



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 70TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventieth Annual General Meeting of the Members of Essel Mining & Industries Limited (the Company) will be held on Tuesday, 29th, September, 2020 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 BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement and Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2020 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. **Ratify remuneration of M/s SPK Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year ended 31st March, 2021**

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 31st March, 2021.”

4. **Increase in Authorised Share Capital of the Company**

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

“RESOLVED THAT pursuant to provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the authorized share capital of the Company be increased from 5000,00,00,000/- (Rupees Five Thousand Crore) divided into 201,00,00,000 (Two Hundred One Crores) Equity Shares of the face value of INR 10/- (Rupees Ten) each and 29,90,00,000 (Twenty Nine Crores Ninety Lakhs) Preference Shares of INR 100/- (Rupees One Hundred)

each to INR 7000,00,00,000/- (Rupees Seven Thousand Crores only) divided into 401,00,00,000 (Four Hundred One Crores) Equity Shares of the face value of INR 10/- (Rupees Ten) each and 29,90,00,000 (Twenty Nine Crores Ninety Lakhs) Preference Shares of INR 100/- (Rupees One Hundred) each by creation of additional authorised share capital of INR 2000,00,00,000/- (Rupees Two Thousand Crores) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of the face value of INR 10/- (Rupees Ten) each ranking pari-passu in all respect with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the Memorandum of Associations of the Company be and is hereby altered by substituting the existing Clause 5 thereof with the following new Clause 5 as under:

“5. The Authorised Share Capital of the Company is INR 7000,00,00,000/- (Rupees Seven Thousand Crores only) divided into 401,00,00,000 (Four Hundred One Crores) Equity Shares of INR 10/- (Rupees Ten) each and 29,90,00,000 (Twenty Nine Crores Ninety Lakhs) Preference Shares of INR 100/- (Rupees One Hundred) each with the rights, privileges and conditions attaching thereto as they are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may for the time being, be permitted by the said Act or provided by the Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/ executive/representative and/or any other person so authorized by the Board be and is hereby severally authorised to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment/suggestion/ observation made by the Registrar of Companies, West Bengal at Kolkata, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. Amendment in Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force, and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to insert the following Article as Article 162A in the Articles of Association of the Company:

“Article 162A - Nominee Director”

- i. The Company shall, subject to the provisions of the Act and these Articles, be entitled to agree with any Person that he or it shall have the right to appoint his or its nominee on the Board, not being an Independent Director, upon such terms and conditions as the Company may deem fit. He shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.*
- ii. In the event of Company borrowing any money from any financial corporation or institution or Government or any Government body or a collaborator, bank, person or persons or from any other source, while any money remains due to them or any of them,*

the lender concerned may have and may exercise the right and power to appoint, from time to time, any person or persons to be a Director or Directors of the Company.

- iii. *A nominee Director may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointer and served on the Company. Such Director need not hold any qualification shares.”*

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/ executive/representative and/or any other person so authorized by the Board, on behalf of the Company be and is hereby authorized severally to take all such steps and actions for the purpose of filing the necessary applications, documents, forms and returns as may be required in relation to the aforesaid amendment to the Articles of Association and to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

6. Issue of Compulsorily Convertible Debentures on Private Placement Basis to Resident Shareholders

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

“RESOLVED THAT pursuant to provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company and in accordance with other applicable rules, regulations, notifications, circulars, guidelines, if any, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority, if any, as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company (“**Board**”) to offer, issue and allot, in one or more tranche(s), 1560 (One Thousand Five Hundred Sixty) Partly Paid up 6% Compulsorily Convertible Debentures (hereinafter referred to “**Series H - CCDs**”) of the face value INR 1,00,00,000/- (Rupees One Crore) each aggregating to INR 1,560,00.00,000 (Rupees One Thousand Five Hundred Sixty Crores), determined on the basis of the valuation report dated 1st September, 2020 obtained from Mr. Nihar Ranjan Nayak, Registered Valuer IBBI, Kolkata to the following resident shareholders of the Company:

S. No.	Name of Shareholders	CIN	No. of Series H CCD	Total Amount (INR)
1.	Birla Group Holdings Private Limited	U67120MH1980PTC023476	1,560	1560,00,00,000
2.	Infocyber India Private Limited	U72300MH1999PTC122375		
3.	Umang Commercial Co. Private Limited	U51109WB1982PTC034798		
4.	Aditya Marketing & Manufacturing Private Limited	U67120WB1947PTC015618		

by way of private placement, through offer letter and / or information memorandum and / or such other documents / writings including manner and terms and conditions as may be determined by the Board in their absolute discretion, provided that each of such Series H - CCD

shall be converted into 1,35,000 (One Lakh Thirty Five Thousand) equity shares of face value of INR 10/- (Rupees Ten) of the Company at a price of INR 74.07 (Rupees Seventy Four and paisa Seven Only) (including premium of INR 64.07 (Rupees Sixty Four and paisa Seven Only) on the following terms and conditions:

1. The Series H - CCDs shall be unsecured;
2. The Series H - CCDs shall carry interest @ 6 % p.a. payable within 7 days of the end of each half year, i.e., within 7 days from 30th September and 31st March, as the case may be. Interest will be calculated on paid-up value of CCDs;
3. 10% of face value to be paid along with application and balance 90% in one or more calls (not later than 5 years from the date of allotment) as may be decided by the Company;
4. Series H - CCDs will be automatically and compulsorily converted into equity shares on the expiry of 7 years from the date of allotment except those Series H - CCDs which are not fully paid-up;
5. The Series H - CCDs shall not carry any voting rights;
6. The number of equity Shares that each Series H - CCD converts into and the price per equity share upon conversion of each Series H - CCD shall be appropriately adjusted for corporate action such as bonus issue, stock split, merger, demerger, transfer of undertaking, or any such capital or corporate restructuring, realignment, consolidation, sub-division, reclassification of equity share(s) by the Company in the same proportion and manner as any other shareholders of the Company for the time being; and
7. The equity shares issued on conversion of Series H - CCDs shall be in dematerialised form and subject to the MOA and AOA of the Company and shall rank pari-passu in all aspects with the existing issued and subscribed equity shares of the Company including as to dividend.”

“RESOLVED FURTHER THAT the **“Relevant Date”** for the purpose of calculating the price of the equity shares to be issued in terms thereof shall be 30th June, 2020.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer, whether in one or more tranches, to the proposed allottee(s) through private placement offer cum application letter (in the format of PAS-4) after passing of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Finance Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including but without limitation, determining the manner in which issue and allotment of Series H - CCDs to be made for each tranche, issue price, call notice, conversion into equity shares and effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for this issuance) in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Series H - CCDs and equity shares (upon conversion of the Series H - CCDs) and utilization of proceeds of the Series H - CCDs and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by above resolution(s) to any Committee of Board or to any Director(s) or any other Executive(s) / Officer(s) of the Company or any other person(s) as the Board at its discretion deem appropriate and to do all such acts, deeds, matter and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

7. Issue of Fully Paid-up Compulsorily Convertible Debentures on Private Placement Basis to Non- Resident Shareholder

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

“RESOLVED THAT pursuant to provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company and the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non–Debt Instruments) Rules, 2019 (as amended) and in accordance with other applicable rules, regulations, notifications, circulars, guidelines, if any, issued by Department for Promotion of Industry and Internal Trade or Reserve Bank of India (“RBI”) or other relevant authority(ies) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI), if any, as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company (“Board”) to offer, issue and allot, in one or more tranche(s), 1500 (One Thousand Five Hundred) Fully Paid-up 6% Compulsorily Convertible Debentures (hereinafter referred to “Series I - CCDs”) of the face value INR 1,00,00,000/- (Rupees One Crore) each aggregating to INR 1,500,00,00,000 (Rupees One Thousand Five Hundred Crores) determined on the basis of the valuation report dated 1st September, 2020 obtained from Mr. Nihar Ranjan Nayak, Registered Valuer IBBI, Kolkata under the provisions of the Companies Act, 2013 and valuation report dated 2nd September, 2020 from M/S Salarpuria Jajodia & Co., Chartered Accountants, under the provisions of Foreign Exchange Management Act, 1999 to the following non-resident shareholder of the Company:

S. No.	Name of Shareholder	Company Registration No.	No. of Series I – CCD	Total Amount (INR)
1.	Surya Abha Investments Pte. Ltd.	200704644K	1,500	1500,00,00,000

by way of private placement, through offer letter and / or information memorandum and / or such other documents / writings including manner and terms and conditions as may be determined by the Board in their absolute discretion, provided that each of such Series I - CCD shall be converted into 1,35,000 (One Lakh Thirty Five Thousand) equity shares of face value of INR 10/- (Rupees Ten) of the Company at a price of INR 74.07 (Rupees Seventy Four and paisa Seven Only) (including premium of INR 64.07 (Rupees Sixty Four and paisa Seven Only) on the following terms and conditions:

1. The Series I - CCDs shall be unsecured;
2. The Series I - CCDs shall carry interest @ 6 % p.a. payable within 7 days of the end of each half year, i.e., within 7 days from 30th September and 31st March, as the case may be; Interest will be calculated on paid-up value of CCDs;
3. 100% of face value to be paid along with application/allotment;
4. Series I - CCDs will be automatically and compulsorily converted into equity shares on the expiry of 7 years from the date of allotment except those Series I - CCDs which are not fully paid-up;
5. The Series I - CCDs shall not carry any voting rights;
6. The number of equity shares that each Series I - CCD converts into and the price per equity share upon conversion of each Series I - CCD shall be appropriately adjusted for corporate action such as bonus issue, stock split, merger, demerger, transfer of undertaking, or any such capital or corporate restructuring, realignment, consolidation, sub-division, reclassification of equity share(s) by the Company in the same proportion and manner as any other shareholders of the Company for the time being; and

7. The equity shares issued on conversion of Series I - CCDs shall be in dematerialised form and subject to the MOA and AOA of the Company and shall rank pari-passu in all aspects with the existing issued and subscribed equity shares of the Company including as to dividend.”

“RESOLVED FURTHER THAT the **“Relevant Date”** for the purpose of calculating the price of the equity shares to be issued in terms thereof shall be 30th June, 2020.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer, whether in one or more tranches, to the proposed allottee(s) through private placement offer cum application letter (in the format of PAS-4) after passing of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Finance Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including but without limitation, determining the manner in which issue and allotment of Series I - CCDs to be made for each tranche, issue price, call notice, conversion into equity shares and effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for this issuance) in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Series I - CCDs and equity shares (upon conversion of the Series I - CCDs) and utilization of proceeds of the Series I - CCDs and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by above resolution(s) to any Committee of Board or to any Director(s) or any other executive(s) / officer(s) of the Company or any other person(s) as the Board at its discretion deem appropriate and to do all such acts, deeds, matter and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolution.”

8. Re- appointment of Mr. Giriraj Maheswari (DIN: 00796252) as an Independent Director for the second term of 5 consecutive years

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Giriraj Maheswari (DIN: 00796252), who holds office up to 23rd September, 2020 and being eligible and fulfilling the criteria of independence as provided in the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years with effect from 24th September, 2020 to 23rd September, 2025.”

“RESOLVED FURTHER THAT Mr. Giriraj Maheswari shall not be liable to retire by rotation during his tenure as Non- Executive Independent Director of the Company.”

9. Appointment of Ms. Anita Ramachandran (DIN: 00118188), as the Non- Executive Independent Director of the Company

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

“RESOLVED THAT Ms. Anita Ramachandran (DIN: 00118188) who was appointed as an Additional Director of the Company with effect from 4th September, 2020 by the Board of Directors and holds office up to the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and article no. 158 of Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Ms. Anita Ramachandran as a candidate for the office of director, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination & Remuneration Committee and the Board and subject to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms. Anita Ramachandran, who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years commencing from 29th September, 2020 up to 28th September, 2025.”

“RESOLVED FURTHER THAT Ms Anita Ramachandran shall not be liable to retire by rotation during her tenure as Non- Executive Independent Director of the Company.”

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

Sd/-
Atul Lakhotia
Company Secretary
FCS- 8416

Place: Kolkata
Date: 04th September, 2020

NOTES:

1. DUE TO THE PANDEMIC CAUSED BY COVID-19, SOCIAL DISTANCING MEASURES ARE BEING UNDERTAKEN BY GOVERNMENT OF INDIA TO CONTAIN ITS CONTAGIOUS SPREAD. HENCE, ALL THE ARRANGEMENTS FOR SOCIAL DISTANCING ARE MADE FOR THE MEETING.
2. **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.

