



ESSEL MINING & INDUSTRIES LIMITED

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

CIN: U51109WB1950PLC018728

Tel. No.: 033 3987 6000; Fax: 033 3051 8300

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

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the (1-2017-18) Extra-Ordinary General Meeting of the members of Essel Mining & Industries Limited will be held on Wednesday, 20th December, 2017 at 11.00 A.M. at its Registered Office "Industry House", 18th Floor, 10, Camac Street, Kolkata – 700 017 to transact the following businesses:

SPECIAL BUSINESS

1. To consider, and if thought fit, to pass the following resolutions, with or without modification(s), as a **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) or any other law for the time being in force and in pursuance of Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee of the Board and the Board of Directors, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Tuhin Kumar Mukherjee as the Managing Director of the Company for a period of 1 (one) year with effect from 29th December, 2017.

RESOLVED FURTHER THAT the terms and conditions including the remuneration of Mr. Tuhin Kumar Mukherjee is given hereunder with further liberty to the Board (which terms shall include any Committee, if any, constituted or to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Mukherjee in the best interests of the Company and as may be permissible at law, viz.:

1. Period: From 29th December, 2017 to 28th December, 2018
2. Salary: (subject to increments/ revisions/ modifications as approved by the Board from time to time; subject to the overall ceilings under the Companies Act, 2013 and applicable laws)
 - a) Basic Salary : ₹ 8,00,000/- (Rupees Eight Lakhs Only) per month with such increments as may be decided and approved by the Board of Directors, from time to time.
 - b) Special Allowance: ₹ 14,82,997/- (Rupees Fourteen Lakhs Eighty Two Thousand Nine Hundred Ninety Seven only) per month with such increments as may be

decided by the Board of Directors, 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 increments/ revisions/ modifications as approved by the Board of Directors, from time to time and subject to the overall ceiling under the Companies Act, 2013 and applicable laws.)

- a) Housing: Company leased accommodation, subject to ceiling of an amount of ₹ 72,76,500/- (Rupees Seventy Two Lakhs Seventy Six Thousand and Five Hundred only) with Annual Rent & housing deposit valuation calculated at 10%. Hard Furnishing assistance of ₹ 15,00,000/- (Rupee Fifteen lakhs) over 5 years. House Maintenance (Servant) cost of ₹ 9,00,000/- (Rupees Nine lakhs) per year. House Maintenance (Minor Expenses) cost of ₹ 3,00,000/- (Rupees Three lakhs) per year. Gas, Water and Electricity charges of ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) per year.
- b) Leave Travel Allowance: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- c) Medical Re-imbursement: ₹ 25,000/- (Rupees Twenty Five Thousand only) per annum covering domiciliary expenses, expenses for which one does not have to get admitted to a hospital.
- d) Leave and encashment of leave as per the Rules of the Company/ Aditya Birla Group
- e) Education Allowance: ₹ 6,000/- (Rupees Six Thousand only) per annum.
- f) Medical Insurance coverage for self, spouse and two dependent children as per the Rules of the Company/ Aditya Birla Group.
- g) Company's contribution towards provident fund, superannuation fund and Gratuity as per the rules of the Company.
- h) Car(s) worth ₹ 45,00,000/- (Rupees Forty Five lakhs only) with replacement period of 5 years, with fuel valuation, and expenses for maintenance and driver on actual subject to specified ceilings or as per Company/ Aditya Birla Group policy.
- i) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the Rules of the Company.
- j) Any other allowances, benefits and perquisites as per the Rules as applicable to the Senior Executives of the Company/ Aditya Birla Group and / or which may become applicable in the future and / or any other allowances, benefits and perquisites as the Board of Directors may decide, from time to time.

4. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company/ Aditya Birla Group, and/or which may become applicable in future and /or any other allowances, benefits and perquisites as the Board of Directors may decide, from time to time.

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 Companies Act, 2013 read with Schedule V and all other applicable provisions, if any, of

the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible at law.

6. If in any financial year during the tenure of office of Mr. Tuhin Kumar Mukherjee, 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 the applicable provisions of Schedule V of the said Act and Rule 7 of Companies (Appointment And Remuneration) Rules, 2014 and approval of Shareholders at General Meeting and Central Government, if required.
7. The appointment will be subject to termination by 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. Tuhin Kumar Mukherjee functions as the Managing Director of the Company, he shall not be subject to retirement by rotation and 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. Mukherjee would not be holding any office or place of profit by his being a mere director of the Company's subsidiaries/ joint ventures.
10. Salary Increments will be due as per the policy of the Company or the Group.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 the above resolutions and for matters connected therewith or incidental thereto and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writing, as may be required in this regard and to delegate all or any of these powers to any Director(s) or officer(s) of the Company.”

