



SINTERCOM

SINTERCOM INDIA LIMITED

CIN: L29299PN2007PLC129627

Registered Office: GAT No.127, At Post Mangrul, Taluka Maval (Talegaon Dabhade) Pune
410507

Tel.: +91-20-4852-2679 Telefax: +91-20-4852-2698

Email: investor@sintercom.co.in Website: www.sintercom.co.in

NOTICE

Notice is hereby given that the 01st Extra Ordinary General Meeting (“EGM”) of the year 2020-2021 of the members of Sintercom India Limited (“Company”) will be held on Wednesday, 24th February, 2021 at 05.00 pm (IST) to be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

Special Business:

1. Increase of Authorised Share Capital and Alteration in The Capital Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 including any amendment thereto or re-enactment thereof and the rules framed thereunder (“Act”), the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from existing INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore only) comprising of 2,50,00,000 (Two Crore Fifty Lakh) equity shares of face value of INR 10/- (Indian Rupees Ten only) each to INR 27,60,00,000/- (Indian Rupees Twenty-Seven Crore Sixty Lakh Only) comprising of 2,76,00,000 (Two Crore Seventy Six Lakh) equity shares of face value of INR 10/- (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Act, the consent of the members of the Company be and is hereby accorded to alter the capital clause of the Memorandum of Association of the Company in the following manner: i.e., the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

“V. (a) The Authorised Share Capital of the Company is Rs. 27,60,00,000/- (Rupees Twenty-Seven Crore Sixty Lakh Only) divided into 2,76,00,000 (Two Crore Seventy-Six Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution Mr. Jignesh Raval Managing Director or Mr. Pankaj Bhatawadekar Chief Financial Officer, or Ms. Anuja Joshi Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the Registrar of Companies and/or any other relevant authorities as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

2. Alteration of Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 5 and 14, and other applicable provisions, if any, of the Act, and such other approvals, consents, permissions, sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded for altering the bylaws of the Company presently contained in the Articles of Association of the Company with new bylaws as contained in the amended and restated Articles



of Association of the Company. The copy of the amended and restated Articles of Association of the Company placed before the members and initialed by the Chairman of the Board of Directors of the Company for the purposes of identification, be and is hereby approved which are in substitution for and to the exclusion of all the previous Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution Mr. Jignesh Raval Managing Director or Mr. Pankaj Bhatawadekar Chief Financial Officer, or Ms. Anuja Joshi Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing all such documents as may be required to be filed or submitted with the Registrar of Companies or any other concerned authorities as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

3. Issue of Equity Shares on a Preferential Basis and Issue of Unsecured Compulsorily Convertible Debentures on a Preferential Basis

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42 and 62 (1) (c) of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification thereto or re-enactment thereof for the time being in force), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the listing agreements entered into by the Company with the stock exchanges on which the Equity Shares having face value of Rs.10/- each of the Company (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars, and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”) and / or the Securities and Exchange Board of India (“SEBI”) and any other competent authority from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary or required from the competent authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by such authorities while granting any such approvals, permissions, consents and / or sanctions, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the “Board” which expression shall include a committee constituted by the Board for the time being in force thereof to exercise its powers including the power conferred by this resolution) to create, issue, offer and allot from time to time in one or more tranches, the following securities to Miba Sinter Holding GmbH & Co KG (“Miba”), promoter of the Company, by way of preferential allotment on private placement basis:

(1) 1,350,000 (One Million Three Hundred Fifty Thousand Only) equity shares (“Equity Shares”) having a face value of Rs. 10 (Rupees Ten only) for the per share price of Rs. 67 (Rupees Sixty-Seven only); and

(2) 1,975,000 (One Million Nine Hundred Seventy-Five Thousand Only) compulsorily convertible debentures (“CCDs”) having a face value of Rs. 67 (Rupees Sixty-Seven only) for the per CCD price of Rs. 67 (Rupees Sixty-Seven only)



(the Equity Shares and the CCDs referred to hereinabove at (1) and (2) are collectively referred to as the "Subscription Securities"), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, provided that the aggregate amount to be raised through the issuance of the Subscription Securities pursuant to the authority under this Resolution shall not exceed the overall limit of Rs. 222,775,000/- (Rupees Two hundred and twenty-two million Seven hundred and seventy-five thousand only).

