9.06	17.34
Total non-current assets		1,137.35	1,070.22
Current assets			
(a) Inventories	9	305.38	212.34
(b) Financial assets			
(i) Investments	10	65.29	0.01
(ii) Trade receivables	11	447.89	443.19
(iii) Cash and cash equivalents	12	60.91	152.78
(iv) Bank balances other than (iii) above	13	1.21	2.84
(v) Other financial assets	14	1.75	1.38
(c) Current tax assets (net)	15	-	1.37
(d) Other current assets	16	14.42	43.05
Total current assets		896.85	856.96
Total assets		2,034.20	1,927.18
II EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	17	911.42	911.42
(b) Other equity	18	421.01	382.71
Total equity		1,332.43	1,294.13
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19 (a)	11.88	27.24
(b) Provisions	20 (a)	7.65	6.92
(c) Deferred tax liabilities (net)	7	85.94	80.56
Total non-current liabilities		105.47	114.72
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19 (b)	66.81	22.22
(ii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises	21	3.40	2.56
- total outstanding dues of creditors other than micro enterprises and small enterprises	21	97.36	73.70
(iii) Other financial liabilities	22	28.25	24.40
(b) Other current liabilities	23	399.33	394.88
(c) Provisions	20 (b)	0.48	0.57
(d) Current tax liabilities (net)	24	0.67	-
Total current liabilities		596.30	518.33
Total liabilities		701.77	633.05
Total equity and liabilities		2,034.20	1,927.18

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached.

For Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No: 117366W/W-100018

Krishna Prakash E

Krishna Prakash E

Partner

Membership No: 216015



For and on behalf of the Board of Directors

Shilp Sharma
Shilp Sharma
Managing Director
DIN: 10260135

Nagarajan J
Nagarajan J
Director
DIN: 08066275

Rahul Vaishnav
Rahul Vaishnav
Chief Executive Officer

Chandra Prakash Tated
Chandra Prakash Tated
Chief Financial cum
Commercial officer

Suvendu Kar
Suvendu Kar
Company Secretary

Place: Bhubaneswar
Date: April 30, 2024

Place: Thrissur

Date: April 30, 2024

Brahmani River Pellets Limited
Statement of Profit and Loss for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
I Revenue from operations	25	2,473.88	2,599.24
II Other income	26	36.97	26.78
III Total income (I + II)		2,510.85	2,626.02
IV Expenses			
Cost of materials consumed	27	1,722.34	1,790.09
Changes in inventories of finished goods and work-in-progress	28	45.70	(22.13)
Employee benefits expense	29	34.05	31.99
Finance costs	30	6.02	7.88
Depreciation and amortisation expenses	31	74.95	74.93
Other expenses	32	575.88	705.86
Total expenses		2,458.94	2,588.62
V Profit before tax (III - IV)		51.91	37.40
VI Tax expense	7		
Current tax		7.15	3.94
Adjustment of tax relating to earlier years		0.67	0.53
Deferred tax		5.42	6.77
Total tax expense		13.24	11.24
VII Profit for the year (V - VI)		38.67	26.16
Other comprehensive income / (loss)			
A (i) Items that will not be reclassified subsequently to profit or loss			
Remeasurements of net defined benefit liability		(0.18)	0.15
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.04	(0.04)
B (i) Items that will be reclassified subsequently to profit or loss			
Fair value gain/(loss) arising on cash flow hedges during the year		(0.23)	-
VIII Total other comprehensive income / (loss) (i-ii)		(0.37)	0.11
IX Total comprehensive income for the year (VII + VIII)		38.30	26.27
X Earnings per equity share of face value ₹ 10/- each			
Basic (₹)		0.42	0.29
Diluted (₹)		0.42	0.29

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No: 117366W/W-100018

Krishna Prakash E

Krishna Prakash E
Partner
Membership No: 216015



For and on behalf of the Board of Directors

Shilp Sharma
Shilp Sharma
Managing Director
DIN: 10260135

Nagarajan J
Nagarajan J
Director
DIN: 08066275



Rahul Vaishnav
Rahul Vaishnav
Chief Executive Officer

Chandra Prakash Tated
Chandra Prakash Tated
Chief Financial cum
Commercial officer

Suvenid Kar
Suvenid Kar
Company Secretary

Place: Thrissur
Date: April 30, 2024

Place: Bhubaneswar
Date: April 30, 2024

Brahmani River Pellets Limited
Statement of Changes in Equity for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)

a. Equity share capital

Balance as at April 01, 2022	911.42
Changes in Equity share capital during the year	-
Balance as at March 31, 2023	911.42
Changes in Equity share capital during the year	-
Balance as at March 31, 2024	911.42

b. Other equity

Particulars	Reserves and Surplus			Other comprehensive income		Total other equity
	General reserve	Securities premium	Retained earnings	Employee defined benefit plans	Cash flow hedging reserve	
Balance at April 01, 2022	26.48	30.25	300.91	(1.20)	-	356.44
Profit for the year	-	-	26.16	-	-	26.16
Other comprehensive income for the year, net of income tax	-	-	-	0.11	-	0.11
Balance at March 31, 2023	26.48	30.25	327.07	(1.09)	-	382.71
Profit for the year	-	-	38.67	-	-	38.67
Other comprehensive income for the year, net of income tax	-	-	-	(0.14)	(0.23)	(0.37)
Balance as at March 31, 2024	26.48	30.25	365.75	(1.23)	(0.23)	421.01

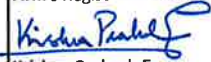
The accompanying notes form an integral part of the financial statements.

As per our report of even date attached.

For Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No: 117366W/W-100018


Krishna Prakash E

Partner

Membership No: 216015



For and on behalf of the Board of Directors


Shilp Sharma
 Managing Director
 DIN: 10260135


Nagarajan J
 Director
 DIN: 08066275


Rahul Vaishnav
 Chief Executive Officer


Chandra Prakash Tated
 Chief Financial cum
 Commercial officer


Suvedu Kar
 Company Secretary



Place: Thrissur

Date: April 30, 2024


Place: Bhubaneswar
 Date: April 30, 2024

Brahmani River Pellets Limited
Cash Flow Statement for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A Cash flow from operating activities		
Profit for the year	38.67	26.16
Adjustments for:		
Depreciation and amortisation expenses	74.95	74.93
Tax expense	13.24	11.24
Finance costs	6.02	7.88
Amount written-off from non-financial assets	0.16	0.01
Unrealised foreign exchange fluctuations	5.37	30.12
Provision for doubtful advances	1.16	-
Bad debts written off of trade receivables carried at amortised cost (net)*	0.03	-
Provision for slow-moving inventories	0.96	2.93
Loss on sale / write-off of property, plant and equipment (net)	2.51	2.21
Interest income	(7.25)	(23.71)
Income from current investments	(0.30)	-
Provisions / liabilities no longer required written back	(0.09)	(2.04)
Operating cash flows before movements in working capital	135.43	129.73
Movements in working capital:		
Decrease/(increase) in trade receivables	(4.74)	(118.35)
Decrease/(increase) in inventories	(94.00)	147.49
Decrease/(increase) in other non-current financial assets	0.68	(0.61)
Decrease/(increase) in other current financial assets	-	(0.04)
Decrease/(increase) in other current assets	27.31	28.42
Decrease/(increase) in other non-current assets	1.22	(2.64)
Increase/(decrease) in non-current and current provision	0.47	0.52
Increase/(decrease) in trade payables	24.60	(21.82)
Increase/(decrease) in other current liabilities	(0.77)	21.26
Cash generated by operations	90.19	183.97
Income taxes paid / refunds received (net)	(7.85)	4.79
Net cash generated from operating activities	82.34	188.76
B Cash flow from investing activities		
Expenditure on property, plant and equipment, intangible assets (including capital advances and capital creditors)	(136.21)	(43.42)
Proceeds from sale of mutual funds	-	-
Purchase of mutual funds	0.17	0.14
Proceeds from sale of property, plant and equipment	4.90	5.35
Interest received	1.45	20.38
Fixed deposits made / (realised)	(129.69)	(17.55)
Net cash used in investing activities	(129.69)	(17.55)
C Cash flow from financing activities		
Proceeds from non-current borrowings	13.88	-
Proceeds/(repayment) from current borrowings (net)	63.22	(35.08)
Repayment of non-current borrowings	(49.46)	(21.71)
Interest paid	(6.86)	(7.88)
Net cash generated from financing activities	20.77	(64.67)
Net decrease in cash and cash equivalents (A+B+C)	(26.59)	106.53
Cash and cash equivalents at the beginning of the year (Refer Note 10 & 12)	152.79	46.26
Cash and cash equivalents at the end of the year (Refer Note 10 & 12)	126.20	152.79
Cash and Cash equivalents above includes		
Highly marketable investments as per Note 10	65.29	0.01
cash and cash equivalents as per Note 12	60.91	152.78
Total	126.20	152.79

Refer Note 42 for changes in liabilities arising from financing activities
The accompanying notes form an integral part of the financial statements.

