



ESSEL MINING & INDUSTRIES LIMITED
Regd. Office: Industry House, 18th Floor, 10, Camac Street, Kolkata – 700 017
CIN: U51109WB1950PLC018728
Telephone: 033- 44555500 / 98; Fax: 033- 44555537 / 47
Website: www.esselmining.com, E-mail: emil.registered@adityabirla.com

NOTICE OF THE 72ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Second Annual General Meeting of the Members of Essel Mining & Industries Limited (the "Company") will be held on **Thursday, 29th September, 2022** at **11.00 A.M.** at its Registered Office at Industry House, 18th Floor, 10, Camac Street, Kolkata - 700017 to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Manish Kumar Newar (DIN: 00469539), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s Singhi & Co. Chartered Accountants, (Firm Registration No. 302049E), as Statutory Auditors of the Company and to fix their remuneration and in this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Singhi & Co., Chartered Accountants, Kolkata (Firm Registration No. 302049E) be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years, who shall hold office from the conclusion of this 72nd Annual General Meeting till the conclusion of the 77th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company plus applicable taxes and reimbursement of travel and out-of-pocket expenses."

SPECIAL BUSINESSES:

4. **To ratify remuneration of M/s SPK Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year ending 31st March, 2023**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of INR 42,000/- (Rupees Forty Two Thousand only) plus applicable taxes and reimbursement of out-of-pocket/incidental expenses be paid to M/s SPK Associates, Cost Accountants, Kolkata (Firm Registration No. 000040) as Cost Auditors of the Company in connection with the audit of cost records of the Company for the financial year ending on 31st March, 2023."

5. Appointment of Mr. Thomas Maliackal Cherian (DIN: 07883418) as an Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Thomas Maliackal Cherian (DIN: 07883418), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th December, 2021, and holds office until the date of this 72nd Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company, and who is eligible for appointment and has given his consent to act as a Director of the Company, and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Appointment and remuneration payable to Mr. Thomas Maliackal Cherian (DIN: 07883418) as the Whole Time Director and Key Managerial Personnel of the Company with effect from 15th December, 2021 till 31st March, 2022

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), or any other law for the time being in force, and the Articles of Association of the Company and on the recommendation of the Board of Directors, approval of the Members be and is hereby accorded for appointment of Mr. Thomas Maliackal Cherian (DIN: 07883418), as the Whole Time Director and Key Managerial Personnel of the Company with effect from 15th December, 2021 till 31st March, 2022.

RESOLVED FURTHER THAT the terms and conditions of appointment of Mr. Thomas Maliackal Cherian, including his remuneration, shall be as provided hereunder and that the Board (which terms shall include any Committee, if any, constituted or to be constituted by the Board), may alter the said terms and conditions of appointment and remuneration, from time to time, within the overall limits and as may be permissible by law, viz.:

1. Period: From 15th December, 2021 to 31st March, 2022
2. Salary: (subject to revisions/modifications from time to time as per policy of the Company and also subject to the overall ceilings under the Act and applicable laws):
 - a. Basic Salary: INR 5,83,333/- (Rupees Five Lakhs Eighty Three Thousand Three Hundred Thirty Three only) per month with such increments as may be decided and approved by the Board, from time to time;
 - b. Special Allowance: INR 2,35,850/- (Rupees Two Lakhs Thirty Five Thousand Eight Hundred Fifty only) per month with such increments as may be decided and approved by the Board, from time to time. This allowance, however, will not be taken into account for calculation of retirement benefits or any other element of compensation;
 - c. Performance linked incentive to be linked to the achievement of targets, as may be decided by the Board of Directors from time to time, during his term, with such revisions as may be decided by the Board of Directors from time to time; and