RESOLVED FURTHER THAT in terms of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for preferential allotment of the Subscription Securities is 25th January 2021, being the date 30 days prior to the date of the extraordinary general meeting scheduled to be held on 24th February, 2021."

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of 1,350,000 Equity Shares to Miba, shall be subject to the following terms and conditions, *inter alia*, as prescribed under the applicable laws:

(1) The 1,350,000 Equity Shares to be allotted to Miba shall be fully paid up and rank pari-passu with the existing equity shares of the Company bearing ISIN INE129Z01016 in all respects from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

(2) The 1,350,000 Equity Shares to be allotted to Miba shall be subject to lock-in for such period in compliance with and as specified under the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the stock exchanges subject to receipt of necessary permissions and approvals;

(3) The 1,350,000 Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the members of the Company, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions."

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing resolutions, issue of CCDs to Miba shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

(1) The CCD shall be unsecured;

(2) Each CCD will convert into one equity share of face value of Rs. 10/- of the Company;

(3) Each CCD will carry interest coupon rate of 4% per annum compounded quarterly;

(4) Until converted into equity shares of face value of Rs. 10/- of the Company the CCDs shall not carry any voting rights in the Company in respect thereof;

(5) Other terms and conditions as detailed in the explanatory statement and as may be decided by the Board.

RESOLVED FURTHER THAT the equity shares as and when issued on conversion of the CCDs shall be listed on the stock exchange, in dematerialised form and shall rank pari-passu in all respect with the existing equity shares of the Company from the date of allotment thereof, and be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the board be and is hereby authorised to accept any modification(s) in the terms of the issue and allotment of the Subscription Securities, subject to the provisions of the Act and the applicable SEBI regulations, without being required to seek any further consent or approval of the members of the Company.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, desirable or expedient, including without limitation issuing clarifications, resolving all questions, effecting any modifications changes to the foregoing (including modification to the terms of the issue), enter into contracts, arrangements, agreement, documents (including for appointment of agencies, intermediaries and advisers for the issue) and to authorise all such persons may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the preferential issue and utilization of proceeds of the issue, take all other steps which maybe incidental, consequential, relevant or ancillary in this connection to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, Mr. Jignesh Raval Managing Director or Mr. Pankaj Bhatawadekar Chief Financial Officer, or Ms. Anuja Joshi Company Secretary and or any committee of the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the relevant authorities for obtaining requisite approvals etc. for the issuance of the Subscription Securities, as may be required, issuing clarifications on the issue and allotment of the Subscription Securities, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any relevant authority, including agreeing to and accepting all such condition(s), modification(s) and alteration(s) as may be stipulated by the relevant authorities.”

By Order of the Board of Directors

Sd/-

Anuja Joshi

Company Secretary & Compliance Officer

Pune, 28th January, 2021

Registered Office:

Gat No.127,

At Post Mangrul,

Taluka Maval Talegaon Dabhade,

Pune 410507

CIN: L29299PN2007PLC129627

Website: www.sintercom.co.in

E-mail: investor@sintercom.co.in

Tel: +91 20 4852 2679

Fax: +91 20 4852 2698

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), as amended read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ('SEBI LODR Regulations'), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is annexed hereto and forms part of the notice.
2. Considering the present Covid-19 pandemic and the social distancing norms to be followed in the Country, the Ministry of Corporate Affairs ("MCA") has vide its Circular No 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.22/2020 dated 15th June, 2020, Circular No.33/2020 dated 28th September, 2020 and No. 39/2020 dated 31st December, 2020 ('MCA Circulars') and SEBI has via circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (collectively referred to as 'SEBI Circulars') has permitted the holding of the EGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, the SEBI LODR Regulations and MCA Circulars, the 01st EGM of 2020-2021 of the Company is being held through VC/OAVM facility. The deemed venue for the EGM shall be the Registered Office of the Company.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In compliance with the aforesaid MCA Circulars the Notice of EGM along with login details for joining the EGM through VC / OAVM facility including e-voting are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA. Members may note that this Notice of EGM will also be available on Company's website (www.sintercom.co.in), Stock Exchange's website (www.nseindia.com) and National Securities Depository Limited ('NSDL') website (www.evoting.nsdl.com).
5. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The EGM is being held pursuant to the MCA Circulars through VC / OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

However, Corporate Members intending to authorize their representatives to attend & vote at the EGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution to the Scrutinizer. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to pvaishnavi28@gmail.com with a copy marked to evoting@nsdl.co.in.