3. 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.
4. 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.
5. 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.
6. 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 up to the date of the meeting.
7. The Register of Members of the Company shall remain closed from 26th September, 2020 to 29th September, 2020 [both days inclusive].
8. 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.
9. Information pertaining to Directors seeking appointment/re-appointment is annexed.
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. 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, 8 and 9 respectively of this Notice pursuant to clause 1.2.5 of Secretarial Standard 2 on General Meeting:

Name of Director	Mr. Manish Kumar Newar (DIN: 00469539)	Mr. Giriraj Maheswari (DIN: 00796252)	Ms. Anita Ramachandran (DIN: 00118188)
Date of Birth/Age	30-03-1969 / 51 years	06-05-1980/ 40 years	28-04-1955/ 65 years
Date of First Appointment	08-12-1993	16-09-2014	N.A.
Expertise in specific functional areas	Mr. Newar is an 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.	From last one decade, Mr. Giriraj Maheswari is spearheading the business of Creative Polypack Ltd. ('Creative Polypack'), an ISO 22000 Certified Company. Creative Polypack is India's leading flexible packaging Company with state-of-the-art manufacturing facilities strategically located across the country and caters to evolving flexible packaging needs of leading FMCG companies like Hindustan Unilever Ltd., Tata Tea, Wipro Ltd., Britannia Industries Ltd., Emami Ltd., Godrej Consumer Products Ltd. to name a few.	Ms. Anita Ramachandran is one of the leading Human Resources (HR) Consultants in the Country, well known for her work in compensation and HR strategy. Ms. Ramachandran founded Cerebrus Consultants, a well-known HR consulting firm in the year 1995, focused on consulting in Rewards management, Organisation development and Strategic HR. She earlier had a twenty-year career with A.F. Ferguson's Management Consultancy division, where she was a Director. Her work on Human Resources has been published extensively in Business India and Economic Times. She has been an Independent Director on the Board of various listed companies.
Qualifications	B.Com., MBA	B.Com., Chartered Accountant	B.Com., M.B.A. (Finance)

<p>List of outside Directorship held</p>	<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. • U P Paper Corporation Private Limited • 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. • Newar Food and Hospitality Pvt. Ltd. • Benito Urban (India) Pvt. Ltd. • Koolkidz Koncepts Pvt. Limited • Dukenhengra Tea Pvt. Ltd • Rosly Estates LLP 	<ul style="list-style-type: none"> • Creative Products Pvt. Ltd. • Arvind Press Caps Limited • Kajal Synthetics and Silk Mills Limited. • Umang Commercial Co. Private Limited • Pilani Investment and Industries Corporation Limited • Creative Investments & Finance Private Limited 	<ul style="list-style-type: none"> • Cerebrus Consultants Private Limited • Godrej and Boyce Manufacturing Company Limited • Kotak Mahindra Life Insurance Company Limited • Aditya Birla Housing Finance Limited • Oxfam India • IDFC Asset Management Company Limited • FSN E-Commerce Ventures Private Limited • Utkarsh Small Finance Bank Limited • Metropolis Healthcare Limited • Rane (Madras) Limited • Samhi Hotels Limited • Grasim Industries Limited • Happiest Minds Technologies Limited
---	---	--	--

Chairman/ Member of the Committees of Director of other Companies in which he/she is a Director	Nil	Nil	<p><u>As a Chairperson of Nomination & Remuneration Committee</u></p> <ul style="list-style-type: none"> • Godrej and Boyce Manufacturing Company Limited • FSN E-Commerce Ventures Private Limited • IDFC Asset Management Company Limited <p><u>As a Chairperson of CSR Committee</u></p> <ul style="list-style-type: none"> • Metropolis Healthcare Limited <p><u>As a Member of Audit Committee</u></p> <ul style="list-style-type: none"> • Rane (Madras) Limited • Godrej and Boyce Manufacturing Company Limited • Aditya Birla Housing Finance Limited • IDFC Asset Management Company Limited • FSN E-Commerce Ventures Private Limited • Utkarsh Small Finance Bank • Happiest Minds Technologies Limited <p><u>As a Member of Nomination & Remuneration Committee</u></p> <ul style="list-style-type: none"> • Rane (Madras) Limited • Aditya Birla Housing Finance Limited • Kotak Mahindra Life Insurance Company Limited • Utkarsh Small Finance Bank • Metropolis Healthcare Limited <p><u>As a Member CSR Committee</u></p> <ul style="list-style-type: none"> • Rane (Madras) Limited • Grasim Industries Limited
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 F/Y 2019-20	1	6	N.A.