As per our report of even date attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No: 117366W/W-100018



Krishna Prakash E
Partner
Membership No: 216015



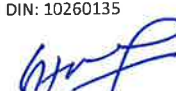
Place: Thrissur
Date: April 30, 2024

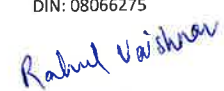
For and on behalf of the Board of Directors




Shilp Sharma
Managing Director
DIN: 10260135


Nagarajan J
Director
DIN: 08066275


Chandra Prakash Tated
Chief Financial cum
Commercial officer


Rahul Vaishnav
Chief Executive Officer


Suvendu Kar
Company Secretary

Place: Bhubaneswar
Date: April 30, 2024

Brahmani River Pellets Limited

Notes to the financial statements for the year ended March 31, 2024

1. General information

Brahmani River Pellets Limited ("the Company") is a Company incorporated and domiciled in India, with its registered office situated in Bhubaneswar, Odisha. The Company has two plants located in Odisha. The Company has commenced its commercial production of iron ore pellets on July 01, 2013 and is one of the leading manufacturers of iron ore pellets in India.

The financial statements for the year ended March 31, 2024 were approved and authorised for issue by the Board of Directors on April 30, 2024.

2. Material accounting policies

2.1 Statement of compliance and basis of preparation

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its financial statements under the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time and other relevant provisions of the Act. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, (including other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended March 31, 2024 and material accounting policies and other explanatory information (together herein after referred to as "Financial Statements").

The financial statements have been prepared on historical cost basis, except for certain assets and liabilities measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.



2.2 Summary of material accounting policies

a. Current vs Non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it satisfies any of the following criteria:

- Expected to be realised or intended to be sold or consumed in normal operating cycle of the Company;
- Held primarily for the purpose of being traded;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within twelve months after the reporting date, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The Company has identified twelve months as its operating cycle and has made the classification of assets and liabilities as current and Non-current accordingly.

b. Use of estimates

The preparation of the financial statements in conformity with Ind AS requires Management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the accompanying disclosures, and disclosures relating to contingent liabilities. Examples of such estimates include impairment of financial assets, future obligations under employee retirement benefit plans, income taxes, lease classification, recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used and the useful lives of property, plant and equipment, investment property and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.



c. Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue from Contracts is measured at transaction price (net of variable consideration) taking into account contractually defined terms of payment. Transaction price are net of variable consideration on account of returns, goods & services tax and amounts collected on behalf of third parties, if any.

Sale of goods

Revenue from sale of goods is recognised when control of the goods is transferred to the Customers. Revenue in respect of service is recognised in the accounting year in which the services are performed in accordance with the terms of contract with customers. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration (on account of various discounts and schemes (if any) offered by the Company) as part of the contract.

i. Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration.

ii. Trade receivables

A receivable is recognised when the goods are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due). Trade receivables that do not contain a significant financing component are measured at transaction price.

iii. Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract including advance received from Customer.



Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

d. Property, plant & equipment

Property, plant and equipment are tangible items that are held for use in the production or supply for goods and services, rental to others or for administrative purposes and are expected to be used during more than one period. The cost of an item of property, plant and equipment shall be recognised as an asset if and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning.

Each part of item of property, plant and equipment, if significant in relation to the total cost of the item, is depreciated separately. Further, parts of plant and equipment that are technically advised to be replaced at prescribed intervals/period of operation, insurance spares and cost of inspection/overhauling are depreciated separately based on their specific useful life provided these are of significant amounts commensurate with the size of the Company and scale of its operations. The carrying amount of any equipment / inspection / overhauling accounted for as separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.



Spares having useful life of more than one year and having value of Rs. 0.10 Crore or more in each case, are capitalised under the respective heads as and when available for use.

Depreciation on capital spares is provided over the useful life of the spare or remaining useful life of the mother asset whichever is lower. Depreciation commences when the assets are ready for their intended use. Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Class of assets	Useful life (Years)
Office buildings	60
Factory buildings	30
Plant and machinery (CPP)	25
Computers and accessories	3
Furniture and fixtures	10
Electrical installation	10
Air conditioner	15
Office equipment	3-5
Motor vehicles	8
Plant and machinery (Others)	15
Tower line	25

For these class of assets, based on internal assessment and independent technical evaluation carried out by chartered engineers, the Company believes that the useful lives as considered best represents the period over which the Company expects to use these assets. Hence the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and if expectation differ from previous estimates, the change is accounted for as a change in accounting estimates on a prospective basis.

Capital work-in-progress (CWIP)

Assets in the course of construction are capitalised in the assets under Capital work in progress. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised where the asset is available for use but incapable of operating at normal levels until a year of commissioning has been completed. Revenue (net of cost) generated from production during the trial period is capitalised.

Treatment of expenditure during construction period

Expenditure during construction period net of revenue are included under expenditure during construction less any recognised impairment loss, which is shown as capital work-in-progress, and the same is allocated to the appropriate class of property, plant and equipment on the commissioning of the project. Expenditure includes professional fees and, for qualifying assets, borrowing costs are capitalised in accordance with the Company's accounting policy.

e. Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortization.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates adjusted on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Amortisation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Intangible assets	Useful life (Years)
Software	6

f. Impairment

At each balance sheet date, the Company reviews the carrying value of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

g. Inventories

Raw materials, stores & spares are stated at the lower of cost and net realisable value. Cost of raw materials comprises cost of purchases which are determined after deducting rebates and discounts and other costs in bringing the inventories to their present location and condition. Cost of finished goods and work in progress include cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Costs of inventories are determined on weighted average basis.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Scrap is valued at net realizable value. However raw materials, components, stores and spares held for use in the production of finished goods are not written down below cost if the finished products are expected to be sold at or above cost.

h. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company as a lessee

Right-of-use assets:

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter

of its estimated useful life and the lease term. Right-of-use assets are subject to impairment test.

Class of assets	Useful life (Years)
Leasehold land	70-90

Lease liabilities:

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Short-term leases and leases of low-value assets:

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value (i.e., below Rs. 5,00,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Significant judgement in determining the lease term of contracts with renewal options:

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

i. Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Company has a present (legal/constructive) obligation as a result of a past events, for which it is probable that an outflow of resources will be required and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

j. Employee benefits

Short-term employee benefits

All short term employee benefits such as salaries, incentives, special awards, medical benefits which are expected to be settled wholly within 12 months after the end of the period in which the employee renders the related services which entitles him to avail such benefits and non-accumulating compensated absences are recognized on an undiscounted basis and charged to the profit and loss account.

Earned leaves and sick leaves

The liabilities for earned leaves and sick leaves are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss. The obligations are presented as provisions in the Balance Sheet.

Defined contribution plan

Defined contribution plans are retirement benefit plans under which the Company pays fixed contributions to state managed benefit schemes. The Company has no further payment obligations once the contributions have been paid. The defined contributions plans are recognised as employee benefit expense due for the period in which the employee has rendered service. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

- **Provident fund plan and employee pension scheme**

The Company makes monthly contributions at prescribed rates towards Employees' Provident Fund / Employees' Pension Scheme to a Fund administered and managed by the Government of India.



- **Employee state insurance**

The Company makes prescribed monthly contributions towards Employees' State Insurance Scheme.

Defined benefit plan

The Company provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement/termination of employment or death of an employee, based on the respective employees' salary and years of employment with the Company.

The liability or asset recognised in the Balance Sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period. The present value of the defined benefit obligation is determined using projected unit credit method by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation, with actuarial valuations being carried out at the end of each balance sheet date.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the statement of changes in equity and in the Balance Sheet.

k. Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current taxes

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.



Current income tax relating to items recognised outside profit or loss in correlation to the underlying transaction is recognised either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred taxes

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying value of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying value of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of deferred tax asset to be recovered. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the asset to be recovered.

Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets and current tax liabilities.

I. Foreign currency transactions and translations

Functional and presentation currency

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates.



The financial statements are presented in Indian rupee (₹), which is Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in the Statement of Profit and Loss in the period in which they arise.

Foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains/(losses).

m. Fair value measurement

The Company measures financial instruments such as mutual fund investment at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability

Or

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.



- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

n. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through Profit and Loss are recognised immediately in Statement of Profit and Loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

i) Cash and bank balances

Cash and bank balances consist of:

- Cash and cash equivalents - which includes cash on hand, deposits held at call with banks and other short-term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have original maturities of less than one year. These balances with banks are unrestricted for withdrawal and usage.
- Other bank balances - which includes balances and deposits with banks that are restricted for withdrawal and usage.

ii) Financial assets

Classification

The Company classifies its financial assets in the following measurement categories:



- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or Other Comprehensive Income.