2. To consider, and if thought fit, to pass the following resolutions, with or without modification(s), as a **Special Resolutions**:

“RESOLVED THAT pursuant to Section 42, 71, 180(1)(c) and other applicable provision(s), if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable legislations and/or Rules, Regulations, Notifications, Circulars, Schemes and Guidelines, if any, read with the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions or sanctions of the relevant authorities, as may be required, from time to time, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board') to offer, issue and allot on private placement basis, Unsecured, Redeemable, Non-Convertible Debentures (hereinafter referred to as 'NCDs') in one or more tranches, in such classes and with such rights or terms as may be considered necessary, upto an aggregate amount not exceeding ₹ 4,500/- Crores (Rupees Four Thousand Five Hundred Crores only) and such offer, issue and allotment of NCDs be made, at such rate of interest, in such form and manner, and on such terms and conditions, as may be decided by the Board in consultation with the Legal Advisors / Consultants, if any, of the Company, and deemed appropriate, at the time of such offer, issue and allotment of the said NCDs.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned offer, issue or allotment of NCDs, the Board and/ or Finance Committee of the Board be and are hereby severally authorized on behalf of the Company to do all such acts, deeds and things as may be appropriate and deemed necessary in the best interest of the Company and for its Shareholders, from time to time, including to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or Managing Director or any Director(s) or other Officer(s) of the Company or to any intermediary or other person(s) as the Board may think fit and expedient in its absolute discretion.”

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

Atul Lakhotia
Company Secretary
FCS- 8416

Place: Mumbai

Date : 24th November, 2017

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 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 Proxy 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 and the statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sunday, during business hours upto the date of the meeting.
6. 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.
7. As per the provisions of the Companies Act, 2013, facility for making nominations is available for Members in respect of shares held by them. Nomination Forms can be obtained from the Registered Office of the Company.
8. 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the Act')

Item No. 1

The Shareholders of the Company at their meeting held on 2nd June, 2016, had re-appointed Mr. Tuhin Kumar Mukherjee as the Managing Director ('MD') of the Company with effect from 29th December, 2015 till 28th December, 2017 on the terms and conditions and remuneration as approved in the said meeting. Mr. Mukherjee's term as Managing Director would be expiring on 28th December, 2017. Considering his association, contribution and experience with the business affairs of the Company and benefits of his continuance with the Company, the Board of Directors in their meeting held on 24th November, 2017, on the recommendation of Nomination and Remuneration Committee, had re-appointed Mr. Mukherjee as the MD of the Company for a further period of 1 (One) year with effect from 29th December, 2017 upto 28th December, 2018 subject to the approval of Shareholders.

As per Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2017, the Company has incurred losses for the purpose of computation of managerial remuneration and looking at the present business performance of the Company, the Company may incur loss during the financial year 2017-18. Therefore, pursuant to the provisions of Section 197 of the Companies Act, 2013 [the Act], the remuneration payable to MD should be in accordance with the provisions of Schedule V of the Act read with Rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014[Rules].

Rule 7(2) of the Rules provides that, the Companies other than listed companies and subsidiary of a listed company may without Central Government approval pay remuneration to its managerial personnel, in the event of no profit or inadequate profit beyond ceiling specified in Section II, Part II of Schedule V, subject to complying with the following conditions:

- a) payment of remuneration is approved by a resolution passed by the Board and also Nomination and Remuneration Committee, if any, specifying clear reason and justification for payment of remuneration beyond the said limit in the resolution.
- b) the Company has not made default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of 30 days

- in the preceding financial year before the date of payment of such managerial remuneration
- c) the approval of shareholders by way of a special resolution at a general meeting of the Company for payment of remuneration for a period not exceeding three years;
 - d) a statement along-with a notice calling the general meeting for approving the matter shall contain the information as per sub clause (iv) of second proviso to clause (B) of Section II of Part-II of Schedule V of the Act including reasons and justification for payment of remuneration beyond the said limit; and
 - e) the Company has filed Balance Sheet and Annual Return which are due to be filed with the Registrar of Companies.

The Company is in compliance of all the conditions as provided in Section II of PART –II Clause B of Schedule V and Rule 7(2) of the Rules as mentioned above.