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 4th September, 2020 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, 2021 at a remuneration of INR 42,000/- 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 ended 31st March, 2021.

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

Item No. 4

The existing Authorized Share Capital of the Company is INR 5000,00,00,000/- (Rupees Five Thousand Crores) divided into 201,00,00,000 (Two Hundred One Crore) Equity Shares of INR 10/- (Rupees Ten) each and 29,90,00,000 (Twenty Nine Crores Ninety Lakhs) Preference Shares of INR 100/- (Rupees One Hundred) each.

Your Company plans to raise funds for its business by the issue of Compulsorily Convertible Debentures, i.e., Series H – CCDs and Series I – CCDs respectively (collectively referred as “**CCDs**”). The authorised share capital which currently stands at INR 5000,00,00,000 (Rupees Five Thousand Crores only) must be increased adequately as set out in item No. 4 of the accompanying notice.

Section 61 read with Sections 13, 64 and other applicable provisions, if any, of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of the Members for increase in the authorised share capital of the Company and for the alteration of capital clause of the Memorandum of Association of the Company.

A copy of altered set of Memorandum of Association of the Company after incorporating the above proposed changes is available for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. on all days (except Saturday, Sunday and public holidays) up to the date of the Annual General Meeting and shall also be available at the meeting.

None of the Directors of the Company including their relatives are concerned or interested, either directly or indirectly, in the proposal contained, except to the extent of their shareholding in the Company.

The Board of Directors recommends this **Special Resolution** as set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

The existing Articles of Association (AOA) were approved by the Shareholders of the Company in the Annual General Meeting held on 28th September, 2018. However, provision relating to Nominee Director was omitted which was already there in the earlier AOA. Accordingly, it is

proposed to insert a new Article as 162A, in the Articles of Association as provided in the resolution mentioned above for this item.

Pursuant to Section 14 of the Companies Act, 2013, the alteration to the Articles of Association requires approval of the Members of the Company by way of passing a special resolution to that effect. Accordingly, the approval of the Members is sought to alter the Articles of Association of the Company.

A copy of altered set of Articles of association of the Company after incorporating the above proposed changes is available for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. on all days (except Saturday, Sunday and public holidays) up to the date of the Annual General Meeting and shall also be available at the Meeting.

The Board of Directors recommends the **Special Resolution** set out at Item No. 5 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 as set out at Item No. 5.

Item No. 6 & 7

Your Company is one of the leading natural resource companies dealing in Iron Ore Mining and Contract Coal Mining (through Mine Developer and Operator – ‘MDO’ model). The Company also produces Noble Ferro Alloys and has operating renewable energy projects in Wind and Solar Power sectors in India. The Company has acquired Pro Minerals Private Limited through Corporate Insolvency Resolution Process in March, 2019.

Your Company is aggressively pursuing auctions for iron ore and other mineral concessions notified by respective State Governments and also pursuing new projects in the Commercial Coal Mining including Contract Coal Mining.

In order to further strengthen its leadership position in the mining sector and for development of new Greenfield projects which the Company has won in the recent auctions, to meet working capital requirements, repayment of loans, finance business activities to achieve its organic and inorganic growth plans, to meet its investment plan either directly or through its subsidiaries and for general corporate purposes, there is an imperative requirement of infusing long term funds to provide continuous imputes to the growth but also to keep financial cost at lower level. To achieve this object, it has been proposed to issue Compulsorily Convertible Debentures (CCDs) as mentioned in the resolution on private placement basis. The allotment of CCDs shall have a positive impact on financial strength of the Company.

As per the provisions of Section 23, 42, 62 and 71 and other applicable provisions, if any, of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, no issue of shares or other securities by a company on a private placement basis can be made by a company unless a special resolution is passed by the Members in a General Meeting authorizing the Board of Directors to make such issue. The resolution under this item is an enabling resolution to authorise the Board to take necessary action for the issue of the above mentioned CCDs.