Initial recognition and measurement

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through Statement of Profit and Loss (FVTPL)) are added to the fair value of the financial assets on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

- Financial assets at fair value
- Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option

- Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model for recognizing impairment losses on the financial assets measured at amortised cost.

Expected credit losses are measured through a loss allowance at an amount equal to the 12-month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date).

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.



iii) Financial liabilities

Classification

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

The Company classifies its financial liabilities in the following measurement categories:

- those to be measured subsequently at fair value through profit or loss, and
- those measured at amortised cost.

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or it is designated as at FVTPL, other financial liabilities are measured at amortised cost at the end of subsequent accounting periods.

Initial recognition and measurement

Equity instruments issued by the Company are recognised at the proceeds received. Transaction cost of equity transactions shall be accounted for as a deduction from equity.

The Company measures a financial liability at its fair value net of, in the case of a financial liability not measured at fair value through profit or loss, transaction costs that are directly attributable to the issue of the financial liability. Transaction costs of financial liability carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

Subsequent measurement of financial liabilities depends on the classification of financial liabilities. There are two measurement categories into which the Company classifies its financial liabilities:

- Amortised cost:

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently



measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

- Fair value through profit or loss (FVTPL):

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or it is designated as at FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

o. Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is recognised in the statement of profit and loss.

p. Derivative accounting Instruments in hedging relationship

The Company designates certain foreign exchange forward contracts as hedge instruments in respect of foreign exchange risks. These hedges are accounted for as cash flow hedges. The hedge instruments are designated and documented as hedges at the inception of the contract. The Company determines the existence of an economic relationship between the



hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at inception and on an ongoing basis. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified in net foreign exchange gains in the statement of profit and loss.

The effective portion of change in the fair value of the designated hedging instrument is recognised in the other comprehensive income and accumulated under the heading cash flow hedging reserve.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity till that time remains and is recognised in the statement of profit and loss when the forecasted transaction ultimately affects profit and loss. Any gain or loss is recognised immediately in the statement of profit and loss when the hedge becomes ineffective.

q. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker. The Managing Director of the Company has been identified as being the Chief Operating Decision Maker who reviews and assesses the financial performance and makes the strategic decisions.

r. Statement of cash flows

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipt or payments and item of income or expense associated with investing or financing cashflows. The cash flow from operating, investing and financing activities of the Company are segregated.

s. Earnings per share

Basic earnings per share is computed by dividing the profit and loss after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). Diluted earnings per share is computed by dividing the profit or loss after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

t. Rounding off amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crore and decimals thereof as per the requirements of Schedule III, unless otherwise stated.

2.3 Critical accounting judgements, estimates and assumptions

The preparation of the Company's financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

a. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation at the reporting date, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

b. Defined benefit plans

The cost and present obligation of Defined benefit gratuity plan and compensated absences are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are assumed at each reporting date. Refer Note 2.2 (j)

c. Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised. The cases which have been determined as remote by the Company are not disclosed.



Brahmani River Pellets Limited

Notes to the financial statements for the year ended March 31, 2024

Note 3 - Property, plant and equipment

Particulars	Freehold land	Office buildings	Factory buildings	Plant and machinery	Computer and accessories	Furniture and fixtures	Electrical installation	Air conditioner	Office equipments	Motor vehicles	Total
(₹ in crores)											
Gross carrying value											
As at April 01, 2022	0.95	20.07	106.17	1,252.61	1.51	2.23	77.13	0.90	1.99	0.85	1,464.41
Additions	-	-	1.66	46.34	1.37	0.40	6.94	0.24	0.25	0.25	57.47
Disposal	-	-	-	3.55	1.41	0.46	-	0.43	0.77	0.24	6.86
As at March 31, 2023	0.95	20.07	107.83	1,295.40	1.47	2.17	84.07	0.71	1.49	0.86	1,515.02
Additions	-	-	24.87	100.95	0.17	0.09	13.24	-	0.05	-	139.37
Disposal	-	-	-	10.07	0.04	-	-	-	0.01	0.25	10.37
As at March 31, 2024	0.95	20.07	132.70	1,386.28	1.60	2.26	97.31	0.71	1.53	0.61	1,644.02
Accumulated depreciation											
As at April 01, 2022	-	2.18	32.47	385.40	1.12	1.16	55.40	0.42	1.19	0.29	479.63
Depreciation charge for the year	-	0.37	4.32	62.25	0.52	0.19	6.42	0.07	0.23	0.10	74.47
Disposals	-	-	-	1.48	1.37	0.43	-	0.36	0.73	0.14	4.51
As at March 31, 2023	-	2.55	36.79	446.17	0.27	0.92	61.82	0.13	0.69	0.25	549.59
Depreciation charge for the year	-	0.38	4.35	66.25	0.55	0.19	2.40	0.05	0.25	0.08	74.50
Disposals	-	-	-	4.57	0.03	-	-	-	0.00	0.03	4.63
As at March 31, 2024	-	2.93	41.14	507.85	0.79	1.11	64.22	0.18	0.94	0.30	619.46
Carrying value											
As at March 31, 2024	0.95	17.14	91.56	878.43	0.81	1.15	33.09	0.53	0.59	0.31	1,024.56
As at March 31, 2023	0.95	17.52	71.04	849.23	1.20	1.25	22.25	0.58	0.80	0.61	965.43

Capital work-in-progress	As at March 31, 2024	As at March 31, 2023
Beneficiation plant upgradation	17.88	3.98
Slurry pipes	8.71	8.23
Railway siding	7.30	7.30
Others	2.79	1.93
Total	36.68	21.44



Capital work-in-progress ageing schedule

Particulars	Amount in CWIP for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress	19.39	9.99	-	7.30
Total	19.39	9.99	-	7.30

Capital work-in-progress completion schedule (whose completion is overdue compared to its original plan)

Particulars	To be completed in		
	Less than 1 year	1-2 years	2-3 years
Capital work-in-progress	-	-	7.30
Railway siding*	-	-	7.30

*The Company is in the process of obtaining necessary approvals from Railway authorities to complete the project.

Capital work-in-progress ageing schedule for comparative period

Particulars	Amount in CWIP for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress	5.08	8.51	0.10	7.75
Total	5.08	8.51	0.10	7.75

Capital work-in-progress completion schedule for comparative period (whose completion is overdue compared to its original plan)

Particulars	To be completed in		
	Less than 1 year	1-2 years	2-3 years
Capital work-in-progress	-	7.30	-
Railway siding*	-	7.30	-

Note:

Property, plant and equipment pledged as security

All the property, plant and equipment are subject to a first charge to secure all the Company's borrowings as given in Note-19.

Net book value of office buildings and factory buildings include buildings constructed on leasehold land amounting to ₹ 6.15 Crores and ₹ 91.56 Crores (as on March 31, 2023 ₹ 6.31 Crores and ₹ 71.04 Crores), respectively

Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)
Note 4 - Right-of-use asset

Particulars	Land	Total
Gross carrying value		
As at April 01, 2022	31.69	31.69
Additions	-	-
Disposal	-	-
As at March 31, 2023	31.69	31.69
Additions	-	-
Disposal	-	-
As at March 31, 2024	31.69	31.69
Accumulated depreciation		
As at April 01, 2022	1.13	1.13
Depreciation charge for the year	0.41	0.41
Disposals	-	-
As at March 31, 2023	1.54	1.54
Depreciation charge for the year	0.41	0.41
Disposals	-	-
As at March 31, 2024	1.95	1.95
Carrying value		
As at March 31, 2024	29.74	29.74
As at March 31, 2023	30.15	30.15

Leases:

The Company has entered into arrangements for lease of land, office and guest house premises and certain facilities. Refer Note 2.2(h) for the accounting policies. Lease hold land are subject to a first charge to secure all the Company's borrowings as given in Note-19.