- d. Long Term Incentive Plans, as applicable, and as may be decided by the Board of Directors, from time to time.
3. Perquisites: (subject to revisions/modifications as per policy of the Company from time to time subject to the overall ceilings under the Act and applicable laws):
 - a. House Rent Allowance (HRA): INR 2,91,667/- (Rupees Two Lakhs Ninety One Thousand Six Hundred Sixty Seven only) per month;
 - b. Leave Travel Allowance: Leave Travel Expenses for self and family in accordance with the policy of the Company;
 - c. Leave and encashment of leave as per the Rules of the Company/ Aditya Birla Group;
 - d. Medical Insurance coverage for self, spouse and two dependent children as per the Rules of the Company/ Aditya Birla Group;
 - e. Company's contribution towards provident fund, superannuation fund and Gratuity as per the rules of the Company;
 - f. Car(s) worth INR 30,00,000/- (Rupees Thirty Lakhs only) with replacement period of 4 (four) years, with fuel valuation, and expenses for maintenance and driver on actual subject to specified ceilings or as per Company/ Aditya Birla Group policy;
 - g. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the Rules of the Company;
 - h. Any other allowances, benefits and perquisites as per the Rules as applicable and/or which may become applicable in the future to the Senior Executives of the Company/ Aditya Birla Group and / or any other allowances, benefits and perquisites as the Board of Directors may decide from time to time.
4. Subject to the aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable and /or which may become applicable in the future to the Senior Executives of the Company/Aditya Birla Group.
5. The aggregate of such remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Sections 197 and 198 of the Act, read with Schedule V and other applicable provisions, if any, of the Act or any statutory modifications or re-enactment thereof for the time being, be in force or any other law as may be applicable.
6. During the current tenure of office of Mr. Thomas Maliackal Cherian, if the Company has no profits or its profits are inadequate, he will be paid the aforesaid remuneration by way of salary and perquisites and remuneration subject to compliance with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.
7. The appointment of Mr. Thomas as the Whole Time Director of the Company will be subject to termination by 3 (three) months' notice in writing on either side and neither party will have any claim against the other for damages or compensation by reason of such termination.
8. So long as Mr. Thomas functions as the Whole Time Director of the Company, he shall not be paid any fees for attending the meetings of the Board or any Committees thereof.
9. Pursuant to provisions of Section 188 of the Companies Act, 2013 and the applicable Rules and Schedule of the Act, Mr. Thomas would not be holding any office or place of profit by his being a Director of the Company's subsidiaries/joint ventures.
10. Mr. Thomas as the Whole Time Director of the Company shall not be liable to retire by rotation and shall function under the overall superintendence, control and direction of the Board of Directors of the Company.
11. The cessation as Whole Time Director of the Company shall not necessarily result in cessation of employment of Mr. Thomas Maliackal Cherian with the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect

to this resolution and for matters connected therewith or incidental thereto and to sign and execute any deed / document / undertaking / agreement / paper / writing, as may be required in this regard and to delegate all or any of these powers to any Director or Officer of the Company."

7. Appointment and remuneration payable to Mr. Thomas Maliackal Cherian (DIN: 07883418) as the Managing Director and Key Managerial Personnel of the Company for a period of 5 (five) years with effect from 1st April, 2022 under the provisions of Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), or any other law for the time being in force, and the Articles of Association of the Company and on the recommendation of the Board of Directors, approval of the Members be and is hereby accorded for appointment of Mr. Thomas Maliackal Cherian (DIN: 07883418), as the Managing Director and Key Managerial Personnel of the Company for a period of 5 (Five) years, i. e., from 1st April, 2022 to 31st March, 2027, or till his continuation in the services of the Company, whichever is earlier.

RESOLVED FURTHER THAT the terms and conditions of appointment of Mr. Thomas Maliackal Cherian, including his remuneration, shall be as provided hereunder and that the Board (which terms shall include any Committee, if any, constituted or to be constituted by the Board), may alter, modify or revise the said terms and conditions of appointment and remuneration, from time to time, within the overall limits and as may be permissible by law, viz.:

1. Period: 5 (Five) Years, i.e., from 1st April, 2022 to 31st March, 2027.
2. Salary: (subject to revisions/modifications from time to time as per policy of the Company and also subject to the overall ceilings under the Act and applicable laws):
 - a. Basic Salary: INR 5,83,333/- (Rupees Five Lakhs Eighty Three Thousand Three Hundred Thirty Three only) per month with such increments as may be decided and approved by the Board, from time to time;
 - b. Special Allowance: INR 2,35,850/- (Rupees Two Lakhs Thirty Five Thousand Eight Hundred Fifty only) per month with such increments as may be decided and approved by the Board, from time to time. This allowance, however, will not be taken into account for calculation of retirement benefits or any other element of compensation;
 - c. Performance linked incentive to be linked to the achievement of targets, as may be decided by the Board of Directors from time to time, during his term, with such revisions as may be decided by the Board of Directors from time to time;
 - d. Long Term Incentive Plans, as applicable, and as may be decided by the Board of Directors, from time to time.
3. Perquisites: (subject to revisions/modifications as per policy of the Company from time to time subject to the overall ceilings under the Companies Act, 2013 and applicable laws):
 - a. House Rent Allowance (HRA): INR 2,91,667/- (Rupees Two Lakhs Ninety One Thousand Six Hundred Sixty Seven only) per month;
 - b. Leave Travel Allowance: Leave Travel Expenses for self and family in accordance with the policy of the Company;
 - c. Leave and encashment of leave as per the Rules of the Company/ Aditya Birla Group;
 - d. Medical Insurance coverage for self, spouse and two dependent children as per the Rules of the Company/ Aditya Birla Group;

- e. Company's contribution towards provident fund, superannuation fund and Gratuity as per the rules of the Company;
 - f. Car(s) worth INR 30,00,000/- (Rupees Thirty Lakhs only) with replacement period of 4 (four) years, with fuel valuation, and expenses for maintenance and driver on actual subject to specified ceilings or as per Company/ Aditya Birla Group policy;
 - g. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the Rules of the Company;
 - h. Any other allowances, benefits and perquisites as per the Rules as applicable and/or which may become applicable in the future to the Senior Executives of the Company/ Aditya Birla Group and / or any other allowances, benefits and perquisites as the Board of Directors may decide from time to time.
4. Joining Bonus of INR 1 Crore (Rupees One Crore only) payable in two equal tranches on completion of 1 year and 2 years from joining. In case of exit within 3 years from the date of payout, the payout shall be recovered in full.
 5. Subject to the aforesaid, the Managing Director shall be governed by such other Rules as are applicable and/or which may become applicable in the future to the Senior Executives of the Company/Aditya Birla Group.
 6. The aggregate of such remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Sections 197 and 198 of the Act, read with Schedule V and other applicable provisions, if any, of the Act or any statutory modifications or re-enactment thereof for the time being, be in force or any other law as may be applicable.
 7. During the current tenure of office of Mr. Thomas Maliackal Cherian, if the Company has no profits or its profits are inadequate, he will be paid the aforesaid remuneration by way of salary and perquisites and remuneration subject to compliance with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.
 8. The appointment of Mr. Thomas as the Managing Director of the Company will be subject to termination by 3 (three) months' notice in writing on either side and neither party will have any claim against the other for damages or compensation by reason of such termination.
 9. So long as Mr. Thomas functions as the Managing Director of the Company, he shall not be paid any fees for attending the meetings of the Board or any Committees thereof.
 10. Pursuant to provisions of Section 188 of the Companies Act, 2013 and the applicable Rules and Schedule of the Act, Mr. Thomas would not be holding any office or place of profit by his being a Director of the Company's subsidiaries/ joint venture.
 11. Mr. Thomas Maliackal Cherian as the Managing Director of the Company shall not be liable to retire by rotation during his tenure as the Managing Director and shall function under the overall superintendence, control and direction of the Board of Directors of the Company.
 12. The cessation as Managing Director of the Company shall not necessarily result in cessation of employment of Mr. Thomas with the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to sign and execute any deed / document / undertaking / agreement / paper / writing, as may be required in this regard and to delegate all or any of these powers to any Director or Officer of the Company."

8. To approve / ratify revision in remuneration of Mr. Thomas Maliackal Cherian, Managing Director, with effect from 1st July, 2022

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

"RESOLVED THAT pursuant to the provisions of Sections, 196, 197 and 198 read with Schedule V & Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof) ('the Act'), or any amendments thereto, and on the recommendation of the Board of Directors, approval of the Members be and is hereby accorded for revision in the remuneration of Mr. Thomas Maliackal Cherian, Managing Director of the Company, with effect from 1st July, 2022 , as set out hereunder:

1. Salary: (subject to revisions/modifications from time to time as per policy of the Company and also subject to the overall ceilings under the Act and applicable laws):
 - a. Basic Salary: INR 6,06,275/- (Rupees Six Lakhs Six Thousand Two Hundred Seventy Five only) per month with such increments as may be decided and approved by the Board, from time to time;
 - b. Special Allowance: INR 2,51,494/- (Rupees Two Lakhs Fifty One Thousand Four Hundred Ninety Four only) per month with such increments as may be decided and approved by the Board, from time to time. This allowance, however, will not be taken into account for calculation of retirement benefits or any other element of compensation;
 - c. Performance linked incentive to be linked to the achievement of targets, as may be decided by the Board of Directors from time to time, during his term, with such revisions as may be decided by the Board of Directors from time to time;
 - d. Long Term Incentive Plans, as applicable, and as may be decided by the Board of Directors, from time to time.
2. Perquisites: (subject to revisions/modifications as per policy of the Company from time to time subject to the overall ceilings under the Act and applicable laws):
 - a. House Rent Allowance (HRA): INR 3,03,138/- (Rupees Three Lakhs Three Thousand One Hundred Thirty Eight only) per month;
 - b. Leave Travel Allowance: Leave Travel Expenses for self and family in accordance with the policy of the Company;
 - c. Leave and encashment of leave as per the Rules of the Company/ Aditya Birla Group;
 - d. Medical Insurance coverage for self, spouse and two dependent children as per the Rules of the Company/ Aditya Birla Group;
 - e. Company's contribution towards provident fund, superannuation fund and Gratuity as per the rules of the Company;
 - f. Car(s) worth INR 30,00,000/- (Rupees Thirty Lakhs only) with replacement period of 4 (four) years, with fuel valuation, and expenses for maintenance and driver on actual subject to specified ceilings or as per Company/ Aditya Birla Group policy;
 - g. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the Rules of the Company;
 - h. Any other allowances, benefits and perquisites as per the Rules as applicable and/or which may become applicable in the future to the Senior Executives of the Company/ Aditya Birla Group and / or any other allowances, benefits and perquisites as the Board of Directors may decide from time to time.
3. Subject to the aforesaid, the Managing Director shall be governed by such other Rules as are applicable and /or which may become applicable in the future to the Senior Executives of the Company/Aditya Birla Group.
4. The aggregate of such remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Sections 197 and 198 of the Act read with

Schedule V and all other applicable provisions, if any, of the Act or any statutory modifications or re-enactment thereof for the time being, be in force or any other law as may be applicable.

5. During the current tenure of office of Mr. Thomas Maliackal Cherian, if the Company has no profits or its profits are inadequate, he will be paid the aforesaid remuneration by way of salary and perquisites and remuneration subject to compliance with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.
6. So long as Mr. Thomas functions as the Managing Director of the Company, he shall not be paid any fees for attending the meetings of the Board or any Committees thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to sign and execute any deed / document / undertaking / agreement / paper / writing, as may be required in this regard and to delegate all or any of these powers to any Director or Officer of the Company.”

9. Appointment of Mr. Tuhin Kumar Mukherjee (DIN: 01163569), as a Non- Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the 'Act'), and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, Mr. Tuhin Kumar Mukherjee (DIN: 01163569), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st April, 2022, and holds office until the date of this 72nd Annual General Meeting in terms of Section 161 of the Act, and who is eligible for appointment and has given his consent to act as a Director of the Company, and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive (Non Independent) Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **Essel Mining & Industries Limited**

Sd/-
Dhananjay Karmakar
Company Secretary
FCS- 6901

Place: Kolkata
Date: 6th September, 2022

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The Proxies in order to be effective should be deposited at the Registered Office of the Company not less than Forty-Eight Hours before the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company. In case, a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. Members/Proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names in the Register of Members of the Company will be entitled to vote.
3. The Corporate Members intending to send their authorised representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed hereto.
5. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. excluding Saturday, Sunday and other public Holiday and shall also be open for inspection during the Annual General Meeting (AGM).
6. The Register of Members of the Company shall remain closed from 23rd September, 2022 to 29th September, 2022 (both days inclusive).
7. Members are requested to notify change of address, if any, with PIN CODE and Email-ID, quoting reference of their Folio No./DP ID, Client ID. Members are requested to quote their Folio No. for all correspondences with the Company.
8. Information pertaining to Directors seeking appointment/re-appointment is annexed.
9. The Company has dematerialized its Equity Shares and Company's ISIN number is INE077E01012. Members, who hold shares in physical form, are requested to dematerialize their shares.
10. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings is annexed.