A statement of disclosures for the issue of CCDs, i.e., Series H – CCDs and Series I – CCDs respectively, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 as amended is given as under:

S. No.	Particulars	Series H – CCDs	Series I – CCDs
(i)	Date of passing Board Resolution for the issue of CCDs	4 th September, 2020	4 th September, 2020
(ii)	Kind of securities offered and the price at which the security is being offered	<p>6% Compulsory and Mandatorily Convertible Unsecured Debentures are being offered at a price of INR 1,00,00,000/- per CCD on the following terms:</p> <ul style="list-style-type: none"> - 10% of face value of such CCD payable on allotment. - balance 90% of face value of such CCD is payable in one or more calls (not later than 5 years from the date of allotment) as may be decided by the Company. - Such CCDs shall carry interest @ 6 % p.a. on the amount paid up per CCD. Such interest shall be paid by the Company within 7 days of the end of each half year, i.e., within 7 days from 30th September and 31st March, as the case may be. 	<p>6% Compulsory and Mandatorily Convertible Unsecured Debentures are being offered at a price of INR 1,00,00,000/- per CCD on the following terms:</p> <ul style="list-style-type: none"> - Full amount is payable at the time of allotment. - Such CCDs shall carry interest @ 6 % p.a. on the amount paid up per CCD. Such interest shall be paid by the Company within 7 days of the end of each half year, i.e., within 7 days from 30th September and 31st March, as the case may be.
(iii)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	<p>The CCDs are being offered for cash at par. The conversion price for such CCDs has been determined based on the Valuation Report dated 1st September, 2020 obtained from Mr. Nihar Ranjan Nayak, Registered Valuer IBBI, Kolkata.</p>	
(iv)	Name and address of valuer who performed valuation	<p>Mr. Nihar Ranjan Nayak, Registered Valuer IBBI, Office Address: Salarpuria & Partners, 7, Chittaranjan Avenue, Kolkata - 700072</p>	<p>Mr. Nihar Ranjan Nayak, Registered Valuer IBBI, Office Address: Salarpuria & Partners, 7, Chittaranjan Avenue, Kolkata-700072</p>
(v)	Amount which the Company intends to raise by way of such securities	INR 1,560 Crores	INR 1,500 Crores
(vi)	The purposes / objects of the	<p>The proceeds of the issue of abovementioned CCDs shall be utilized for expansion of business/ sustain growth of business/</p>	

	preferential issue / offer	working capital requirements/ repayment of loans/ finance business activities to achieve its growth plans/ for general corporate purposes/ contingencies.			
(vii)	The total number of shares or other securities to be issued	1560 6% Compulsorily Convertible Debentures of INR 1,00,00,000/- (Rupees One Crore) each on private placement basis for cash at par.	1500 Fully Paid-up 6% Compulsorily Convertible Debentures of INR 1,00,00,000/- (Rupees One Crore) each on private placement basis for cash at par.		
(viii)	The price or price band at / within which the allotment is proposed	INR 1,00,00,000/- (Rupees One Crore) per CCD			
(ix)	Basis on which the price has been arrived at along with report of the registered valuer	The conversion price of each CCD has been determined upfront at the time when the offer of CCDs is being made. Such price has been arrived on the basis of the value of equity shares of the Company as at 30 th June, 2020 vide valuation report dated 1 st September, 2020 obtained from Mr. Nihar Ranjan Nayak, Registered Valuer IBBI, Kolkata.			
(x)	Relevant date with reference to which the price has been arrived at	30 th June, 2020			
(xi)	The class or classes of persons to whom the allotment is proposed to be made	Promoter / Promoter Group			
(xii)	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Promoter / Promoter Group intends to subscribe to the offer of abovementioned CCDs			
(xiii)	The proposed time within which the allotment shall be completed	The allotment shall be completed within 60 (sixty) days from the date of receipt of the application money.			
(xiv)	The names of the proposed allottee(s) and the percentage of post preferential offer capital that	names of the proposed allottee(s)	percentage of post preferential offer capital held by them	names of the proposed allottee(s)	percentage of post preferential offer capital held by