Amount recognised in statement of profit and loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of right-of-use assets	0.41	0.41
Short term lease payments	0.36	0.15



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)
Note 5 - Other intangible assets

Particulars	Software	Total
Gross carrying amount		
As at April 01, 2022	0.68	0.68
Additions	-	-
Disposal	-	-
As at March 31, 2023	0.68	0.68
Additions	-	-
Disposal	-	-
As at March 31, 2024	0.68	0.68
Accumulated amortization		
As at April 01, 2022	0.49	0.49
Depreciation charge for the year	0.05	0.05
Disposals	-	-
As at March 31, 2023	0.54	0.54
Depreciation charge for the year	0.04	0.04
Disposals	-	-
As at March 31, 2024	0.58	0.58
Carrying value		
As at March 31, 2024	0.10	0.10
As at March 31, 2023	0.14	0.14

Note 6 - Other financial assets - non current

	As at March 31, 2024	As at March 31, 2023
(Amortised cost)		
Unsecured, considered good		
Security deposits	22.10	20.67
Bank deposits with more than 12 months original maturity*	15.01	14.83
Interest accrued on deposits	0.10	0.22
Total other financial assets - non current	37.21	35.72

* Pledged with banks towards security against borrowings ₹ 7.50 crores (March 31, 2023 ₹ 14.83 crores)



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)
Note 7 - Deferred tax liabilities (net)

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

Particulars	As at March 31, 2024	As at March 31, 2023
Current tax:		
Current tax	7.15	3.94
Adjustment of tax relating to earlier years	0.67	0.53
Deferred tax:		
Relating to origination and reversal of temporary differences	5.42	6.77
Income tax expense reported in the statement of profit or loss	13.24	11.24

OCI section - Deferred tax related to items recognised in OCI during in the year:

Particulars	As at March 31, 2024	As at March 31, 2023
Net gain on remeasurement of defined benefit plans	0.04	(0.04)
Income tax expense charged to OCI	0.04	(0.04)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

Particulars	As at March 31, 2024	As at March 31, 2023
Profit before tax	51.91	37.40
Applicable tax rate	25.17%	25.17%
Computed current tax expense	13.07	9.41
Tax effect of:		
Permanent disallowances - Corporate social responsibility expenses and others	0.49	1.36
Adjustment of tax relating to earlier years	0.67	0.53
Others	(0.98)	(0.06)
Total tax provision	13.24	11.24

Deferred tax:

Deferred tax relates to the following:

Particulars	Balance sheet		Statement of profit and loss		Other comprehensive income(OCI)	
	As at March 31, 2024	As at March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Deferred tax assets						
Temporary difference of employees benefits (Gratuity)	(1.37)	(1.17)	(0.16)	(0.09)	(0.04)	0.04
Temporary difference of employees benefits (Compensated absences)	(0.72)	(0.68)	(0.04)	(0.01)	-	-
Temporary difference of others	(0.64)	-	(0.64)	-	-	-
Deferred tax liabilities						
Temporary difference of provisions (Upfront fee payment)	0.14	0.39	(0.25)	0.13	-	-
Temporary difference of property, plant and equipment	88.53	82.02	6.51	6.74	-	-
Deferred tax expense			5.42	6.77	(0.04)	0.04
Net deferred tax (assets) / liabilities	85.94	80.56				

Reconciliation of deferred tax (assets) / liabilities (net):

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	80.56	73.75
Tax income/(expense) during the period recognised in profit or loss	5.42	6.77
Tax income/(expense) during the period recognised in OCI	(0.04)	0.04
Closing balance	85.94	80.56

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)

Note 8 - Other non-current assets

	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Advance income tax (net)*	3.43	1.31
Prepayments	2.80	4.02
Capital advances	2.83	12.01
Total other non-current assets	9.06	17.34

* Provision for income tax Nil (March 31, 2023 Nil)

Note 9 - Inventories

(At lower of cost and net realisable value)

	As at March 31, 2024	As at March 31, 2023
Raw materials	187.67	48.64
(including goods in transit Nil [March 31, 2023 ₹ 1.51 Crores])		
Work-in-progress	15.86	18.12
Finished goods	33.43	76.87
Production consumables, fuel, stores and spares	68.42	68.71
Total inventories	305.38	212.34

Inventory of the Company have been hypothecated as security against bank borrowing from ICICI Bank and State Bank of India. Details relating to Borrowings have been given in Note - 19.

Note 10 - Investments

	As at March 31, 2024	As at March 31, 2023
Investments carried at fair value through profit & loss (FVTPL)		
Liquid mutual funds (quoted)		
- Aditya Birla Sun Life Money Manager Fund - Growth - Direct plan	65.24	-
(As at March 31, 2024 - 1,914,447.97 units, as at March 31, 2023 - Nil)		
- ICICI prudential liquid fund (growth)	0.05	0.01
(As at March 31, 2024 - 1,477.38 units, as at March 31, 2023 - 419.26 units)		
Total	65.29	0.01
Quoted		
Aggregate book value	65.29	0.01
Aggregate market value	65.29	0.01

Note 11 - Trade receivables

	As at March 31, 2024	As at March 31, 2023
Trade receivables considered good - Unsecured*	447.89	443.19
Trade receivables - Credit impaired	-	2.83
	447.89	446.02
Less: Allowance for doubtful trade receivables**	-	2.83
Total trade receivables	447.89	443.19

*Including receivable from related parties (Refer note 37)

** The provision made against trade receivables of Rs 2.83 Crs has been written off during the year due to non receipt of same.

Ageing for trade receivables - current outstanding as at March 31, 2024 is as follows:

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	157.18	290.71	-	-	-	-	447.89
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	157.18	290.71	-	-	-	-	447.89
Less : Allowance for credit loss	-	-	-	-	-	-	-
Total trade receivables							447.89

Ageing for trade receivables - current outstanding as at March 31, 2023 is as follows:

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	154.00	289.19	-	-	-	-	443.19
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	2.83	2.83
Total	154.00	289.19	-	-	-	2.83	446.02
Less : Allowance for credit loss	-	-	-	-	-	-	(2.83)
Total trade receivables							443.19

- (i) Trade receivables outstanding as at March 31, 2024 are analysed with reference to Credit risk (CR) of individual customers and Time value of money (TVM) on their realisation, to determine and maintain an Expected Credit Loss allowance. Average realisation period of the entity is 30 working days which do not pose any material loss on account of TVM.
(ii) Trade receivable of the Company have been given as primary and collateral security towards borrowings from State Bank of India and ICICI Bank Limited respectively.

Note 12 - Cash and cash equivalents

	As at March 31, 2024	As at March 31, 2023
Balances with banks:		
In current accounts	1.06	1.03
In deposit accounts (less than three months)	59.80	151.70
Cash on hand	0.05	0.05
Total cash and cash equivalents	60.91	152.78

Deposit accounts earn interest ranging from 4.75% to 7.40% (Previous year 3.90% to 6.75%) with bank. Short-term deposits are made for varying periods, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)
Note 13 - Bank balances other than cash and cash equivalents

	<u>As at March 31, 2024</u>	<u>As at March 31, 2023</u>
Earmarked balances with banks	1.08	2.26
Fixed deposits*	0.13	0.58
Total bank balances other than cash and cash equivalents	1.21	2.84

* Pledged with banks/others towards margin money ₹ 0.13 crores (March 31, 2023 ₹ 0.26 crores)

Note 14 - Other financial assets

	<u>As at March 31, 2024</u>	<u>As at March 31, 2023</u>
Unsecured, considered good		
Interest accrued on deposits	1.54	1.17
Security deposits	0.21	0.21
Total other current financial assets	1.75	1.38

Note 15 - Current tax assets (net)

	<u>As at March 31, 2024</u>	<u>As at March 31, 2023</u>
Advance income tax	-	5.31
Less: Provision for income tax	-	(3.94)
Total current tax assets (net)	-	1.37

Note 16 - Other current assets

	<u>As at March 31, 2024</u>	<u>As at March 31, 2023</u>
a. Balances with government authorities		
Considered good - Unsecured		
Indirect tax balances/recoverable/credits	0.01	4.01
b. Others		
Considered good - Unsecured, otherwise stated		
Advance to suppliers - considered good	12.50	36.24
Advance to suppliers - considered doubtful	1.16	-
Total	13.66	36.24
Less: Allowance for doubtful advances	1.16	-
Total advance to suppliers	12.50	36.24
Security deposits	0.06	0.19
Prepayments	1.85	2.61
Total other current assets	14.42	43.05



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)

Note 17 - Equity share capital	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount (₹ in Crore)	Number of shares	Amount (₹ in Crore)
Authorised share capital				
Equity shares, ₹ 10/- par value	1,00,00,00,000	1,000	1,00,00,00,000	1,000

Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company, if proposed by Board of Directors and approved by the Shareholders, pays dividends.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Issued, subscribed and fully paid up equity share capital

Equity shares of ₹ 10/- each issued, subscribed and fully paid	Number of shares	Amount (₹ in Crore)
As at April 01, 2022	91,14,19,634	911.42
Changes during the year	-	-
As at March 31, 2023	91,14,19,634	911.42
Changes during the year	-	-
As at March 31, 2024	91,14,19,634	911.42

The shareholding of the Company as on March 31, 2024 is as under:

Thriveni Pellets Private Limited (TPPL): 49%,

JSW Techno Projects Management Limited (JTPML) : 49%,

Mitsun Steel Private Limited (MSPL) : 2%

Through contractual arrangement between the shareholders, TPPL will be in day-to-day management and control of the Company, will have its nominee as the company's Managing Director, and will have majority on the Board of Directors and committees to the Board of Directors of the company (excluding the independent directors); being the Holding Company through exercise of control.

