



## **ESSEL MINING & INDUSTRIES LIMITED**

**Regd. Office: "Industry House", 18<sup>th</sup> Floor, 10, Camac Street, Kolkata – 700 017**

**CIN: U51109WB1950PLC018728**

**Telephone: 033- 44555500; Fax: 033- 44555537**

**Website: [www.esselmining.com](http://www.esselmining.com), E-mail: [emil.registered@adityabirla.com](mailto:emil.registered@adityabirla.com)**

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### **NOTICE**

Notice is hereby given that 01/2018-19 Extra-ordinary General Meeting of the Members of **Essel Mining & Industries Limited** shall be held on Monday, 10<sup>th</sup> September, 2018 at 2:00 P.M. at the registered office of the Company at Industry House, 18<sup>th</sup> Floor, 10, Camac Street, Kolkata – 700 017 to transact the following business:

#### **SPECIAL BUSINESS:**

- 1. To consider and, if thought fit, to pass, with or without modification, the following resolution, as a special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies (Share Capital and Debenture) Rules, 2014 (as amended), Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended), Foreign Exchange Management Act, 1999 and Rules and Regulations framed thereunder (as amended), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and other applicable legislations and/ or Rules, Regulations, Notifications, Circulars, Schemes and Guidelines, if any, and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) or sanction(s) of the Government of India, Reserve Bank of India, Financial Institutions and/ or any other Indian/ Overseas appropriate authorities, Institutions or Bodies as may be necessary and subject to such terms, conditions, stipulations, alterations, amendments, modifications or variations as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/ or sanction, approval of the Members of the Company be and is hereby accorded to the Board of Directors (which expression shall include “Audit Committee” or “Finance Committee” of the Board of Directors, hereinafter referred as “Board”) of the Company to offer, issue and allot 81,500 (Eighty One Thousand Five Hundred) Equity Shares of the Company of the face value of INR 10/- (Rupees Ten) each on preferential / private placement basis, at a price of INR 177,510.00 (Rupees One Lakh Seventy Seven Thousand Five Hundred Ten Only) per Equity Share including premium of INR 177,500/- ( Rupees One Lakh Seventy Seven Thousand Five Hundred Only) per Equity Share for an aggregate amount of INR 1446,70,65,000 (Rupees One Thousand Four Hundred Forty Six Crores Seventy Lakhs and Sixty Five Thousand only) to the following existing shareholder of the Company:

Proposed name of allottee	Father's Name	Address	Occupation
Surya Abha Investments Pte Ltd. (existing shareholder and a promoter group company)	NA	65, Chulia Street # 48-05/08 OCBC Center Singapore 049513	Business

**“RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including payment of dividend.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned offer, issue or allotment of equity shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may deem necessary or desirable for such purpose, including but not limiting to, determining the manner in which the equity shares are to be issued and allotted in one or more tranches, etc., and circulation of the Private Placement Offer Cum Application Letter or to settle any questions or difficulties that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authorities of this resolution.”

**“RESOLVED FURTHER THAT** to give effect to the aforesaid resolutions the Board be and is hereby authorized to delegate any or all of the powers herein conferred by this resolution on it, to any Committee of Directors or any Director(s) or Officer(s) of the Company or to any intermediary or other person(s) as the Board may think fit and necessary in its absolute discretion.”

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

**Atul Lakhotia**  
**Company Secretary**  
**FCS No: 8416**

Place: Kolkata  
Date: 13<sup>th</sup> August, 2018

## NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a 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 carrying voting rights. 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. 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.
6. 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.
7. All documents referred to in the accompanying Notice, Statutory Registers as may be required and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except on Saturday, Sunday and other holiday.

## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

The present paid up share capital of the Company is INR 88.45 Lakhs comprising of 8,84,479 fully paid up Equity Shares of INR10/- each.

Considering the existing scale of operations, ongoing funding requirements of the Company, repayment of loan and business activities, it is considered desirable to raise additional funds. In view of the above, the Company has been exploring various options of raising funds / capital viz. through issue of equity shares on preferential / private placement basis to one or more existing shareholder (s) of the Company.

As per the provisions of Section 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debenture) Rules, 2014, as amended from time to time), no issue of shares or other securities by a Company on a preferential / 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 take necessary action at appropriate time(s).

The following disclosures for the issue of equity shares on preferential / private placement basis are made in accordance with the Companies (Share Capital and Debentures) Rules, 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended:

i)	Objects of the Issue	To augment the funding requirements of the Company by way of issuance of Equity Shares.
ii)	The total number of shares or other securities to be issued / kind of securities offered	81,500 Equity Shares
iii)	The price or price band at/ within which the allotment is proposed	INR 177,510 Per Share
iv)	Particulars of the Offer including date of passing of Board Resolution	Issue of Equity Shares of the Company of the face value of INR 10 (Rupees Ten) each on preferential / private placement basis, at a price of INR 177,510.00 (Rupees One Lakh Seventy Seven Thousand Five Hundred Ten Only) per Equity Share including premium of INR 177,500.00 ( Rupees One Lakh Seventy Seven Thousand Five Hundred Only) per Equity Share  Board Resolution for the same was passed on 27 <sup>th</sup> June, 2018
v)	Name and address of the Valuer who performed Valuation	M/s Bansi S. Mehta & Co, Chartered Accountants, Merchant Chamber, 3 <sup>rd</sup> Floor, 41, New Marine Lines, Mumbai – 400 020
vi)	Amount which the company intends to raise by way of such securities	INR 1446,70,65,000 Crores (Rupees One Thousand Four Hundred Forty Six Crores Seventy