	may be held by them	<ul style="list-style-type: none"> • Birla Group Holdings Private Limited • Infocyber India Private Limited • Umang Commercial Co. Private Limited • Aditya Marketing & Manufacturing Private Limited 	37.98%	Surya Abha Investments Pte. Ltd.	them 49%
(xv)	The change in control, if any, in the Company that would occur consequent to the preferential offer	No change in control in the Company would occur consequent to the abovementioned issue of CCDs			
(xvi)	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	No preferential allotment has been made to any person during FY 2019-20 or till date during FY 2020-21.			
(xvii)	Tenure of CCDs	The above mentioned CCDs shall be Compulsorily and mandatorily converted into equity shares on the expiry of 7 years from the date of allotment.			
(xviii)	Price of the resultant shares pursuant to conversion as per Rule 13(2)(h)	The CCDs conversion price will be as follows: Each CCD of INR 1,00,00,000/- (Rupees One Crore) fully paid-up shall be converted into 1,35,000 (One Lakh Thirty Five Thousand) equity shares of face value of INR 10/- (Rupees Ten) of the Company at a price of INR 74.07 (Rupees Seventy Four and paise Seven Only) (including premium of INR 64.07 (Rupees Sixty Four and paise Seven Only).			
(xix)	Expected dilution in equity shares upon conversion of CCDs	Maximum dilution will be 2.74% (based on current fair value per equity share derived by the Registered Valuer) upon conversion of CCDs.			
(xx)	The justification for the allotment proposed to be made for consideration other than cash together with	Not Applicable			

	valuation report of the registered valuer.	
(xxi)	The pre issue and post issue shareholding pattern of the Company	As provided hereunder

The pre issue and post issue shareholding pattern of the Company is given below:

S. No.	Category	Pre-issue		Post-Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding:				
1	Indian:				
a.	Individual	2,73,70,300	1.40	2,73,70,300	1.40
b.	Bodies Corporate	86,17,95,331	44.01	86,17,95,331	44.01
	Sub-total	88,91,65,631	45.41	88,91,65,631	45.41
2	Foreign Promoters	95,94,34,697	49.00	95,94,34,697	49.00
	Sub-Total (A)	1,84,86,00,328	94.40	1,84,86,00,328	94.40
B	Non-Promoters' holding:				
1	Institutional investors	94,563	0.00	94,563	0.00
2	Non-Institution				
a.	Private Corporate Bodies	10,95,03,943	5.59	10,95,03,943	5.59
b.	Directors and Relatives	0	0.00	0	0.00
c.	Indian Public	12,019	0.00	12,019	0.00
d.	Others (Including NRIs)	0	0.00	0	0.00
	Sub- Total (B)	10,96,10,525	5.60	10,96,10,525	5.60
	GRAND TOTAL (A+B)	1,95,82,10,853	100.00	1,95,82,10,853	100.00

Note: As currently no shares are being issued & only CCDs are being issued, there is no change in pre & post issue shareholding.

The Directors or Key Managerial Persons or Promoters of the Company or their respective relatives may be deemed to be concerned or interested in the proposed resolution to the extent of CCDs that may be subscribed by them or by their Companies / Firms, in which they are interested.

The Board of Directors recommends this **Special Resolution** as set out at Item No. 6 and Item No. 7 of the Notice for approval by the Members.

Item No. 8

The Members of the Company earlier in their meeting held on 23rd September, 2015 approved the appointment of Mr. Giriraj Maheswari, as an Independent Director of the Company for a period of five years with effect from 24th September, 2015. Mr. Maheswari will complete his first term on 23rd September, 2020.

The Board of Directors of the Company ('the Board') at the meeting held on 4th September, 2020, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Maheswari as an Independent Director of the Company for second term of five years with effect from 24th September, 2020, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and as set out in the Resolution relating to his re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Maheswari and contribution to Board and committee meetings, his continued association would benefit the Company. Declarations have been received from Mr. Maheswari that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Maheswari invests time in understanding the Company and its unique requirements and brings in external knowledge and perspective to the table for discussion. He also keeps himself current on areas and issues that are likely to be discussed as per the agenda circulated. Mr. Maheswari also brings in external knowledge and perspectives and regularly expresses his views/ ideas on issues discussed at the Board. Other Directors have acknowledged the contribution of Mr. Maheswari for his participation and deliberations at the meeting during the Annual Performance Evaluation of Directors.

In the opinion of the Board, Mr. Maheswari fulfil the conditions specified in the Act, the Rules thereunder for re-appointment as Independent Director and he is independent of the management of the Company. He does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

A copy of the draft letter of appointment which will be issued to Mr. Maheswari setting out the terms and conditions of his appointment as an Independent Director is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all days (except Saturday, Sunday and public holidays) up to the date of the Annual General Meeting and shall also be available at the meeting.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Maheswari in terms of Section 149 of the Act.