Shares held by holding company

Out of equity shares issued by the Company, shares held by its holding company are as below:

	As at March 31, 2024	As at March 31, 2023
Thriveni Pellets Private Limited, holding company		
44,65,95,619 equity shares of ₹ 10/- each (March 31, 2023: 44,65,95,619)	446.60	446.60

Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount (₹ in Crore)	Number of shares	Amount (₹ in Crore)
Equity shares of ₹ 10/- each fully paid				
Thriveni Pellets Private Limited	44,65,95,619	49%	44,65,95,619	49%
JSW Techno Projects Management Limited	44,65,95,619	49%	44,65,95,619	49%

Details of shareholding of promoters

Shares held by promoters as on		As at March 31, 2024		As at March 31, 2023		
Sl.	Promoter Name	No. of Shares	% of total shares	No. of Shares	% of total share	% change during the year
1	Thriveni Pellets Private Limited	44,65,95,619	49%	44,65,95,619	49%	No change
2	JSW Techno Projects Management Limited	44,65,95,619	49%	44,65,95,619	49%	No change
3	Mitsun Steel Private Limited	1,82,28,392	2%	1,82,28,392	2%	No change
4	Mr. Rahul Vaishnav	1	0%	1	0%	No change
5	Mr. Sanjeev Doshi	1	0%	1	0%	No change
6	Mr. B. Prabhakaran	1	0%	1	0%	No change
7	Mr. K.S.N. Sriram	1	0%	1	0%	No change



Note 18 - Other equity	As at March 31, 2024	As at March 31, 2023
General reserve (Refer 18.a) (This represents appropriation of profit by the Company)	26.48	26.48
Securities premium account (Refer 18.b) (Amounts received on issue of shares in excess of the par value has been classified as securities premium)	30.25	30.25
Retained earnings (Refer 18.c) (Retained earnings comprise of the Company's undistributed earnings after taxes)	365.75	327.07
Other comprehensive income (Refer 18.d) (Items of other comprehensive income consists of remeasurement of defined benefit plans and cash flow hedging reserve)	(1.46)	(1.09)
Total other equity	421.01	382.71
18.a) General reserve	As at March 31, 2024	As at March 31, 2023
Balance at beginning of the year	26.48	26.48
Balance at end of the year	26.48	26.48
18.b) Securities premium account	As at March 31, 2024	As at March 31, 2023
Balance at beginning of the year	30.25	30.25
Balance at end of the year	30.25	30.25
18.c) Retained earnings	As at March 31, 2024	As at March 31, 2023
Balance at beginning of the year	327.07	300.91
Add: Profit for the year	38.67	26.16
Balance at end of the year	365.75	327.07
18.d) Other comprehensive income	As at March 31, 2024	As at March 31, 2023
Remeasurement of net defined benefit liability		
Balance at beginning of the year	(1.09)	(1.20)
Remeasurement of defined benefit plans (net of tax)	(0.14)	0.11
Balance at end of the year	(1.23)	(1.09)
Fair value gain / (loss) arising on cash flow hedges		
Balance at beginning of the year	-	-
Fair value gain / (loss) arising on cash flow hedges during the year (net of tax)	(0.23)	-
Balance at end of the year	(0.23)	-



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)

Note 19 - Borrowings

	Effective interest rate (%)	As at March 31, 2024	As at March 31, 2023
Note 19 (a) - At amortised cost (Secured)			
Term Loan from bank	12.10%	11.88	27.24
Total non-current borrowings		11.88	27.24

Note: Previous year effective interest rate 9.63%.

The Company has availed term loan facility from ICICI bank which is secured by first pari passu charge over immovable and movable property (excluding inventory), plant and equipment's (both present and future located at Kalinganagar and Barbil in the state of Odisha and iron ore slurry pipeline) and second pari-passu charge on the entire stock of raw materials, semi-finished and finished goods, consumables, stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future and exclusive first charge on DSRA maintained by the Company equivalent to an interest amount for the following one quarter and repayment obligation. The repayment is in 20 equal quarterly instalments which will commence from September 2024.

Note 19 (b)- Current borrowings (Secured)

	As at March 31, 2024	As at March 31, 2023
From banks:		
Working capital and demand loans	25.00	-
Acceptances relating to capital projects	39.56	-
Current maturities of non-current borrowings	2.25	22.22
Total current borrowings	66.81	22.22

(i) The working capital facility of ₹ 200 crores (March 31, 2023 ₹ 250 crores) is secured by the first pari-passu charge on the entire stock of raw materials, semi-finished and finished goods, consumables, stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future. Additional information is submitted as sought from time-to-time. The average rate of interest for cash credit/working capital/demand loan is 8.05 % to 9.70 % p.a.(Previous year 8.05% to 8.90% p.a.)

(ii) Current maturity of non-current borrowings includes term loan from ICICI Bank secured by first paripassu mortgage / charge over all its immovable and movable assets, leasehold land (both present and future) of the Company.

(iii) The Company has not defaulted in the repayment of loans / interest to banks and has not been declared as a wilful defaulter by any bank as on the date of approval of these financial statements.

(iv) The Company has used the borrowings from banks for the specific purpose for which it was taken.

(v) Returns or statements of current assets filed by the Company with banks, as required, are in agreement with books of accounts.

(vi) Acceptances relating to capital projects of ₹ 39.56 Crores as availed by the Company from ICICI Bank, New York are repayable within a year.

Note 20 - Provisions

Note 20 (a) - Non-current

	As at March 31, 2024	As at March 31, 2023
Provision for gratuity (Refer note 35)	5.07	4.52
Provision for compensated absences	2.58	2.40
Total non-current provisions	7.65	6.92

Note 20 (b) - Current

	As at March 31, 2024	As at March 31, 2023
Provision for gratuity (Refer note 35)	0.22	0.27
Provision for compensated absences	0.26	0.30
Total current provisions	0.48	0.57

Note 21 - Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	3.40	2.56
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	97.36	73.70
Total Trade payables	100.76	76.26

Notes:

- The average credit period on purchases of raw material and consumables is 30 days. No interest is charged on the trade payables. The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.
- As per the Micro, Small and Medium Enterprises Developments Act, 2006, disclosures relating to amount unpaid as at the year end payable as required under the said Act have been given.



Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006")

Particulars	As at March 31, 2024	As at March 31, 2023
i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	3.40	2.56
ii) The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

The above information regarding Micro, Small and Medium Enterprises (MSME) has been determined to the extent such parties have been identified on the basis of information available with the Company.

Trade payables ageing schedule for the year ended as on March 31, 2024 is as follows :

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	3.40	-	-	-	3.40
(ii) Others	24.10	68.90	1.04	2.38	0.94	97.36
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	24.10	72.30	1.04	2.38	0.94	100.76

Trade payables ageing schedule for the year ended as on March 31, 2023 is as follows :

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	2.20	0.36	-	-	-	2.56
(ii) Others	59.71	10.67	2.38	0.85	0.09	73.70
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	61.91	11.03	2.38	0.85	0.09	76.26



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)
Note 22 - Other current financial liabilities

	<u>As at March 31, 2024</u>	<u>As at March 31, 2023</u>
Payable on purchase of property, plant and equipment	28.02	24.40
Fair value of foreign exchange derivative liabilities	0.23	-
Total other current financial liabilities	28.25	24.40

Payable on purchase of property, plant and equipment includes amount payable to erstwhile related party (up to February 23, 2018) Moorgate industries limited / Stemcore SEA PTE Ltd. Refer to the Note 23 below.

Note 23 - Other current liabilities

	<u>As at March 31, 2024</u>	<u>As at March 31, 2023</u>
Other current liabilities	376.41	370.45
Advance from customers	19.48	4.72
Statutory remittances	3.44	19.71
Total other current liabilities	399.33	394.88

Other current liabilities includes amount received from erstwhile related party (up to February 23, 2018) Moorgate industries limited / Stemcore SEA PTE Ltd.

Pursuant to assignment agreement dated December 15, 2017, other current liabilities is assigned to Shareholders namely JSW Techno Projects Management Limited, Thriveni Pellets Private Limited and Mitsun Steels Private Limited in their respective shareholding ratio. As per assignment agreement, assignment will be effective from the date of RBI approval. Shareholders have entered into Shareholders Debt agreement dated December 15, 2017, which provides for conversion of this Offshore debt to equity on RBI approval. Since the RBI approval is in process, the liability has not been assigned to respective shareholders as on date.