		Lakhs and Sixty Five Thousand only)
vii)	Basis on which the price (including premium, if any) has been arrived at along with report of the registered valuer	The price has been decided having regard to the valuation report of M/s Bansi S. Mehta & Co., Chartered Accountants, Mumbai
viii)	The relevant date on the basis of which the price has been arrived at	7 <sup>th</sup> July, 2018
ix)	The class or classes of persons to whom the allotment is proposed to be made	Existing shareholder (Foreign Investor & part of Promoter Group company)
x)	Intention of promoters / directors / Key Management Persons to subscribe to the offer	The Promoters intend to subscribe to the offer.
xi)	Proposed time within which the allotment shall be completed	The allotment shall be completed within sixty days from the receipt of application money.
xii)	The names of the proposed allottees and the percentage of post- preferential offer capital that may be held by them	Surya Abha Investments Pte. Ltd.; 49.0%
xiii)	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in management or control of the Company would occur pursuant to this offer on preferential / private placement basis.
xiv)	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	Nil
xv)	Material Terms of raising of such securities	Equity Shares ranking pari-passu in all respects with the existing equity shares
xvi)	Proposed Time Schedule	Preferential / private placement Offer will remain open to subscriber for a period of 30 days from the date of issue of letter of Offer ( PAS-4)
xvii)	Principle terms of assets charges as securities	Not Applicable

xviii) 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	<b>Promoters' holding:</b>				
1	Indian:				
	Individual	17,041	1.93	17,041	1.76
	Bodies Corporate	3,61,130	40.83	3,61,130	37.38
	<b>Sub-total</b>	<b>378,171</b>	<b>42.76</b>	<b>378,171</b>	<b>39.14</b>
2	Foreign Promoters	3,91,784	44.29	473,284	49.00
	<b>Sub-Total (A)</b>	<b>7,69,955</b>	<b>87.05</b>	<b>851,455</b>	<b>88.14</b>
B	<b>Non-Promoters' holding:</b>				
1	Institutional investors	63	0.01	63	0.01
2	Non-Institution				
	Private Corporate Bodies	1,14,443	12.94	1,14,443	11.85
	Directors and Relatives	0	0	0	0
	Indian Public	18	0	18	0
	Others (Including NRIs)	0	0	0	0
	<b>Sub-Total (B)</b>	<b>1,14,524</b>	<b>12.95</b>	<b>1,14,524</b>	<b>11.86</b>
	<b>GRAND TOTAL (A+B)</b>	<b>8,84,479</b>	<b>100.00</b>	<b>9,65,979</b>	<b>100.00</b>

Consent of the Members is sought to authorize the Board to issue Equity Shares on preferential / private placement allotment basis in the manner as set out in the resolution.

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 Equity Shares that may be subscribed by them or by their Companies / Firms, in which they are interested.

The Board recommends this Special Resolution for your approval.

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

**Atul Lakhotia**  
**Company Secretary**  
**FCS No: 8416**

Place: Kolkata  
Date: 13<sup>th</sup> August, 2018

# ESSEL MINING & INDUSTRIES LIMITED

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

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## ATTENDANCE SLIP

Registered Folio No.	:
Name and Address of the Member(s)	:

I hereby record my presence at the 01/2018-19 EXTRA-ORDINARY GENERAL MEETING of the Company at "INDUSTRY HOUSE", 18<sup>th</sup> Floor, 10, Camac Street, Kolkata – 700 017 at 2:00 P.M. on Monday, 10<sup>th</sup> September, 2018.

SIGNATURE
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### NOTES:

1. Member/ Proxyholder desiring to attend the meeting should bring his/her copy of the Attendance Slip for reference at the meeting.

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## Proxy form- MGT- 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U51109WB1950PLC018728
Name of the Company	Essel Mining & Industries Limited
Registered Office	"Industry House", 18 <sup>th</sup> Floor, 10, Camac Street, Kolkata – 700 017
Name of the member (s)	
Registered address	
E-mail Id	
Folio No. / DP Id & Client ID	
No. of Shares	

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 01/2018-19 Extra- Ordinary General Meeting of the Company, to be held on Monday, 10<sup>th</sup> September, 2018 At 2:00 P.M. at Industry House, 18<sup>th</sup> Floor, 10, Camac Street, Kolkata – 700 017 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Item No.	Description	No. of equity shares held	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	To consider and approve issue of Equity Shares on Preferential / Private Placement Basis.			

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

Affix

₹ 1

Revenue

**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 EGM VENUE AT INDUSTRY HOUSE, 18<sup>TH</sup> FLOOR, 10 , CAMAC STREET, KOLKATA – 700 017**

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