

# INDIAN BASE METALS COMPANY LTD

Regd. Office: 240B, Acharya Jagdish Chandra Bose Road, Kolkata – 700020.

Phone: (033) 79660458

Email: [bansalramesh@hotmail.com](mailto:bansalramesh@hotmail.com)

Website: [www.indianbasemetals.com](http://www.indianbasemetals.com)

CIN: L27209WB1971PLC028015

## **NOTICE OF 52<sup>ND</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 52<sup>nd</sup> (Fifty-Second) Annual General Meeting of the Members of Indian Base Metals Company Limited ('Company') will be held on **Thursday, the 17<sup>th</sup> day of August, 2023 at 3.00 p.m. (IST)** through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Santosh Kumar Agarwal (DIN: 00420655) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To re-appoint Statutory Auditors of the Company and to consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

**"Resolved that** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs. Bandyopadhyay & Dutt, Chartered Accountants (Firm Registration No. 325116E) be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years commencing from the conclusion of the 52<sup>nd</sup> Annual General Meeting till the conclusion of the 57<sup>th</sup> Annual General Meeting at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

**Resolved further that** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

### **SPECIAL BUSINESS:**

4. To re-appoint Mr. Surendra Kumar Jhunjhunwala (DIN: 00293142) as an Independent Director of the Company and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"Resolved that** pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with the Rules made thereunder and other applicable provisions, if any and the applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the

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Members of the Company be and is hereby accorded to re-appoint Mr. Surendra Kumar Jhunjhunwala (DIN: 00293142) as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 28<sup>th</sup> September, 2023 up to 27<sup>th</sup> September, 2028.

**Resolved further that** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

**By Order of the Board  
Indian Base Metals Company Limited**

**Ramesh Bansal  
Managing Director & Chief Financial Officer  
DIN: 00420589**

**Place : Kolkata  
Date : 29<sup>th</sup> May, 2023**

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## Notes:

1. In conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI'), the 52<sup>nd</sup> Annual General Meeting ('AGM') of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts with respect to special business forms part of the Notice convening the 52<sup>nd</sup> AGM of the company ('Notice') and the details required under Regulation 36(3) & 36(5) of the Listing Regulations read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is being annexed to this Notice.
3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, the requirement of sending proxy forms to holders of securities as per the provisions of Section 105 of the Companies Act, 2013 ('Act') read with Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), has been dispensed with. Therefore, the facility to appoint proxy by the Members will not be available for this AGM and consequently, the proxy form, attendance slip including route map are not annexed to this Notice.
4. Participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. In compliance with the applicable regulatory requirements, the Notice of this AGM along with the Annual Report for the financial year ended 31<sup>st</sup> March, 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company / with the Depositories / Depository Participants (DPs) / Registrar and Share Transfer Agent (RTA). The Notice along with the Annual Report of the Company will be available on the Company's website at [www.indianbasemetals.com](http://www.indianbasemetals.com) and website of the Calcutta Stock Exchange at [www.cse-india.com](http://www.cse-india.com). The AGM Notice shall also be available on the website of Central Depository Services (India) Limited (agency for providing the Remote e-voting facility and e-voting system during the AGM) at [www.evotingindia.com](http://www.evotingindia.com).
6. Any person who becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., Thursday, 10<sup>th</sup> August, 2023 are requested to send e-mail communication to the Company at [bansalramesh@hotmail.com](mailto:bansalramesh@hotmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login ID & Password for e-voting. Those who are not Members as on the cut-off date should accordingly treat this Notice for information purposes only.

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7. Corporate Members attending the meeting through their authorized representatives pursuant to Section 113 of the Act are requested to send a certified copy (in PDF / JPG format) of the Board Resolution authorising their representatives to attend this AGM to the Scrutinizer by email at [cs.amberahmad@gmail.com](mailto:cs.amberahmad@gmail.com) or to the Company at [bansalramesh@hotmail.com](mailto:bansalramesh@hotmail.com).
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company at [bansalramesh@hotmail.com](mailto:bansalramesh@hotmail.com).
9. Pursuant to the provisions of Section 91 of the Act the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 11<sup>th</sup> August, 2023 to Thursday, 17<sup>th</sup> August, 2023 (both days inclusive).

