



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 73RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Third Annual General Meeting of the Members of Essel Mining & Industries Limited (the "Company") will be held on **Friday, 29th September, 2023** 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, 2023 together with the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Sushil Agarwal (DIN: 00060017), who retires from office by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. **To ratify remuneration of M/s SPK Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year ending 31st March, 2024**

To consider and, if thought fit, to pass the following Resolution 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, 2024."

4. **To consider and approve appointment of Ms. Deeksha Sharma Vats (DIN: 0009703474), as a Non- Executive Director of the Company**

To consider and, if thought fit, to pass the following Resolution 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, Ms. Deeksha Sharma Vats (DIN: 0009703474), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st November, 2022, and holds office until the date of this 73rd Annual General Meeting in terms of Section 161 of the Act, and who is eligible for appointment and has given her 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 her candidature for the office of Director, be and is hereby appointed as a Non-Executive (Non Independent) Woman 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: 5th September, 2023

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, 2023 to 29th September, 2023 (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.

Information pertaining to Directors seeking appointment/re-appointment:

| | | |
|--|---|--|
| Name of Director(s) | Mr. Sushil Agarwal (DIN: 00060017) | Ms. Deeksha Sharma Vats (DIN: 0009703474) |
| Date of Birth/Age | 13-06-1963 /60 years | 26-06-1970 / 53 years |
| Date of First Appointment | 01-04-2021 | 01-11-2022 |
| Expertise / experience in specific functional areas | <p>Mr. Sushil Agarwal is a Non-Executive Director of our Company. He is the group chief financial officer of the Aditya Birla group. He is on the boards of several companies including Vodafone Idea Limited, Aditya Birla Capital Limited, Aditya Birla Health Insurance Co. Limited, Aditya Birla Management Corporation Private Limited, Novel Jewels Limited and Aditya Birla Wellness Private Limited. He received the India's greatest CFO Award at the Asia One India's Greatest Brands and Leaders Awards, 2018 and the award for Outstanding Contribution and Excellent Performance as CA Business Leader - Corporate - CFO at the 11th Institute of Chartered Accountants of India Awards, 2017. Further, he was presented with the Chairman's Outstanding Leadership Award in 2014. He was shortlisted as the Top 10 Best Global CFOs, 2023 by the CEO Insights Magazine and was featured in a book titled 'CFO NITI: Candid Conversations with India's Finest Finance Leaders'. He holds a bachelor's and a master's degree in commerce from the Rajasthan University and is a qualified chartered accountant.</p> | <p>Ms. Vats is a sustainability professional with over 30 years of work experience in consulting and corporate set-ups. She is currently the Chief Sustainability Officer for the Aditya Birla Group (ABG), where she drives the sustainable business transformation agenda across all its locations on strategic, operational, communication and advocacy aspects of sustainability. Prior to this at ABG, she led the sustainability agenda at group flagship metals and mining business, Hindalco Industries Limited.</p> |
| Qualifications | B.Com. (Hons.), Chartered Accountant | M. Tech in Environmental Science & Engineering from IIT Mumbai and B. Engg. in Civil Engineering from Delhi College of Engineering |

| | | |
|--|---|--|
| List of outside Directorship held | <ul style="list-style-type: none"> • Aditya Birla Capital Limited • Aditya Birla Health Insurance Co. Limited • Aditya Birla Online Fashion Private Limited • Aditya Birla Wellness Private Limited • Aditya Birla Management Corporation Private Limited • Applause Entertainment Private Limited • Azure Jouel Private Limited • B. G. H. Properties Private Limited • Birla TMT Holding Private Limited • IGH Holdings Private Limited • Infocyber India Private Limited • Novel Jewels Limited • Vodafone Idea Limited | Nil |
| Chairman/ Member of the Committees of Director of other Companies in which he/she is a Director | <p>Aditya Birla Capital Limited - A member of Audit Committee, Stakeholders Relationship Committee, Asset – Liability Management Committee</p> <p>IGH Holdings Private Limited – A member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, Asset – Liability Management Committee</p> | Nil |
| Shareholding in the Company | Nil | Nil |
| Relationship with other Directors, KMPs | None of the Directors are related inter-se | None of the Directors are related inter-se |
| No. of meetings attended during FY 2022-23 | 8 out of 8 | 2 out of 8 |

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

Item No. 3

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 3rd August, 2023 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, 2024 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, 2024.