Details of the Directors seeking appointment/re-appointment as set out in item nos. 2, 5, 6, 7 & 9 respectively of this Notice pursuant to clause 1.2.5 of Secretarial Standard 2 on General Meeting:

Name of Director(s)	Mr. Manish Kumar Newar (DIN: 00469539)	Mr. Thomas Maliackal Cherian (DIN: 07883418)	Mr. Tuhin Kumar Mukherjee (DIN: 01163569)
Date of Birth/Age	30-03-1969 / 53 years	30-05-1971/51 years	25-03-1952/ 70 years
Date of First Appointment	08-12-1993	15-12-2021	01-04-2022
Expertise / experience in specific functional areas	Mr. Newar is the Managing Director of Newar Group of Companies which has business in various sectors. He has been heading the business of Tea Estate situated in Assam under M/s Halmira Estate Tea Pvt. Ltd. & Dukenhengra Tea Pvt. Ltd. He is also the promoter of M/s Arvind Press Caps Limited, a SSI unit engaged in manufacturing of Aluminium & Brass Caps used in Tube Light and Bulbs and M/s Koolkidz Products Ltd., engaged in importing Toys & Accessories from USA and China.	Mr. Thomas has over three decades of experience in the mining sector across geographies. With expertise in mining value chain, supply chain systems and project management, his competencies include strategic planning, new business development, mergers and acquisitions, and stakeholder and community engagement.	Mr. Mukherjee has over four decades of professional experience in the mineral, mining, commodity trading and associated infrastructure sector in the fields of project execution, conceptualization, planning, operation, management, corporate strategic planning and business development, cross boundary negotiations, international tie-ups and co-operation.
Qualifications	B.Com., MBA	Mining Engineer from Osmania University with management education from XLRI Jamshedpur in addition to executive development from CEDEP, France.	MSC (Applied Geology) from IIT Kharagpur, Diploma in Management

List of outside Directorship held	<ul style="list-style-type: none"> • Kushal Investment Pvt. Ltd. • Nilkanth Engineering Limited • Halmira Properties Pvt. Ltd. • Halmira Estate Tea Pvt. Ltd. • Arvind Press Caps Ltd. • Kool Kids Products Ltd. • Contempary Win Framz Private Limited • Manjushree Properties Pvt. Ltd. • Umashree Properties Pvt. Ltd. • T & I Global Ltd. • Seraro Solutions Limited • Subhiksh Infracon Pvt. Ltd. • Dhaneswari Wood Products Ltd. • Vikram Holdings Pvt. Ltd. • Benito Urban (India) Pvt. Ltd. • Koolkidz Koncepts Pvt. Limited • Dukenhengra Tea Pvt. Ltd. • A.N. Securities Pvt. Ltd. 	<ul style="list-style-type: none"> • Bhubaneswari Coal Mining Limited • Rajmahal Coal Mining Limited • EMIL Mines and Mineral Resources Limited • Amelia Coal Mining Limited • Subhadra Coal Mining Limited 	EMIL Mines and Mineral Resources Limited
Chairman/ Member of the Committees of Director of other Companies in which he/she is a Director	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, KMPs	None of the Directors are related inter-se.	None of the Directors are related inter-se.	None of the Directors are related inter-se.
No. of meetings attended during FY 2021-22	1 out of 6	2 out of 2	6 out of 6*

*In his capacity as the Managing Director of the Company

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 3

In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended, M/s Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E) were appointed as the Statutory Auditors of the Company at the Annual General Meeting held on 26th September, 2017 in place of retiring Auditors, by the Members to hold office till the conclusion of 72nd Annual General Meeting (AGM) of the Company to be held in the year 2022.

On completion of their first term of 5 (five) consecutive years as Statutory Auditors of the Company, M/s Singhi & Co., Chartered Accountants, are eligible for re-appointment for a second term of 5 (five) consecutive years from the conclusion of the ensuing 72nd AGM (2022) till conclusion of the 77th AGM (2027) of the Company.