7. Pursuant to Section 101 of the Act read with relevant Rules made thereunder, companies can serve communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members who have not registered their e-mail address with the Company can now register the same by sending an email to Company Secretary and Compliance Officer of the Company at investor@sintercom.co.in and/or by sending a request to Link Intime India Private Limited Registrar and Share Transfer Agent ('RTA') through email pune@linkintime.co.in or contact 020 - 2616 1629 / 2616 0084; Fax No. 020 - 2616 3503. Members holding Shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.
8. Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Link Intime India Pvt. Ltd, Address at Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune - 411001 (Phone No. 020 - 2616 1629 / 2616 0084; Fax No. 020 - 2616 3503; email id: pune@linkintime.co.in) for reply to their queries/ redressal of complaints, if any, or contact Ms. Anuja Joshi at the registered office of the Company (Phone +91 20 4852 2679 , Email: investor@sintercom.co.in).



9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). **All the Shares of the Company are held in dematerialized form.*
10. The recording of the forthcoming EGM scheduled on 24th February, 2021, shall also be made available on the website of the Company at www.sintercom.co.in, after the meeting is over.
11. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
12. To comply with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of the SEBI LODR Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting (prior to EGM) and e-voting (during the EGM) services provided by NSDL on all resolutions set forth in this Notice.

Only those Members who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

Dispatch of Notice through Electronic Mode:

13. In compliance with the aforesaid MCA Circulars Notice of the EGM along with the Explanatory statement are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the EGM will also be available on the Company's website www.sintercom.co.in, websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited at www.nseindia.com and Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com

For receiving all communication from the Company electronically:

Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. * In case of any queries / difficulties in registering the e-mail address, members may write to investor@sintercom.co.in

**All the Shares of the Company are held in dematerialized form.*

Procedure for Inspection of Documents:

14. The relevant documents referred to in the Notice will be available upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>. during the EGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to investor@sintercom.co.in

15. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before Wednesday, 17th February, 2021 through email on investor@sintercom.co.in The same will be replied by the Company suitably.

Instructions for Members for Attending the EGM through VC/OAVM are as under:

16. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system which will open 30 minutes before the scheduled time of the EGM. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials.



The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

A) Members who need assistance before or during the EGM with use of technology, can:

- Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990; or

- Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number 022 24994360; or

- Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number 022 24994545

B) Members can participate in the EGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.

C) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop 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.

D) Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at investor@sintercom.co.in. Such request must reach the Company till 5.00 p.m. on or before Wednesday, 17th February, 2021. Those Members who have registered themselves as a speaker by 17th February, 2021 and have provided adequate details as mentioned above will only be allowed to express their views/ask questions during the EGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM. In the interest of time, each Speaker is requested to express his / her views in 2 minutes.

Procedure for Remote E-voting and E-voting at the EGM:

17. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended) and the MCA Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means.

The remote e-voting period commences on Saturday, 20th February, 2021 (9.00 a.m. IST) and ends on Tuesday, 23rd February, 2021 (5.00 p.m. IST). During this period, members as on cut-off date, i.e. as on Wednesday, 17th February, 2021 may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 17th February, 2021. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.

In addition, the facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting.



Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

Ms. Vaishnavi Pawase (Membership No. A52380, C.P. No: 19265) (email id: pvaishnavi28@gmail.com) address: 804, Ecstasy Apartment, G.A. Kulkarni Peth, Kothrud, Pune- 411038 has been appointed as Scrutinizer to scrutinize the entire e-voting in a fair and transparent manner.

The results on the resolutions will be declared not later than 48 hours of conclusion of the EGM i.e. or any adjournment thereof. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.sintercom.co.in and on the website of NSDL at www.evoting.nsdl.com and will also be forwarded to the National Stock Exchange of India where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the EGM i.e. 24th February, 2021.

The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given herein below. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email-ids for e-voting for the resolutions are requested to refer the instructions provided at serial no. 11.

I. Procedure for remote e-voting:

Step 1: Log-in to NSDL e-Voting system at [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client I for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.