Note 24 - Current tax liabilities (net)

	<u>As at March 31, 2024</u>	<u>As at March 31, 2023</u>
Provision for taxation	7.82	-
Less: Advance income-tax	(7.15)	-
Total current tax liabilities (net)	0.67	-



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)
Note 25 - Revenue from operations

	For the year ended March 31, 2024	For the year ended March 31, 2023
From contract with customers for goods:		
(i) Sale of products *	2,472.31	2,597.22
(ii) Other operating revenue		
Scrap sales	1.57	2.02
Total revenue from operations	2,473.88	2,599.24

*Sale of products include sale of chips of ₹ 30.56 Crores (for the year ended March 31, 2023 ₹ 39.33 Crores) and sale of slimes of ₹ 47.19 Crores (for the year ended March 31, 2023 ₹ 9.00 Crores).

Both the sale of products and other operating revenue are recognised as revenue by the Company when the goods transferred at a point in time.

The Company believes that the above is at the disaggregation that depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected. Revenue disaggregation as per geography has been included in segment information (Refer note 38).

Reconciliation of revenue with contract price is set out below:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Contract price	2,473.88	2,602.17
Adjustments for volume discount/rebates/cash discounts	-	2.93
Total revenue from operations	2,473.88	2,599.24

Note 26 - Other income

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income from financial assets measured at amortised cost		
Bank deposits	5.14	4.82
Other interest income*	29.78	18.90
Gain on sale of current investments designated as FVTPL	1.66	1.02
Fair value gain arising from current investments designated as FVTPL	0.30	-
Provisions / liabilities no longer required written back	0.09	2.04
Total other income	36.97	26.78

*Includes interest income on delayed payments by customers ₹ 27.68 crore (for the year ended March 31, 2023 ₹ 17.40 crore). (Refer note 37)

Note 27 - Cost of materials consumed

	For the year ended March 31, 2024	For the year ended March 31, 2023
Raw materials at the beginning of the year	48.64	205.52
Add: Purchases	1,861.37	1,633.21
	1,910.01	1,838.73
Less: Raw materials at the end of the year	187.67	48.64
Total cost of materials consumed	1,722.34	1,790.09

Note 28 - Changes in inventories of finished goods and work-in-progress

	For the year ended March 31, 2024	For the year ended March 31, 2023
Inventories at the end of the year		
Finished goods	33.43	76.87
Work-in-progress	15.86	18.12
Inventories at the beginning of the year		
Finished goods	76.87	51.44
Work-in-progress	18.12	21.42
Net change in inventories of finished goods and work-in-progress	45.70	(22.13)

Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts in ₹ crore, unless otherwise stated)
Note 29 - Employee benefits expense

	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	27.20	25.34
Contribution to provident and other funds	1.32	1.25
Gratuity expense (Refer note 35)	0.79	0.79
Staff welfare expenses	4.74	4.61
Total employee benefits expense	34.05	31.99

Note 30 - Finance costs

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on borrowings	4.74	6.83
Other borrowing costs	1.28	1.05
Total Finance costs	6.02	7.88

Borrowing costs included in the cost of qualifying assets during the year amounting to ₹ 2.70 Crores (including Rs. 0.53 Crore in capital work-in-progress) (for the year ended March 31, 2023 Nil).

Note 31 - Depreciation and amortization expense

	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of property, plant and equipment (Refer Note 3)	74.50	74.47
Depreciation of right-of-use assets (Refer Note 4)	0.41	0.41
Amortization of intangible assets (Refer Note 5)	0.04	0.05
Total depreciation and amortization expense	74.95	74.93

Note 32 - Other expenses

	For the year ended March 31, 2024	For the year ended March 31, 2023
Power and fuel	281.14	421.12
Freight and forwarding	149.35	108.15
Consumption of stores and spare parts	47.89	51.09
Operation and maintenance expenses	28.45	25.94
Repairs and maintenance	20.20	14.87
Material handling expenses	0.51	12.60
Insurance	4.11	5.24
Hire charges	13.94	9.78
Travelling and conveyance	3.62	2.63
Rent	0.36	0.15
Water	2.49	2.34
Rates and taxes	1.83	1.79
Communication expenses	0.18	0.33
Printing and stationery	0.04	0.05
Security service charges	3.99	3.48
Business promotion expenses	0.89	0.56
Donations and contributions	0.03	0.07
Amount written-off from other current assets	0.16	0.01
Provision for doubtful advances	1.16	-
Bad debts written off of trade receivables carried at amortised cost (net)*	0.03	-
Expenditure on Corporate Social Responsibility (Refer Note (i) below)	1.52	5.31
Legal and professional charges	1.07	1.32
Auditors' remuneration (Refer Note (ii) below)	0.26	0.23
Loss on foreign exchange fluctuation (net)	5.86	30.58
Loss on sale / disposal of property, plant and equipment (net)	2.51	2.21
Miscellaneous expenses	4.29	6.01
Total other expenses	575.88	705.86

* Net of reversal of allowance for credit losses ₹ 2.83 crores (Previous year - Nil)

Notes:
(i) CSR disclosure:

Gross amount required to be spent by the Company during the year
Amount spent during the year
Shortfall at the end of the year
Total of previous years shortfall
Reason for shortfall
Nature of CSR activities

For the year ended March 31, 2024	For the year ended March 31, 2023
1.52	5.31
1.52	1.75
-	3.56
1.08	2.25

Pertaining to ongoing projects.

Supply of drinking water to nearby villagers, assistance to Adivasi Vikas Samity, distribution of saplings, development of community centers, education, environmental sustainability and disaster management, rural development, promotion of traditional art and culture.

Amount spent during the year

i) Construction/acquisition of assets
ii) On purpose other than (i) above
Total

For the year ended March 31, 2024	For the year ended March 31, 2023
-	-
1.52	1.75
1.52	1.75

(ii) Payments to auditors comprises: (net of levies)

For Statutory audit
For Tax audit
For reimbursement of expenses

For the year ended March 31, 2024	For the year ended March 31, 2023
0.21	0.18
0.03	0.02
0.02	0.03
0.26	0.23

Note 33 - Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit attributable to equity holders of basic earnings	38.67	26.16
Weighted average number of equity shares for basic EPS	91,14,19,634	91,14,19,634
Weighted average number of equity shares for diluted EPS	91,14,19,634	91,14,19,634
Basic earnings per share (Face value of ₹ 10 per share)	0.42	0.29
Diluted earnings per share (Face value of ₹ 10 per share)	0.42	0.29



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024

(All amounts in ₹ crore, unless otherwise stated)

Note 34 - Ratio analysis

Particulars	Numerator	Denominator	As at March 31, 2024	As at March 31, 2023	Variance
(a) Current ratio	Current assets	Current liabilities (excluding offshore liabilities)	4.06	5.80	-30%
(b) Debt-equity ratio	Total debt	Shareholder's equity	0.06	0.04	55%
(c) Debt service coverage ratio	Net profit after tax + Non-cash operating expenses (like depreciation and amortization expenses) + interest + Other adjustments like loss on sale of property, plant and equipment	Debt service	7.15	2.54	182%
(d) Return on equity ratio %	Net profit after tax	Average shareholder's equity	2.94%	2.04%	44%
(e) Inventory turnover ratio	Cost of goods sold	Average inventories	6.83	6.15	11%
(f) Trade receivables turnover ratio	Revenue from operations	Average trade receivables	5.55	6.94	-20%
(g) Trade payables turnover ratio	Purchases	Average trade payables	21.03	18.52	14%
(h) Net capital turnover ratio	Revenue from operations	Working capital (Current assets less current liabilities (excluding offshore liabilities))	3.66	3.67	0%
(i) Net profit ratio %	Net profit after tax	Revenue from operations	1.56%	1.01%	55%
(j) Return on capital employed %	Earnings before interest and taxes	Capital employed (Total assets less current liabilities (excluding offshore liabilities))	3.19%	2.54%	26%
(k) Return on investment	Other income excluding Provisions / liabilities no longer required written back and other interest income	Investment and bank deposits	0.05	0.03	45%

Explanation for movement in Key ratios (exceeding 25%) :

Current ratio: Decrease in ratio is on account of the increase in current borrowings.

Debt equity ratio: Increase in ratio is on account of the increased borrowings for capital projects during the year.

Debt service coverage ratio: Increase in ratio is on account of the repayment of term loan during the year.

Return on equity ratio: Increase in ratio is on account of increased profits on account of decreased foreign exchange losses during the year.

Net profit ratio %: Increase in percentage is on account of decreased foreign exchange losses during the year.

Return on capital employed %: Increase in percentage is on account of decreased foreign exchange losses during the year.

Return on investment: Increased income from bank deposits and investment income during the year.