M/s Singhi & Co., Chartered Accountants, have given their consent for the aforesaid re-appointment as per the provisions of Section 139(9) of the Companies Act, 2013, and have also certified and confirmed that if the re-appointment is made, it shall be in accordance with the prescribed conditions and that they are not disqualified to be Auditors of the Company under the provisions of Companies Act, 2013 and other relevant Acts.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s Singhi & Co., Chartered Accountants, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this ensuing 72nd AGM (2022) till conclusion of the 77th AGM (2027) of the Company.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3, except to the extent to their shareholding, if any, in the Company.

The Board of Directors recommends the **Ordinary Resolution** set out in Item No. 3 of the Notice for your approval.

Item No. 4

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration of Cost Auditor recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the Members.

On the recommendation of the Audit Committee, the Board of Directors in their meeting held on 12th August, 2022 has approved the appointment and remuneration of M/s SPK Associates, Cost Accountants, as the Cost Auditors of the Company, to conduct audit of the cost records for the financial year ending on 31st March, 2023 at a remuneration of INR 42,000/- (Rupees Forty Two Thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2023.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4, except to the extent to their shareholding, if any, in the Company.

The Board of Directors recommends the **Ordinary Resolution** set out in Item No. 4 of the Notice for your approval.

Item Nos. 5 to 8

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Rules made there under and Articles of Association of the Company, the Board may appoint any person, other than a person who fails to get appointed as a Director in General Meeting, as an Additional Director, who shall hold office up to the date of next Annual General Meeting.

As per the Succession Planning Policy of the Company, the Company had identified Mr. Thomas Maliackal Cherian (DIN: 07883418), for the position of Managing Director of the Company on retirement of Mr. Tuhin Kumar Mukherjee as the Managing Director of the Company on close of business hours on 31st March, 2022.

Mr. Thomas Maliackal Cherian is ~ 51 years of age and he is having almost three decades of rich experience of managing Iron ore business, Ferro Alloys and Minerals profit centre as well as Raw Materials Strategy for Tata Steel group company. Mr. Thomas is a graduate Mining Engineer from Osmania University who also completed General Management Program from XLRI Jamshedpur and Leadership development program from cedep, INSEAD France.

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Thomas as an Additional Director (Executive) in accordance with the Nomination & Remuneration Charter of the Company with effect from 15th December, 2021. He will cease to be an Additional Director on the date of the ensuing 72nd Annual General Meeting of the Company.

On the recommendation of the Nomination & Remuneration Committee, Mr. Thomas Maliackal Cherian was appointed as the Whole Time Director with effect from 15th December, 2021 till 31st March, 2022 and as the Managing Director of the Company for a period of 5 (five) years with effect from 1st April, 2022. The said appointments are subject to approval of the Members of the Company.

Subsequently, the Board of Directors at their meeting held on 12th August, 2022 have revised the remuneration of Mr. Thomas with effect from 1st July, 2022, subject to approval of the Members of the Company.

Mr. Thomas has given his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013, and the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160(1) of the Act proposing his candidature for the office of Director.

None of the other Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Thomas Maliackal Cherian and his relatives, are concerned or interested in the **Ordinary Resolutions** as set out in Item Nos. 5 to 8, except to the extent to their shareholding, if any, in the Company.

Your Board recommends the appointment of Mr. Thomas as a Director, Whole Time Director and Managing Director & Key Managerial Personnel of the Company as set out in Item nos. 5, 6 and 7 of the Notice and to approve the revision in the remuneration of Mr. Thomas with effect from 1st July, 2022 as set out in Item No. 8 of the Notice convening the 72nd Annual General Meeting of the Company.

Item No. 9

The Board of Directors of the Company at their meeting held on 31st March, 2022, on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Tuhin Kumar Mukherjee, aged ~ 70 years, as an Additional Director (Non-Executive) of the Company with effect from 1st April, 2022, pursuant to Section 161 of the Companies Act, 2013. Mr. Mukherjee shall hold office up to the conclusion of the ensuing 72nd Annual General Meeting of the Company.

Mr. Tuhin Kumar Mukherjee has contributed significantly to the growth of the organization in last 11 years during his tenure as Managing Director of the Company. His continued presence in the Board would add value to the Organization.

The Board is of the opinion that association of Mr. Mukherjee as a Director would be beneficial to the Company and it would be prudent to appoint Mr. Mukherjee as a Non-Executive Director of the Company.

Mr. Mukherjee has given his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013 h, and the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160(1) of the Act proposing his candidature for the office of Director.