4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pvaishnavi28@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager at designated email ids at AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone no. 022 - 24994360 / 022 - 24994545 who will address the grievances on e-voting.

II. Instructions for members for e-voting on the day of the EGM are as under: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

By Order of the Board

**Sd/-
Anuja Joshi
Company Secretary & Compliance Officer**

Place: Pune
Date: 28th January, 2021



THE FOLLOWING EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND THE RULES FRAMED THEREUNDER SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER ITEM NOS. 1, 2 AND 3 OF THE ACCOMPANYING NOTICE DATED 28TH JANUARY, 2021

Special Resolution under Item No. 1:

INCREASING THE AUTHORIZED SHARE CAPITAL AND ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The current authorised share capital of the Company is Rs. 250,000,000/- (Indian Rupees Two Hundred and Fifty Million) comprised of 25,000,000 (Twenty Five Million only) equity shares of face value INR 10 (Indian Rupees Ten) each, of which the issued, subscribed and paid-up share capital of the Company is INR 242,028,220/- (Indian Rupees Two Hundred and Forty Two Million Twenty Eight Thousand Two Hundred and Twenty) comprised of 24,202,822 (Twenty Four Million Two Hundred and Two Thousand and Eight Hundred and Twenty-Two only) equity shares of face value of INR 10 (Indian Rupees Ten) each. For undertaking the preferential issue of the Subscription Securities as detailed in Item 3 below and, the Board of Directors ("**Board**") in their meeting held on 28th January, 2021 subject to necessary approval(s), has approved the increase of the authorized share capital and consequent change (by way increase of the authorized share capital) in the Memorandum of Association of the Company.

The Board believes that that the proposed issue is in the best interest of the Company and its members and therefore recommends the Special Resolution as set out in Item no. 1 of the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.



Special Resolution under Item No. 2:

ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

On 28th January, 2021, Miba Sinter Holding GmbH & Co KG (“Miba”) and the Company entered into a securities subscription agreement (“SSA”) pursuant to which Miba has agreed to subscribe to, and the Company has agreed to issue and allot, (i) 1,350,000 (one million three hundred fifty thousand only) equity shares, and (ii) 1,975,000 (one million nine hundred seventy-five thousand only) compulsorily convertible debentures of the Company, as per terms and conditions set out in the said SSA. Further as a condition precedent to the subscription by Miba under the SSA, the Articles of Association of the Company (“Articles”) is required to be amended.

Also on 28th January, 2021 Miba, BRN Industries Limited and Mr. Jignesh Vasantrai Raval entered into a shareholders agreement to record their inter se understanding and agreement as shareholders in the Company.

The Board of the Company in their meeting held on 28th January, 2021 subject to necessary approval(s), have approved the proposal for adopting a new set of Articles in place of and to the exclusion of the existing Articles of the Company.

Copies of the existing and amended Articles of the Company are being circulated along with this notice of the Meeting and shall also be available for inspection by members during business hours at the registered office of the Company.

In terms of Section 14 of the Act, approval of the members of the Company by way of a special resolution is required for adoption of the new set of Articles of the Company. The Board, therefore, seeks approval of the members as set out in Item no. 2 of the accompanying notice, by way of a special resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Special Resolution under Item No. 3:

ISSUE OF EQUITY SHARES AND COMPULSORILY CONVERTIBLE DEBENTURES ON A PREFERENTIAL BASIS

Based on the recommendations of the Audit Committee, the Board of the Company in their meeting held on January 28, 2021 subject to necessary approval(s), have approved the proposal for raising funds for an amount not exceeding Rs. 222,775,000 (Rupees Two hundred and twenty-two million Seven hundred and seventy-five thousand only) by way of a preferential allotment of 1,350,000 (one million three hundred and fifty thousand) equity shares having face value of Rs. 10 (Rupees Ten only) each ("Equity Shares") for a per share price of Rs. 67 (Rupees Sixty-Seven only) and a preferential allotment of 1,975,000 compulsorily convertible debentures having face value of Rs. 67/- (Rupees Sixty-Seven) ("CCDs") at a price of Rs. 67/- (Rupees Sixty-Seven only) (the Equity Shares and CCDs are collectively referred to as the "Subscription Securities") to one of its promoters, Miba. The terms of the preferential issue of the Subscription Securities are stated in the resolution.