None of the other Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Maheswari and their relatives, are concerned or interested in the Special Resolution, except to the extent to their shareholding, if any, in the Company.

The Board of Directors recommends the **Special Resolution** set out at Item No. 8 of the Notice for approval by the Members.

Item No. 9

To increase the strength of the Board of the Company, comprising dynamic professionals from various fields/sectors, who can bring their unique vision based on their experience and can add value to the Organization, the Board of Directors based on the recommendation of the Nomination & Remuneration Committee had appointed Ms. Anita Ramachandran (DIN:00118188) as an Additional Director with effect from 4th September, 2020 till this Annual General Meeting.

A notice in writing under Section 160 of the Act has been received from a member signifying the intention to propose the name of Ms. Ramachandran as a candidate for the office of Director. The Company has also received the declaration from Ms. Ramachandran stating that she meets the criteria of independence as per Section 149(6) of the Act and she is independent of the Management. She does not hold any share in the Company, either in her individual capacity or on a beneficial basis for any other person.

Ms. Anita Ramachandran is one of the leading Human Resources (HR) Consultants in the Country, well known for her work in compensation and HR strategy.

Ms. Ramachandran founded Cerebrus Consultants, a well-known HR consulting firm in the year 1995, focused on consulting in Rewards management, Organisation development and Strategic HR. She earlier had a twenty years' career with A.F. Ferguson's Management Consultancy division, where she was a Director.

She has provided professional support and coaching to a large number of entrepreneurs including several women entrepreneurs and has been involved with several not for profit organisations as an advisor. In past she was on the Board of the TIE Mumbai and headed the TIE Women's initiatives. She has also served in the Advertising Standards Council of India. Her work on Human Resources has been published extensively in Business India and Economic Times. She has been an Independent Director on the Board of various listed companies.

Ms. Ramachandran's induction as a member of the Board will provide objective assessment of internal controls relating to finance functions and important perspectives on all matters relating to Talent Management, Training and development of manpower, corporate affairs and governance principles.

A copy of the draft letter of appointment which will be issued to Ms. Ramachandran setting out the terms and conditions of her appointment as an Independent Director is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all days (except Saturday, Sunday and public holidays) upto the date of the Annual General Meeting and shall also be available at the meeting.

Consent of the Members by way of **Special Resolution** is required for appointment of Ms. Ramachandran in terms of Section 149 and 161 of the Act.

None of the other Directors and Key Managerial Personnel of the Company or their relatives, except Ms. Ramachandran and their relatives, are concerned or interested in the Special Resolution, except to the extent to their shareholding, if any, in the Company.

The Board of Directors recommends the **Special 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/-

Atul Lakhotia
Company Secretary
FCS-8416

Place: Kolkata

Date: 4th September, 2020

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

ATTENDANCE SLIP

Folio No. /DP ID/ Client ID:
Name and Address:

I hereby record my presence at the **SEVENTIETH ANNUAL GENERAL MEETING** of the Company at Industry House, 18th Floor, 10, Camac Street, Kolkata – 700 017 to be held on Tuesday, 29th September, 2020 at 11:00 A.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.

ESSEL MINING & INDUSTRIES LIMITED

Registered Office: INDUSTRY HOUSE, 18TH FLOOR, 10, CAMAC STREET, KOLKATA – 700 017
Telephone: 033- 44555500; Fax: 033- 44555537

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 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 70th Annual General Meeting of the Company, to be held **on Tuesday, 29th September, 2020** 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.	Receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the year ended 31 st March, 2020 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, 2021.			
4.	Increase in Authorised Capital of the Company			
5.	Amendment in Articles of Association of the Company			
6.	Issue of Compulsorily Convertible Debentures on Private Placement Basis to Resident Shareholders			
7.	Issue of Fully paid Compulsorily Convertible Debentures on Private Placement Basis to Non- Resident Shareholder			
8.	Re-appointment of Mr. Giriraj Maheswari, Independent Director for a second term of five consecutive years			
9.	Appointment of Ms. Anita Ramachandran as a Non- Executive, Independent Director of the Company			

Signed this..... day of..... 2020 (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