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024

(All amounts in ₹ crore, unless otherwise stated)

Note 35 - Employee benefits
(i) Defined contribution plan

The Company makes Provident Fund and Employee State Insurance scheme contributions which are defined contribution plans, for qualifying employees. Under the scheme, the company is required to contribute a specific percentage of the payroll costs to fund the benefits.

	As at March 31, 2024	As at March 31, 2023
- Contribution to Provident fund	1.31	1.24
- Employee State Insurance scheme	0.01	0.01
Total	1.32	1.25

The contribution payable to these plans by the Company are at rates specified in the rules of the schemes.

(ii) Defined benefit plans

	As at March 31, 2024	As at March 31, 2023
Gratuity - Unfunded	5.29	4.79
Compensated absences - Unfunded	2.84	2.70
Total	8.13	7.49

The Company has a defined benefit gratuity plan in India (unfunded) and compensated absences plan in India (unfunded).

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under this act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss, other comprehensive income and amounts recognised in the balance sheet for the gratuity and leave encashment :

Net benefit expense recognised in statement of profit and loss

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Current service cost	0.45	0.47
Interest cost on benefit obligation	0.34	0.32
Plan amendment - Vested interest - Past	-	-
Net benefit expense recognised in statement of profit and loss	0.79	0.79

Net actuarial (gain) / loss recognised in Other comprehensive income

Particulars	Gratuity	
	As at March 31, 2024	As at March 31, 2023
Actuarial (gain) /loss on obligations due to		
Unexpected experience	0.05	(0.03)
Change in financial assumption	0.13	(0.12)
Change in demographic assumption	-	-
Net actuarial loss	0.18	(0.15)

Changes in the present value of the defined benefit obligation are, as follows:

	As at March 31, 2024	As at March 31, 2023
Particulars		
Opening defined benefit obligation	4.79	4.45
Interest cost	0.34	0.32
Current service cost	0.45	0.47
Benefits paid	(0.47)	(0.52)
Transfer-in	-	0.22
Actuarial (gain) /loss on obligations due to:		
Unexpected experience	0.05	(0.03)
Change in financial assumption	0.13	(0.12)
Closing defined benefit obligation	5.29	4.79
Non-current provisions	5.07	4.52
Current provisions	0.22	0.27



The principal assumptions used in determining gratuity for the Company's plans are shown below:					
Particulars	As at March 31, 2024		As at March 31, 2023		
	%		%		
Discount rate	7.23%		7.50%		
Future salary increases	10.00%		10.00%		
Attrition rate	5.00%		5.00%		
Mortality Rate	Indian Assured Lives Mortality (2012-14) Urban		Indian Assured Lives Mortality (2012-14) Urban		
Particulars	Years				
Average expected future service (in years)	12		12		
Retirement age	60		60 & 64		
Sensitivity analysis:					
The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:					
Sensitivity Level	Gratuity				
	As at March 31, 2024		As at March 31, 2023		
	1 % increase	1 % decrease	1 % increase	1 % decrease	
Changes in assumptions:					
Discount rate	(0.44)	0.52	(0.41)	0.48	
Salary growth	0.31	(0.31)	0.29	(0.30)	
Attrition rate	(0.03)	0.04	(0.03)	0.03	
The following payments are expected contributions to the defined benefit plan in future years:					
Particulars	Gratuity				
	As at March 31, 2024	As at March 31, 2023			
Within the next 12 months	0.28	0.33			
Between 2 and 5 years	1.50	1.10			
Between 6 and 10 years	2.11	2.13			
Beyond 10 years	8.16	8.07			
Total expected payments	12.05	11.63			
Experience adjustments					
Particulars	Gratuity				
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Experience adjustments on plan assets	-	-	-	-	-
Experience adjustments on plan liabilities	0.05	(0.03)	(0.35)	(0.08)	0.46
The average duration of the defined benefit plan obligation at the end of the reporting period is 12 years (March 31, 2023: 12 years).					



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(All amounts in ₹ crore, unless otherwise stated)

Note 36 - Commitments and contingencies
a. Commitments

As at March 31, 2024 the Company had capital commitments of ₹ 11.93 crores (As at March 31, 2023: ₹ 48.02 crores).

b. Contingent liabilities (to the extent not provided for)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Disputed excise duty and other demands		
(a) Show cause notice raised by Commissioner, Central Excise/GST, Bhubaneswar as per Rule 14 of Cenvat Credit Rules for Cenvat Availment on steel, Cement (project construction items) for the period September 2008 to November 2010.	4.49	4.49
(b) Demand raised by Commissioner, Central Excise/GST, Barbil as per Rule 14 of Cenvat Credit Rules for availing credit of input services used for erection, commissioning and installation of the capital goods in their factory for manufacture of dutiable final product, namely iron ore concentrate. The period covered under dispute is December 2012 to June 2013. Out of the total demand of ₹ 0.47 crore, ₹ 0.04 crore has been deposited to the authorities.	-	0.47
(c) Demand raised by Commissioner, Central Excise/GST, Bhubaneswar as per Rule 4A(2) of Service Tax Rules 1994, for availing input credit services for the period April 2012 to March 2017. Concentrates produced at the Barbil plant are transferred to the pellet unit at Jajpur through pipelines on payment of the excise duty on the basis of the value determined as per CAS-4 in terms of Rule 8 of the Central Excise (Determination of Value of Excisable Goods) Rules, 2000, for the manufacture of the final product Iron Oxide pellets falling under the chapter heading 26 of the CETA. Out of the total ₹ 3.36 crore, an amount of ₹ 2.15 crore has been deposited.	-	3.36
(ii) Income tax matters	6.42	-
Demand raised by the Income Tax Department for the AY 2018-19 under the Income Tax Act, 1961 with respect to certain disallowances. Refer note a. below.		
Total contingent liabilities	10.91	8.32

a. The above excludes disallowances pertaining to the difference between inventories stated in the income tax return which are considered as remote by the management amounting to ₹ 9.68 Crores.

b. Refer accounting policy note (2.2.i) - (a) the Company discloses the orders received from the tax authorities as contingent liability only if there is a present or a possible obligation. The Management uses in-house professionals to make this informed decision, (b) Show cause notices are assessed for disclosure under contingent liability only when converted into demands. The Company is confident of succeeding in its appeals / defense with respect to the above.

Note 37 - Related party disclosures
A. List of related parties and relationship

Name of party	Relationship
Thrivani Pellets Private Limited	Holding Company
Thrivani Earthmovers Private Limited	Ultimate Holding Company
JSW Techno Projects Management Limited	Joint Venturer
Key management personnel:	
Mr. Pawan Kedia	Chairman
Mr. Anandan K. Sachud	Independent Director
Ms. Anuradha Bajpai	Independent Director
Mr. Nagesh Pinge	Independent Director (Upto October 26, 2022)
Mr. Krishna Rao Badami	Independent Director (From November 30, 2022)
Mr. Priya Ranjan Prasad	Managing Director (Upto July 28, 2023)
Mr. Shilp Sharma	Managing Director (From July 29, 2023)
Mr. Rahul Vaishnav	Chief Executive Officer (from April 21, 2023)
Mr. Nagarajan Jambunathan	Director
Mr. Naman Saraf	Director
Mr. Santtosh Senapati	Director (Upto July 28, 2023)
Mr. Soundararajan Venkateswaran	Nominee Director (From July 29, 2023)
Mr. Chandra Prakash Tated	Chief Financial cum Commercial Officer
Mr. Suvendu Kar	Company Secretary



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024

(All amounts in ₹ crore, unless otherwise stated)

Note 37 - Related party disclosures (Contd.)
B. Transactions and balances with related parties:

Particulars	For the year ended / As at	Sales to related parties	Amounts owed by related parties	Interest charged to related parties
Holding company				
Thriveni Pellets Private Limited	March 31, 2024	1,186.96	269.20	21.00
	March 31, 2023	1,183.66	296.64	11.06
Other related parties				
JSW Techno Projects Management Limited	March 31, 2024	1,207.60	178.69	6.68
	March 31, 2023	1,365.24	146.54	6.34

Terms and conditions of transactions with related parties

The sale of pellet to related parties is as per the terms of the pellet offtake agreement between Company and its existing shareholders. The arrangement is approved by the shareholders in the general meeting. Outstanding balances at the year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2024, the Company has not recorded any impairment of receivables relating to amounts owed to related parties.

Compensation of key management personnel of the Company

	As at March 31, 2024	As at March 31, 2023
Remuneration to Key Management Personnel:		
Managing Director	1.31	1.07
Chief Financial cum Commercial Officer	1.10	0.83
Chief Executive Officer	0.79	-
Company secretary	0.17	0.14
Directors' sitting fee	0.06	0.06
Total compensation paid to key management personnel	3.43	2.10

- The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.
- The non-executive directors do not receive gratuity entitlements from the Company.
- Related party relationship is as identified by the Company on the basis of information available with the Company and relied upon by the Auditors.
- No amount is/has been written off or written back during the year in respect of debts due from or to related party.
- The above transactions are compiled from the date these parties became related to the Company.
- The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs, and the related parties (as defined Companies Act, 2013), either severally or jointly with any other person.