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

Section 149 of the Companies Act, 2013 ('Act'), states that every company shall have a Board of Directors consisting of individuals as directors and shall have minimum number of three directors in the case of a public company, two directors in the case of a private company, and one director in the case of a One Person Company; and a maximum of fifteen directors.

Proviso to Section 149 of the Act read with Rule 3 of the Companies (Appointment and Qualification of Director) Rules 2014, states that the following class of companies shall appoint at least one woman director:

- (i) every listed company;
- (ii) every other public company having -
 - (a) paid-up share capital of one hundred crore rupees or more; or
 - (b) turnover of three hundred crore rupees or more.

The provisions of Section 149 of the Act read with Rule 3 of the Companies (Appointment and Qualification of Director) Rules 2014 are applicable to the Company. Accordingly, the Company had appointed Ms. Anita Ramachandran as an Independent Woman Director with effect from 4th September, 2020. However, Ms. Ramachandran resigned as an Independent Woman Director of the Company with effect from 9th August, 2022 due to her other professional commitments.

Pursuant to the provisions of Section 161(1) of the Act, Rules made thereunder 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 or the last date on which the annual general meeting should have been held, whichever is earlier.

The Board of Directors pursuant to the provisions of Sections 149 and 161(1) of the Act read with allied Rules and on the recommendation of the Nomination & Remuneration Committee, had appointed Ms.

Deeksha Sharma Vats (DIN: 0009703474) as an Additional Director (Non - Executive) in accordance with the Nomination & Remuneration Charter of the Company with effect from 1st November, 2022. She will cease to be an Additional Director on the date of the ensuing 73rd Annual General Meeting of the Company.

Ms. Vats has given her 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 her candidature for the office of Director.

None of the other Directors and Key Managerial Personnel of the Company or their relatives, except Ms. Deeksha Sharma Vats and her relatives, are concerned or interested in the **Ordinary Resolution** as set out in Item No. 4, except to the extent to their shareholding, if any, in the Company.

Your Board recommends the appointment of Ms. Vats as a Non-Executive Director of the Company as set out in Item no. 4 of the Notice convening the 73rd Annual General Meeting of the Company.

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

Sd/-
Dhananjay Karmakar
Company Secretary
FCS-6901

Place: Kolkata
Date: 5th September, 2023

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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 THIRD ANNUAL GENERAL MEETING of the Company at Industry House, 18th Floor, 10, Camac Street, Kolkata – 700 017 to be held on Friday, 29th September, 2023, 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.

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[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 73rd Annual General Meeting of the Company, to be held **on Friday, 29th September, 2023, 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, 2023 together with the Reports of the Board of Directors and Auditors' thereon | | | |
| 2. | To appoint a Director in place of Mr. Sushil Agarwal (DIN: 00060017), who retires from office by rotation and being eligible, offers himself for re-appointment | | | |
| 3. | To ratify remuneration of M/s SPK Associates, Cost Auditors of the Company for the financial year ending 31 st March, 2024 | | | |

| | | | | |
|----|---|--|--|--|
| 4. | To consider and approve appointment of Ms. Deeksha Sharma Vats (DIN: 0009703474), as a Non- Executive Director of the Company | | | |
|----|---|--|--|--|

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|--------------------------------------|
| Affix Rupee 1 Revenue Stamp |
|--------------------------------------|

Signed this..... day of..... 2023 {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 73RD AGM VENUE AT INDUSTRY HOUSE, 18TH FLOOR, 10, CAMAC STREET, KOLKATA – 700 017

