



ESSEL MINING & INDUSTRIES LIMITED

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

CIN: U51109WB1950PLC018728

Telephone: 033 39876000; Fax: 033 30518300

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

NOTICE OF THE 66TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty Sixth Annual General Meeting of the Members of Essel Mining & Industries Limited, (the Company) will be held on Thursday, 29th September, 2016 at 4:30 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 Statements (both Standalone and consolidated basis) of the Company for the year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors' thereon.
2. To declare dividend of ₹ 1 per equity share of ₹ 10 each for the financial year ended 31st March, 2016.
3. 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.
4. To ratify the appointment of M/s. S. R. Batliboi & Co.LLP as Statutory Auditors of the Company and to fix their remuneration and in this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the resolution passed by the Members at the Annual General Meeting (AGM) held on 29th August, 2014, the appointment of M/s S. R. Batliboi & Co.LLP, Chartered Accountants, Kolkata, (Firm Registration No.301003E), as the Statutory Auditors of the Company has been made to hold office till the conclusion of 67th AGM of the Company to be held in the year 2017, be and is hereby ratified for the financial year 2016-17 to hold office till the conclusion of 67th AGM of the Company at such remuneration plus applicable taxes and reimbursement of out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. To consider and ratify remuneration of M/s. SPK Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year ended on 31st March, 2017 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/- excluding service tax and reimbursement of out-of-pocket/ incidental expenses to M/s. SPK Associates, Cost Accountants, Kolkata (Firm Registration No: 000040) as Cost Auditors of the Company in connection with the audit of Cost records of the Company for the financial year ending on 31st March, 2017.”

6. To approve offer or invitation to subscribe to Redeemable Non- Convertible Debentures on private placement and in this regard, pass the following resolution as a **Special Resolution**:

“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) 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 requisite 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 of not exceeding ₹ 2,000 Crores (Rupees Two Thousand 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 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.”

Atul Lakhotia
Company Secretary

Place: Mumbai

Date: 1st September, 2016

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, 2016 to 29th September, 2016 [both days inclusive].
7. The dividend on Equity Shares as recommended by the Directors, will be payable on or before 15th October, 2016 after its approval by the Members at the Annual General Meeting.
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 enclosed.
10. 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.
11. 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.

Details of the Directors seeking reappointment as set out in item no. 3 pursuant to clause 1.2.5 of Secretarial Standard 2, for the Annual General Meeting fixed for 29th September, 2016 at 04:30 p.m. at the Registered office of the Company.

Name of Director	Mr. Manish Kumar Newar
Date of Birth/Age	30.03.1969/ 47years
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	Dukenhengra Tea Pvt. Ltd. Kushal Investments Pvt. Ltd. Halmira Estate Tea Pvt. Ltd. Halmira Properties Pvt. Ltd. Nilkanth Engineering Ltd. Arvind Press Caps Ltd. Subhiksh Infracon Pvt. Ltd. Kool Kidz Products Ltd. U P Paper Corporation Pvt. Ltd. Manjushree Properties Pvt. Ltd. Umashree Properties Pvt. Ltd. T & I Global Ltd. OSS Cube Solutions Ltd. Contemporary Win Framz Private Ltd. Dhaneswari Wood Products Ltd. Vikram Holdings Private Limited Newar Food and Hospitality Private Limited Benito Urban (India) Private Limited
Chairman/ Member of the Committees of the Board of Directors of the Company	Member of Nomination & Remuneration Committee
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,	None of the Directors are related interse.

KMPs.	
No. of meetings attended during F/Y 2015-16	During the year, Mr. Manish Kumar Newar attended the Board Meeting held on 18 th August, 2015.

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

Item No. 5

On recommendation of by the Audit Committee, the Board of Directors in their meeting held on 1st September, 2016 has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017 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.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

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.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No 6

To refinance high cost debt, capex, acquisitions and general corporate purpose, the Shareholders in their meeting held on 13th October, 2014, 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. 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. The said approval is taken for all offers of NCDs on private placement basis, in EGM held on 2nd June, 2016. Though the currency of the said resolution is valid for a period of one year, however, for the purpose of ensuring consistency to seek such approvals on annual basis in AGM, this resolution is proposed for approval of the shareholders. 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 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 Resolution set out at Item No. 6 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 Lakhota
Company Secretary

Place: Mumbai
Date: 1st September, 2016

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ATTENDANCE SLIP

Registered Folio	:	
Name and Address	:	

I hereby record my presence at the **SIXTY SIXTH ANNUAL GENERAL MEETING** of the Company at "INDUSTRY HOUSE", 18th Floor, 10, Camac Street, 18th Floor, Kolkata – 700 017 at 04:30 P.M. on Thursday, 29th September, 2016.

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

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 66th Annual General Meeting of the Company, to be held on Thursday, 29th September, 2016 At 4:30 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 basis) of the Company for the year ended 31 st March, 2016 and the Reports of the Board of Directors and Auditors thereon.			
2.	Declaration of dividend on Equity Shares for the financial year ended 31 st March, 2016.			
3.	Re-appointment of Mr. Manish Kumar Newar, Director, retiring by rotation.			
4.	Ratification for appointment of M/s. S. R. Batliboi & Co. LLP as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM and to fix their remuneration.			
5	Ratification of remuneration of the Cost Auditor for the financial year 2016-17.			
6	Approve offer or invitation to subscribe to Redeemable Non- Convertible Debentures on private placement			

Signed this..... day of..... 2016 (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