## **GENERAL INFORMATION ON E-VOTING FACILITY**

10. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Resolutions for consideration at this AGM will be transacted through remote e-voting and also e-voting during the AGM, for which purpose the Board of Directors of the Company have engaged the services of Central Depository Services (India) Limited ('CDSL').
11. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date i.e., Thursday, 10<sup>th</sup> August, 2023. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM.
12. There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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14. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

## 15. PROCEDURE FOR 'REMOTE E-VOTING'

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	<b>10.00 a.m. on Monday, 14<sup>th</sup> August, 2023</b>
End of remote e-voting	<b>5:00 p.m. on Wednesday, 16<sup>th</sup> August, 2023</b>

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 10<sup>th</sup> August, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

### A. The procedure to login for Individual shareholders holding securities in demat mode is detailed below:



- a) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
- b) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the e-voting menu, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining AGM & voting during the AGM. Additionally, the users can also access the system of respective e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.
- c) If the user is not registered for Easi / Easiest, option to register is available at cdsi website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

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- d) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile No. & Email Id as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also be able to directly access the system of all e-voting Service Providers.

**NSDL**

- a) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the AGM.
- b) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online" for IDeAS Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>. After successful registration, please follow the steps given above to cast your vote.
- c) Alternatively, the user can directly visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the AGM.

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You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the AGM.

**Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.**

**Helpdesk for any technical issues related to login:**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

## **B. The procedure to login for Physical shareholders and Non-Individual shareholders holding shares in Demat form:**

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on 'Shareholders' module.
- c) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

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f) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and Non-Individual shareholders holding shares in Demat form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li></ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login.</p> <ul style="list-style-type: none"><li>If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (i) After entering these details appropriately, click on 'SUBMIT' tab.
- (ii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant Company Name i.e. **Indian Base Metals Company Limited** on which you choose to vote.
- (v) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



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- (vi) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (vii) After selecting the Resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (viii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on 'Click here to print' option on the Voting page.
- (x) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote e-Voting only**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the 'Corporates' module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be mandatorily uploaded in PDF format in the system for the scrutinizer to verify the same.

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- Alternatively Non Individual shareholders are mandatorily required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs.amberahmad@gmail.com](mailto:cs.amberahmad@gmail.com) and [bansalramesh@hotmail.com](mailto:bansalramesh@hotmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## 16. PROCEDURE FOR 'ATTENDING THE AGM THROUGH VC / OAVM' & 'E-VOTING AT THE AGM'

- a) The procedure for attending the AGM & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b) The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c) Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- d) The facility for the Members to join the AGM through VC / OAVM will be available from thirty minutes before the scheduled time and may close not earlier than 30 minutes after the commencement of the AGM.
- e) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- f) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- g) Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to AGM** mentioning their name, demat account number / folio number, e-mail id, mobile number at [bansalramesh@hotmail.com](mailto:bansalramesh@hotmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries **5 days prior to AGM** mentioning their name, demat account number/folio number, e-mail id, mobile number at [bansalramesh@hotmail.com](mailto:bansalramesh@hotmail.com). These queries will be replied to by the Company suitably by e-mail.
- h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

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- i) Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- j) If any Votes are cast by the shareholders through e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- k) If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

## 17. SCRUTINIZER AND VOTING RESULTS

- a) The Board of Directors has appointed CS Amber Ahmad, Proprietor, Messrs. Amber Ahmad & Associates [FRN: S2017WB533700], or failing whom, such other practicing company secretary as the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-voting and also e-voting during the Meeting in a fair and transparent manner. The Scrutinizer will submit within two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- b) The Resolutions proposed in the Notice will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indianbasemetals.com](http://www.indianbasemetals.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The same will also be communicated to the Calcutta Stock Exchange Limited where the shares of the Company are listed.

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## 18. GENERAL INFORMATION ON SHARE DEMATERIALISATION AND KYC UPDATION

- a) Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Any shareholder who is desirous of dematerializing their securities may write to the Company at [bansalramesh@hotmail.com](mailto:bansalramesh@hotmail.com) or to the RTA at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company's RTA at [www.nichetechpl.com](http://www.nichetechpl.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

- b) SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 read with SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. In compliance with the same, Company had sent letters to the Members along with the following annexures for furnishing the required details:

Sl. No.	Particulars	Forms
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

These Forms can be downloaded from the Company's website [www.indianbasemetals.com](http://www.indianbasemetals.com) or from RTA's website [www.nichetechpl.com](http://www.nichetechpl.com).

