



ESSEL MINING & INDUSTRIES LIMITED

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

CIN: U51109WB1950PLC018728

Telephone: 033- 44555500; Fax: 033- 44555537

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

NOTICE OF THE 68TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty Eighth Annual General Meeting of the Members of Essel Mining & Industries Limited, (the Company) will be held on Friday, 28th September, 2018 at 4:00 P.M. at its Registered Office "INDUSTRY HOUSE", 18th Floor, 10, Camac Street, Kolkata - 700017 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement and Audited Consolidated Financial Statement of the Company for the year ended 31st March, 2018 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.

SPECIAL BUSINESS:

3. To consider and ratify remuneration of M/s. SPK Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year ended 31st March, 2019 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 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 ₹ 35,000/- (Rupees Thirty Five 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 31st March, 2019."

- 4 To consider and approve adoption of new Articles of Association of the Company and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the existing Articles of Association of the Company be and is hereby

replaced with the new Articles of Association and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

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

Sd/-
Atul Lakhotia
Company Secretary
FCS- 8416

Place: Kolkata

Date: 27th August, 2018

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 business 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 Saturdays upto the date of the meeting.

6. The Register of Members of the Company shall remain closed from 24th September, 2018 to 28th September, 2018 [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. Members are requested to quote their Folio No. for all correspondences with the Company.
8. Information pertaining to Directors seeking appointment/ re-appointment is enclosed.
9. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nominations is available for Members in respect of shares held by them. Nomination Forms (SH-13) can be obtained from the Registered Office of the Company.
10. 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.
11. Members may note that in terms of Notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, no further ratification of appointment of Auditors would be required by the members at the every Annual General Meeting. Hence, the said item has not been included in the notice convening the Annual General Meeting.

Details of the Directors seeking reappointment as set out in item no. 3 of this Notice pursuant to clause 1.2.5 of Secretarial Standard 2.

Name of Director	Mr. Manish Kumar Newar
Date of Birth/Age	30.03.1969 / 48years
Date of First Appointment	08.12.1993
Expertise in Specific functional areas	Mr. Newar is a MBA from Williamette University, USA and the Managing director of Newar Group of Companies which has business in various sectors. He has been heading the working 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.
Qualifications	B.Com, MBA
List of outside Directorship held	KOOLKIDZ KONCEPTS PRIVATE LIMITED BENITO URBAN (INDIA) PRIVATE LIMITED NEWAR FOOD AND HOSPITALITY PRIVATE LIMITED SUBHIKSH INFRACON PRIVATE LIMITED CONTEMPARY WIN FRAMZ PRIVATE LIMITED SERARO SOLUTIONS LIMITED KOOL KIDZ PRODUCTS LIMITED U P PAPER CORPORATION PRIVATE LIMITED UMASHREE PROPERTIES PVT LTD MANJUSHREE PROPERTIES PVT LTD T & I GLOBAL LTD. DUKENHENGRA TEA PRIVATE LIMITED HALMIRA PROPERTIES PVT LTD KUSHAL INVESTMENT PVT LTD HALMIRA ESTATE TEA PVT LTD ARVIND PRESS CAPS LIMITED SAMBHAW FINANCE AND TRADING COMPANY LIMITED SUNAYNA TRADE & INVESTMENT COMPANY LIMITED NILKANTH ENGINEERING LIMITED

	VIKRAM HOLDINGS PRIVATE LIMITED
	THRIBHUVAN ASSOCIATES PVT LTD
	DHANESWARI WOOD PRODUCTS LIMITED
Chairman/ Member of the Committees of Director of other Companies in which he is a Director.	Nil
Shareholding in the Company	Nil
Relationship with other Directors, KMPs.	None of the Directors are related interse.
No. of meetings attended during F/Y 2017-18	During the year, Mr. Manish Kumar Newar attended the Board Meeting held on 24 th November, 2017

STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 3

On recommendation of the Audit Committee, the Board of Directors in their meeting held on 27th August, 2018 has approved the appointment and remuneration of the Cost Auditors to conduct audit of the cost records of the Company for the financial year ending 31st March, 2019 at a remuneration of ₹ 35,000/- plus applicable taxes. In accordance with the provisions of Section 148 of the Act 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 passing an Ordinary resolution as set out at item No.3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

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.

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

Item No 4

The Company had previously adopted its Articles of Association (“AoA”), which are approved by a Special Resolution passed at an Extra- Ordinary General Meeting of the Company held on 31st January, 1975. Further, several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956.

With the enactment of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AoA with a new AoA.

The new AoA to be substituted in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 and applied to the Company with certain modifications and alterations as may be required. In case of any conflict between the provisions of these Articles and Table ‘F’, the provisions of these Articles shall prevail.

The draft AoA is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 3:00 pm to 5:00 pm. till the last date for receipt of the postal ballot forms from the Members.

The Board of Directors accordingly commend the resolution set out at Item No. 4 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

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

Sd/-
Atul Lakhotia
Company Secretary
FCS-8416

Place: Kolkata
Date: 27th August, 2018

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ATTENDANCE SLIP

Registered Folio	:
Name and Address	:

I hereby record my presence at the SIXTY EIGHTH ANNUAL GENERAL MEETING of the Company at "INDUSTRY HOUSE", 18th Floor,10, Camac Street, 18th Floor, Kolkata – 700 017 to be held on 28th September, 2018 at 04:00 P.M.

SIGNATURE

NOTES:

1. 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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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 member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id & Client ID	

I /We, being the member (s) of 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 _____ or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 68th Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 At 4:00 P.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.	Receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the year ended 31 st March, 2017 and the Reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Mr. Manish Kumar Newar, Director, retiring by rotation.			
3.	Ratification of remuneration of the Cost Auditor for the financial year ending 31 st March, 2019.			
4.	To consider adoption of new articles of association of the Company			

Signed this..... day of..... 2018 (Signature of Shareholder (s)) (Signature of Proxy holder(s))

Affix
₹ 1
Revenue
Stamp

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 AGM VENUE AT INDUSTRY HOUSE, 18TH FLOOR, 10 CAMAC STREET, KOLKATA – 700 017