In terms of Section 62(1)(c) read with Section 42 of the Act and the Rules made thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the preferential issue of the Equity Shares and CCDs requires approval of the members of the Company by way of a special resolution. The Board, therefore, seeks approval of the members as set out in the notice, way of a special resolution.

The Company and Miba have entered into the SSA on January 28th, 2021. Necessary information / details in respect of the proposed issue of Equity Shares and Convertible Debentures on a preferential basis in accordance with the applicable provisions of the Act, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the ICDR Regulations are set out below:

1.	Objects of the Preferential Issue	The proceeds of the Preferential Issue are to be used for working capital requirements and to help facilitate the Company with additional funds necessary for acquisition of capital goods and machinery, operation and management of the Company provided that an amount equal to INR 90,000,000 (Indian Rupees Ninety Million only) from the proceeds is to be allocated towards the acquisition of capital goods & machinery by the Company.
2.	The maximum number of Subscription Securities to be issued	1,350,000 Equity Shares 1,975,000 CCDs
3.	Price at which the Equity Shares are to be issued	INR 67 /- (Face Value Rs. 67/-)
4.	Price at which the CCDs are to be issued	INR 67 /- (Face Value Rs. 67/-)
5.	Basis or justification for the price (including premium, if any) at which the offer is being made	The Equity Shares of the Company are not frequently traded on the stock exchange. Therefore, the price has been arrived at in terms of regulation 165 of the SEBI ICDR Regulations. For the same Valuation report from Mr. S. Sundararaman, Registered valuer, Address: 5B, "A" Block, 5thFloor, Mena Kampala Arcade, New #18 & 20, Thiagaraya Road, T. Nagar, Chennai-600017 IBB registration no. IBBI/RV/06/2018/10238; dated 28th January, 2021 has been obtained. The price at which Equity Shares

		are being issued and the price at which the CCD's will get converted is higher than the price arrived at as per the valuation report.
6.	Amount which the Company intends to raise by way of such securities	Up to ₹ 222,775,000/- (Rupees Two hundred and twenty-two million Seven hundred and seventy-five thousand only)
7.	Relevant Date for determining the price as set out in points 3 and 4 above	The relevant date for determining the price is 25 th January, 2021
8.	Price at which the CCDs shall convert into Equity Shares	INR 67/- (Face Value Rs. 10/- and premium Rs. 57/-)
9.	Tenure of the CCDs	Compulsory Convertible Debentures will be converted into equity shares within 18 months from the date of allotment.
10.	Class of persons to whom the allotment is proposed to be made	The proposed allottees is part of the Promoters of the Company.
11.	Intent of the promoters, directors or the key managerial personnel to subscribe to the offer	The Subscription Securities shall be offered to Miba, one of the promoters of the Company. Miba has indicated its intention to subscribe to the preferential allotment of the Subscription Securities.
12.	The proposed time frame within which the allotment shall be completed	15 (fifteen) days from the date of: i) passing of the special resolution by the Members; or ii) receipt of approval/permission from any regulatory authority, if such allotment requires any such approval
13.	The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them	Miba Sinter Holding GmbH And CO Kg Equity % holding post preferential allotment of Equity shares: 24.81% Equity % holding post preferential allotment of CCD's: 24.81% (No change as compulsory convertible debentures are being issued)
14.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees	Miba AG is the holding company and owns 100% of capital of Miba Sinter Holding. Further, Miba AG is the wholly owned subsidiary of Mitterbauer Beteiligungs AG. Mitterbauer Privatstiftung is a private foundation established under the laws of Austria. It is a legal entity and has no owners or shareholders. All assets of Mitterbauer Privatstiftung belong to itself. Thus, the assets of Mitterbauer Privatstiftung belong neither to the founders, nor to the beneficiaries, if any, nor to any legal or natural persons. The rights granted by the statutes to the first founder, Dr. Peter Mitterbauer, can be regarded as a sole beneficial owner of Mitterbauer Privatstiftung at the present.
15.	Lock-in Period	The Equity Shares (including those equity shares arising from conversion of CCDs) shall be locked-in for such period as may be specified under Regulation