None of the other Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Tuhin Kumar Mukherjee and his relatives, are concerned or interested in the Ordinary Resolution as set out in Item No. 9, except to the extent to their shareholding, if any, in the Company.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 9 of the Notice for approval by the Members.

By Order of the Board of Directors
For **Essel Mining & Industries Limited**

Sd/-
Dhananjay Karmakar
Company Secretary
FCS-6901

Place: Kolkata
Date: 6th September, 2022

ESSEL MINING & INDUSTRIES LIMITED

Regd. Office: Industry House, 18th Floor, 10, Camac Street, Kolkata 700 017

CIN: U51109WB1950PLC018728

Telephone: 033- 44555500/98; Fax: 033- 44555537/47

Website: www.esselmining.com, E-mail: emil.registered@adityabirla.com

ATTENDANCE SLIP

Folio No. /DP ID/ Client ID:

No. of Share(s):

Name and Address of the Member(s):

Name(s) of the Joint Member(s), if any:

I/We hereby record my presence at the SEVENTY SECOND ANNUAL GENERAL MEETING of the Company at Industry House, 18th Floor, 10, Camac Street, Kolkata – 700 017 to be held on Thursday, 29th September, 2022, at 11.00 A.M.

SIGNATURE:

NOTE: Member/ Proxyholder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

ESSEL MINING & INDUSTRIES LIMITEDRegistered Office: Industry House, 18th Floor, 10, Camac Street, Kolkata – 700 017

Telephone: 033- 44555500/98; Fax: 033- 44555537/47

CIN: U51109WB1950PLC018728

Website: www.esselmining.com, E-mail: emil.registered@adityabirla.com**Proxy form- MGT- 11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U51109WB1950PLC018728
Name of the Company	Essel Mining & Industries Limited
Registered Office	Industry House, 18 th Floor, 10, Camac Street, Kolkata – 700 017
Name of the Member (s)	
Registered address	
E-mail Id	
Folio No./ DP ID & Client ID	

I /We, being the member (s) holding shares of the above named company, hereby appoint:

1. _____ of _____ having e-mail id _____ or failing him/her
2. _____ of _____ having e-mail id _____ or failing him/her
3. _____ of _____ having e-mail id _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 72nd Annual General Meeting of the Company, to be held **on Thursday, 29th September, 2022, at 11.00 A.M.** at Industry House, 18th Floor, 10, Camac Street, Kolkata – 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	No. of equity shares held	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	To consider and adopt the Audited Financial Statement (Standalone and Consolidated) of the Company for the financial year ended 31 st March, 2022 together with the Reports of the Board of Directors and Auditors' thereon			
2.	To appoint a Director in place of Mr. Manish Kumar Newar (DIN: 00469539), who retires from office by rotation and being eligible, offers himself for re-appointment			
3.	To re-appoint M/s Singhi & Co. Chartered Accountants, (Firm Registration No. 302049E, as Statutory Auditors of the Company and to fix their remuneration			
4.	To ratify remuneration of M/s SPK Associates, Cost Auditors of the Company for the financial year ending 31 st March, 2023			

5.	Appointment of Mr. Thomas Maliackal Cherian (DIN: 07883418) as an Executive Director			
6.	Appointment and remuneration payable to Mr. Thomas Maliackal Cherian (DIN: 07883418) as the Whole Time Director and Key Managerial Personnel of the Company with effect from 15 th December, 2021 till 31 st March, 2022			
7.	Appointment and remuneration payable to Mr. Thomas Maliackal Cherian (DIN: 07883418) as the Managing Director and Key Managerial Personnel of the Company for a period of 5 (five) years with effect from 1 st April, 2022 under the provisions of Companies Act, 2013			
8.	Approve / ratify revision in remuneration of Mr. Thomas Maliackal Cherian, Managing Director, with effect from 1 st July, 2022			
9.	Appointment of Mr. Tuhin Kumar Mukherjee (DIN: 01163569), as a Non-Executive Director of the Company			

Affix Rupee 1 Revenue Stamp

Signed this..... day of..... 2022 {Signature of Member(s)}

(Signature of Proxy holder)

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP TO THE 72nd AGM VENUE AT INDUSTRY HOUSE, 18TH FLOOR, 10, CAMAC STREET, KOLKATA – 700 017