Disclosures as per sub clause (iv) of the second proviso to clause (B) of Section II of Part-II of Schedule V of the Act:

I. General Information:

(1) Nature of Industry

The Company is dealing in Iron Ore Mining, production of noble Ferro alloys and has been operating renewable energy projects in Wind and Solar Power sectors in India.

(2) Date or expected date of commercial production

The Company was incorporated in the year 1950 and the commercial production commenced simultaneously.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

(4) Financial performance based on given indicators -

(Amount in ₹ in crores)

Particulars	Period ended March 31, 2017
Total Income	1071.88
Profit / (Loss) before tax	(16.11)
Profit / (Loss) after tax	(41.98)

(5) Foreign investments of collaborators

NIL

II Information about the appointee:

(1) Background details

The Board of Directors in their meeting held on 8th December, 2015 had approved the re-appointment of Mr. Tuhin Kumar Mukherjee as the Managing Director (MD) of the Company

for a period of two years with effect from 29th December, 2015 which was further approved by the Shareholders at the Extraordinary General Meeting of the Company held on 2nd June, 2016. The Board of Directors in their meeting held on 24th November, 2017 on the recommendation of Nomination and Remuneration Committee, had re-appointed Mr. Mukherjee as the MD of the Company for a further period of 1 (one) year with effect from 29th December, 2017 upto 28th December, 2018 subject to the approval of Shareholders.

(2) Past remuneration

Mr. Mukherjee was drawing a remuneration of about ₹ 4.47 crores per annum in the previous financial year.

(3) Recognition or awards

Mr. Tuhin Kumar Mukherjee is a member of National Executive Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI), and also Chairman of FICCI National Mining Committee. He is a member of National Mining Committee of the Confederation of Indian Industry (CII) and also Governing Council member of Sustainable Mining Initiative (SMI). Mr. Mukherjee represents India in the "Manufacturing" Working Group of BRICS Business Council. Mr. Mukherjee also serves as Member of the Board of Governing Directors of Sri SIIM Foundation, a philanthropic organization dedicated to Management Research based on Indian Wisdom, Human Excellence through education and service to Global Mankind.

(4) Job Profile and its suitability.

Prior to joining the Aditya Birla Group, Mr. Tuhin Kumar Mukherjee was an Executive Director, JSW Steel Limited. Mr. Mukherjee started his professional career with formerly Coal Mines Authority Limited (CMAL)/now Coal India Limited, a Government of India company, in January 1974. During his long professional career, he was also the Managing Director of Barmer Lignite Mining Company Limited (BLMCL), Jaipur, India, and Chairman of Rohne Coal Company Private Limited (RCCPL), Delhi, India. He was also on the Board of several Natural Resources companies in India and overseas.

Mr. Mukherjee aged about 68 years, did his graduation and post-graduation in integrated earth science/applied geology from the Indian Institute of Technology, Kharagpur. He completed his diploma in Business Administration from IGNOU, New Delhi, India and diploma in aerial photo-interpretation and photo-geology at IPI (now IIRS), Dehradun India.

Mr. Mukherjee has orientation in Management Development from Ashridge Management College, Berkhamsted, UK and in Remote Sensing from ITC, Enschede, the Netherlands. He is the recipient of the Colombo Plan Fellowship from the Government of UK.

Mr. Mukherjee has over four decades of professional experience in the mineral, mining, trading and associated infrastructure sectors 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.

(5) Remuneration proposed

The remuneration proposed to Mr. Mukherjee is detailed in this notice.

- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The proposed remuneration of Mr. Mukherjee is in line with the remuneration being paid to Managing Director in the relevant industry.

Considering the background, competence and experience of Mr. Mukherjee the term of his remuneration as set out in the resolution are considered to be fair, just and reasonable.

- (7) Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.

Mr. Mukherjee has no pecuniary relationship directly or indirectly either with the company or with the managerial personnel.

III. Other information:

- (1) Reasons for loss or inadequate profits

The overall production and sales volume were lower primarily due to non-operation of Jilling and Kasia mines and subdued commodity prices.

- (2) Steps taken or proposed to be taken for improvement.

Environmental approval for enhancing production at Koira mines from 4 Mtpa to 6 Mtpa is under process for seeking requisites approval. This will help in driving business performance going forward. In addition, efforts continue to obtain requisite approvals to resume operations of the other two mines.

- (3) Expected increase in productivity and profits in measurable terms.