Brahmani River Pellets Limited
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Note 38 - Segment information
Basis for segmentation

The Company's business comprises of sale of only one product i.e., iron ore pellets. As defined in Ind AS 108, the chief operating decision maker (CODM), evaluates the Company's performance and allocates resources based on the analysis of the various performance indicator of the Company as a single unit. Therefore, there is no reportable segment for the Company as per the requirement of Ind AS 108 "Operating Segments"

Geographical information

The geographical areas comprises domestic sales to customers located in India and the overseas sales to customers located outside India.

Particulars	For the year ended March 31, 2024			For the year ended March 31, 2023		
	Domestic	Overseas	Total	Domestic	Overseas	Total
Revenue from sale of products	2,473.88	-	2,473.88	2,599.24	-	2,599.24
Non-current segment assets (represents total non-current assets)	1,137.35	-	1,137.35	1,070.22	-	1,070.22

Information about major customer:

Revenue of ₹ 2394.56 crore is derived from two customers during the year ended March 31, 2024 (March 31, 2023 ₹ 2,548.89 crore). Two customers accounted for more than 10% of the revenue and receivables for the year ended March 31, 2024 and March 31, 2023.



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024

(All amounts in ₹ crore, unless otherwise stated)

Note 39 - Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and securities premium. The primary objective of the Company's capital management is to:

- to ensure the Company's ability to continue as a going concern
- to create value for shareholders by facilitating the meeting of long term and short term goals of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic expansion plans. The funding needs are met through equity, cash generated from operations, long term and short term borrowings.

The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company. Net debt includes interest bearing borrowings less cash and cash equivalents and other bank balances (including non-current earmarked balances).

As at March 31, 2024 and March 31, 2023, the cash and bank balances are higher than the borrowings of the Company.

The table below summarises the capital, net debt and net debt to equity ratio (gearing ratio) of the Company:

Particulars	As at March 31, 2024	As at March 31, 2023
Net debts (including borrowings, net of (cash and cash equivalents, other bank balances and fixed deposits))	-	-
Total equity	1,332.43	1,294.13
Net gearing ratio (times)	-	-

Note 40 - Categories of financial instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments. The details of material accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, and financial liability are disclosed in Note 2.2.n.

A. Financial assets and liabilities

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

The management assessed that fair values of cash and cash equivalents, trade receivables, other financial assets, trade payables and other financial liabilities recorded at amortised cost is considered to be a reasonable approximation of fair value.

The following method and assumption were used to estimate the fair values:

Fair values of the Company's interest-bearing borrowings are determined by using EIR method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2024 was assessed to be insignificant.

Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024

(All amounts in ₹ crore, unless otherwise stated)

Note 40 - Categories of financial instruments (Contd.)

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

Particulars	Carrying value		Fair value	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Financial assets				
<u>Measured at amortised cost</u>				
Other financial assets - non-current	37.21	35.72	-	-
Trade receivables	447.89	443.19	-	-
Cash and bank balances	62.12	155.62	-	-
Other financial assets - current	1.75	1.38	-	-
Total financial assets measured at amortised cost	548.97	635.91	-	-
<u>Measured at fair value through profit and loss</u>				
Other financial assets - current	65.29	0.01	-	-
Total financial assets measured at fair value through profit and loss	65.29	0.01	-	-
Financial liabilities				
<u>Measured at amortised cost</u>				
Borrowings	78.69	49.46	-	-
Trade payables	100.76	76.26	-	-
Other financial liabilities - current	28.25	24.40	-	-
Total	207.70	150.12	-	-

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis at Level 1, Level 2 and Level 3 as at March 31, 2024 and March 31, 2023 is as follows:

Particulars	As at	Total	Fair value measurement		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant observable inputs (Level 3)
Financial assets measured at fair value:					
FVTPL financial assets designated at fair value:					
Investments in mutual funds (quoted)	March 31, 2024	65.29	65.29	-	-
	March 31, 2023	0.01	0.01	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Note 41 - Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's senior management's focus is to foresee the unpredictability and minimize potential adverse effects on the Company's financial performance. The Company's overall risk management procedures to minimise the potential adverse effects of financial market on the Company's performance are as follows:

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risk, namely, interest rate risk, currency risk and price risk. Financial instruments affected by market risk include loans and borrowings and receivables.

i. Interest rate risk:

Term loan from ICICI Bank which is the only borrowing of the company is at the fixed rate of interest and does not pose any risk of fluctuation in interest. The Company's financial assets are carried at amortised cost and are at fixed rate only. They are, therefore, not subject to interest rate risk since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate sensitivity:

If interest rates had been 1% higher and all other variables were held constant, the Company's profit for the year ended would have impacted in the following manner:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Increase / (decrease) in the profit for the year	0.37	0.78

ii. Foreign currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

Foreign exchange exposures outstanding at the year end

Particulars	As at March 31, 2024		As at March 31, 2023	
	USD	EURO	USD	EURO
Total financial assets	4.51	0.25	4.51	0.25
Total financial liabilities	4.51	0.25	4.51	0.25

2% appreciation / depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease/increase in the Company's profit before tax by approximately ₹ 7.97 crore for the year ended March 31, 2024 (March 31, 2023: ₹ 7.86 crore).



Brahmani River Pellets Limited
Notes to the financial statements for the year ended March 31, 2024

(All amounts in ₹ crore, unless otherwise stated)

Note 41 - Financial risk management objectives and policies (Contd.)
Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is mainly exposed to credit risk from its operating activities (primarily trade receivables).

i. Trade receivables

Credit risk has always been managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses Expected Credit Loss (ECL) model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors.

Ageing of trade receivables:

	0-180 days	180- 365 days	Above 365 days	Provision	Net
As at March 31, 2024	447.89	-	-	-	447.89
As at March 31, 2023	443.19	-	2.83	(2.83)	443.19

Liquidity risk

The Company's principle sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived. The Company closely monitors its liquidity position and maintains adequate source of funding.

The working capital position of the Company is given below:

Particulars	March 31, 2024	March 31, 2023
Cash and cash equivalents and investments (excluding other bank balances)	126.20	152.79

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2024 and March 31, 2023

Particulars	Less than 1 year	1 - 2 years	> 2 years	Total
Borrowings				
- March 31, 2024	66.81	3.00	8.88	78.69
- March 31, 2023	22.22	22.22	5.02	49.46
Trade payables				
- March 31, 2024	100.76	-	-	100.76
- March 31, 2023	76.26	-	-	76.26
Other financial liabilities				
- March 31, 2024	28.25	-	-	28.25
- March 31, 2023	24.40	-	-	24.40

Note 42 - Change in liabilities arising from financing activities

Particulars	March 31, 2023	Proceeds	Repayment	Fair value changes	March 31, 2024
Borrowings from banks (non-current and current)	49.46	77.10	(49.46)	1.59	78.69

Particulars	March 31, 2022	Proceeds	Repayment	Fair Value changes	March 31, 2023
Borrowings from banks (non-current and current)	106.26	-	(56.79)	(0.01)	49.46



Note 43 - Additional regulatory information not disclosed elsewhere in the financial statements

- (i) As per Management's analysis, the Company does not have any transactions / balances with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (ii) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- (iii) There are no charges or satisfaction yet to be registered with the ROC beyond the statutory period.
- (iv) No schemes of arrangements have been applied or approved by the Competent Authority in terms of section 230 to 237 of the Companies Act, 2013.
- (v) The Company does not have any subsidiaries and hence it is in compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (vi) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- (viii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).
- (ix) The title deeds of all immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment, right-of-use assets and capital work-in-progress are held in the name of the Company as at the balance sheet date.

Note 44 - Note on audit trail

The Company has used SAP ("accounting software") for maintaining its books of account for the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that (a) audit trail feature was not enabled at certain master tables relating to sales, inventory, accounts payable and property, plant and equipment's business processes, and (b) audit trail feature was not enabled at the database level to log any direct data changes.

The Company has subsequently enabled the audit trail (edit log) facility for the above master tables from April 19, 2024. Adequate alternate control exists to ensure that the internal financial controls over financial reporting have operated effectively throughout the financial year.

Note 45 - Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors


Shilpa Sharma
Managing Director
DIN: 10260135


Nagarajan J
Director
DIN: 08066275


Rahul Vaishnav
Chief Executive Officer


Chandra Prakash Tated
Chief Financial cum
Commercial Officer


Suwendu Kar
Company Secretary



Place: Bhubaneswar
Date: April 30, 2024