		167 and 168 of the ICDR Regulations.
16.	The change in control, if any, in the Company that would occur consequent to the preferential offer	No. The allottee is already part of the Promoters, hence there will be no change in control.
17.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Not Applicable
18.	Other material terms of the preferential issue, if any	<p>Compulsory Convertible Debentures (CCDs) will be converted into equity shares at a conversion ratio of 1:1, at ₹ 67/- per equity shares (face value ₹ 10 per equity share) in accordance with the CCDs terms with 50% of the CCDs being converted at any time commencing from 1 April 2021 but no later than 31 March 2022 and the balance 50% of the CCDs being converted at any time commencing from 1 April 2022 but no later than the expiry of a maximum period of 18 (eighteen) months from the date of allotment of the CCDs.</p> <p>In terms of the SSA, the Preferential Issue to Miba will be undertaken for an aggregate consideration of upto to ₹ 222,775,000/-, for the issuance and allotment of the following securities:</p> <p>(i) 13,50,000 fully paid-up equity shares, at a price of ₹67/- (face value of ₹ 10/- each) aggregating to ₹ 9,04,50,000/- (Rupees Nine Crore Four Lakh Fifty Thousand Only); and</p> <p>(ii) 19,75,000 Compulsory Convertible Debentures, at a price of ₹67/- each (face value of ₹ 67/- each) aggregating to ₹ 13,23,25,000/-</p> <p>The Preferential Issue would be subject to the due fulfillment of certain conditions precedent more particularly detailed in the SSA including obtaining the approval of the shareholders of the Company for such preferential issuance and allotment as well as the obtaining of applicable regulatory approvals.</p> <p>The equity shares and CCDs to be issued under the SSA would be locked-in as per provisions of SEBI ICDR Regulations.</p> <p>After this preferential allotment, the Company is not to issue any equity shares or any other form of instruments or securities compulsorily or optionally convertible into or exercisable or exchangeable for, or which carry a right to subscribe to or purchase, equity shares of the Company from time to time or any other</p>

form of securities which shall carry voting rights from 28th January, 2021 being the date of execution of the SSA till 31 March 2023 (both days included), other than the securities proposed to be issued as per the terms of the SSA .

19. The shareholding pattern of the Company before and after the allotment of the Subscription Securities under the Preferential Issue

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	11,33,035	4.68	11,33,035	4.43
	Bodies corporate	0	0	0	0
	Sub-total	11,33,035	4.68	11,33,035	4.43
2	Foreign promoters				
	Individual	0	0	0	0
	Bodies corporate	1,45,41,785	60.08	1,58,91,785	62.19
	Sub-total	1,45,41,785	60.08	1,58,91,785	62.19
	sub-total (A)	1,56,74,820	64.76	1,70,24,820	66.62
B	Non-promoters' holding				
1	Institutional investors	10000	0.04	10000	0.04
2	Non-institution				
	Private corporate bodies	2601357	10.75	2601357	10.18
	Directors and relatives	204002	0.84	204002	0.80
	Indian public	4198000	17.35	4198000	16.43
	others (including NRIs)	1514643	6.26	1514643	5.93
	Sub-total (B)	85,28,002	35.24	85,28,002	33.38
	GRAND TOTAL	2,42,02,822	100	2,55,52,822	100



Auditors Certificate

Statutory Auditors of the Company, M/s. Kirtane & Pandit LLP, Chartered Accountants, have issued a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the ICDR Regulations. A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11:00 A.M. to 1:00 P.M. on any working day upto the date of the meeting.

Other Disclosures / Undertakings

- Neither the Company, nor its directors or promoters have been declared as willful defaulter as defined under the ICDR Regulations.
- During the period from April 1, 2020 till the date of notice of this EGM, the Company has not made any preferential allotment.
- The Company is eligible to make the preferential allotment to its promoter under Chapter V of the ICDR Regulations.
- As the equity shares of the Company have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The proposed allottee or the members of the promoter and promoter group have not sold or transferred any equity shares during the six months preceding the Relevant Date.
- Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed preferential issue.

The Board believes that that the proposed issue is in the best interest of the Company and its members and therefore recommends the Special Resolution as set out in Item no. 3 of the accompanying notice for your approval.

Expect Mr. Harald Neubert, Director, no other Director or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

By Order of the Board of Directors

Sd/-

Anuja Joshi
Company Secretary & Compliance Officer

Pune, 28th January, 2021