The Company is pursuing cost cutting measures, rationalization of manpower and taking measures after due compliance of applicable provisions of law to seek necessary approvals for re-commencement of its non-operating Iron ore mines.

Details of the Managing Director seeking reappointment as set out in item no. 1 in terms of Secretarial Standard 2, for General Meeting

Mr. Mukherjee do not hold any shares in the Company and has attended all the meetings of the Board held during the previous financial year. He was first appointed on the Board on 21st January, 2011. He is also a member of the Audit, Corporate Social Responsibility and Finance Committees of the Board of Directors of the Company. He is not holding any other position as Member/ Chairman of Committees of other Boards. Further, he has no relationships with other Directors and Key Managerial Personnel.

Details of other directorships held in other Companies is given below:

1. AB Base Metal Mining Co. Pvt Limited
2. AB Metal Mining Co. Pvt. Limited
3. AB PGM Mining Co. Pvt. Limited
4. SL Base Metal Mining Co. Pvt. Limited
5. SL PGM Mining Co. Pvt. Limited.

6. Aditya Birla Aerospace and Defence Pvt. Limited

Mr. Mukherjee is interested in the resolution set out at Item No.1 of the Notice, since it relates to his remuneration.

The Board recommends the **Special Resolutions** set out at Item No.1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Tuhin Kumar Mukherjee are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent to their shareholding, if any, in the Company.

Item No. 2

To refinance high cost debt, capex, acquisitions and general corporate purpose, the Shareholders in their meeting held on 26th September, 2017, had approved to raise money by way of issuing Unsecured, Redeemable, Non-Convertible Debentures ('NCDs') on private placement basis in one or more tranches, to eligible investors such as companies, Banks, Financial Institutions, Mutual Funds, etc. up to an aggregate amount of not exceeding ₹ 2,000 Crores. The Board of Directors in its meeting held on 24th November, 2017 has decided to increase the said limits of borrowings upto amount not exceeding ₹ 4,500 Crores and sought approval of shareholders. These NCDs shall not be listed in any of the Stock Exchange.

Pursuant to the provisions of Section 42 and other applicable provision(s), if any, of the Companies Act, 2013 ('the Act') and Rules made thereunder, approval of the shareholders, by way of special resolution is required to issue the said NCDs. There will be no change in the shareholding pattern of the Company after the proposed issue of NCDs as the same will not get converted into the equity shares of the Company.

Further, in terms of section 180(1)(c) of the Companies Act, 2013, shareholders have earlier accorded their approval to the Board of Directors of Company to borrow money, from time to time, for the purpose of Company's business provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 20,000 Crores.

The Board recommends the **Special Resolutions** set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives, are, in any way concerned or interested, financially or otherwise, in the resolution, except to the extent to their shareholding, if any, in the Company.

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

Atul Lakhotia
Company Secretary
FCS-8416

Place: Mumbai

Date: 24th November, 2017

ESSEL MINING & INDUSTRIES LIMITED

Registered Office: "INDUSTRY HOUSE", 18TH FLOOR, 10, CAMAC STREET, KOLKATA – 700 017

Tel. No.: 033 3987 6000; Fax: 033 3051 8300

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

ATTENDANCE SLIP

Registered Folio/ DPID & Client ID No. :
Name and Address :

I hereby record my presence at the Extra-Ordinary GENERAL MEETING of the Company at "Industry House", 10, Camac Street, 18th Floor, Kolkata – 700 017 on Wednesday, 20th December, 2017 at 11: 00 a.m

SIGNATURE

NOTES:

1. Member/ Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same duly signed, at the entrance.
2. Member/ Proxyholder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

ESSEL MINING & INDUSTRIES LIMITED

Registered Office: "INDUSTRY HOUSE", 18TH FLOOR, 10, CAMAC STREET, KOLKATA – 700 017

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 Extra Ordinary general meeting of the Company, to be held on Wednesday, 20th December, 2017 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.	Approval for re-appointment and remuneration of Managing Director.			
2.	Approval to issue Unsecured, Redeemable, Non-Convertible Debentures for an amount not exceeding ₹ 4,500 Crores			

Signed this..... day of..... 2017 (Signature of shareholder) (Signature of Proxy holders)

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.

Affix
₹ 1
Revenue
Stamp

ROUTE MAP: INDUSTRY HOUSE, 18TH FLOOR, 10 CAMAC STREET, KOLKATA – 700 017