# INDIAN BASE METALS COMPANY LTD

Regd. Office: 240B, Acharya Jagdish Chandra Bose Road, Kolkata – 700020.

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CIN: L27209WB1971PLC028015

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Any service request by holders of physical securities shall be entertained only upon registration of the above-mentioned required details. Further, in absence of the above information on or after 1<sup>st</sup> October, 2023, the folio(s) shall be frozen by Company's RTA i.e. Niche Technologies Private Limited in compliance with the said Circulars. If the folio(s) continue to remain frozen as on 31<sup>st</sup> December, 2025, the frozen folios shall be referred by Niche Technologies Private Limited / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

Further, any payment including dividend, interest or redemption payment in respect of such frozen folios, shall be only through electronic mode with effect from 1<sup>st</sup> April, 2024.

c) Members are requested to follow the below-mentioned process for intimating / updating changes in postal address, E-mail address, mobile number, PAN, nomination etc.:

- ❖ **For Physical Shareholders** - Please refer the Forms as mentioned in aforesaid point (b). The said Forms, as applicable, along with requisite supporting documents are to be provided to Niche Technologies Private Limited at 3A, Auckland Place, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata - 700 017, or e-mail (with Name and folio numbers) at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
- ❖ **For Demat Shareholders** - Please intimate / update necessary details with your respective DP [*Updation of e-mail id & mobile no. is mandatory for availing e-voting facility & joining AGM in case of individual Demat Shareholders*].

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## **Explanatory Statement pursuant to Section 102 of the Act and Additional Information pursuant to Regulation 36(3) & 36(5) of the Listing Regulations and Secretarial Standard - 2 on General Meetings**

### **In respect of item No. 3**

At the 47<sup>th</sup> Annual General Meeting ('AGM') of the Company held on 28<sup>th</sup> September, 2018 the Members had approved the appointment of Messrs. Bandyopadhyay & Dutt, Chartered Accountants [Firm Registration No. 325116E] as Statutory Auditors of the Company, for a term of 5 (five) consecutive years to hold office till the conclusion of the 52<sup>nd</sup> AGM of the Company to be held in the year 2023. Accordingly, Messrs. Bandyopadhyay & Dutt will be completing their present term on conclusion of the ensuing AGM.

Considering the experience and performance in the present term, the Board of Directors of the Company ('Board') at their meeting held on 29<sup>th</sup> May, 2023, based on the recommendation of Audit Committee, has proposed to the Members of the Company re-appointment of Messrs. Bandyopadhyay & Dutt as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years i.e. from the conclusion of 52<sup>nd</sup> AGM till the conclusion of the 57<sup>th</sup> AGM of the Company to be held in the year 2028 at such remuneration as shall be fixed by the Board in agreement with the Statutory Auditors.

Messrs. Bandyopadhyay & Dutt is a peer reviewed firm and they hold a valid certificate issued by the 'Peer Review Board' of the ICAI. They have been engaged in Statutory Audits of good companies including cooperative banks and have wide client base. The registered office of the Firm is situated in Kolkata and its branch office is situated in Dhanbad.

Messrs. Bandyopadhyay & Dutt have consented to act as Statutory Auditors of the Company and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The proposed remuneration to be paid to Messrs. Bandyopadhyay & Dutt for the financial year 2023-24 is Rs. 47,200/- considering the size and scale of the Company. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of the Company based on the recommendation of the Audit Committee.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item no. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item no. 3 of this Notice for the approval of the members.

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## **In respect of item No. 4**

At the 47<sup>th</sup> Annual General Meeting ('AGM') of the Company held on 28<sup>th</sup> September, 2018 the Members had approved the appointment of Mr. Surendra Kumar Jhunjunwala as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 28<sup>th</sup> September, 2018. Accordingly, Mr. Jhunjunwala will be completing his first term as a Non-Executive Independent Director on 27<sup>th</sup> September, 2023.

Section 149(10) of the Companies Act, 2013 ('Act') provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by the Members of the Company.

Accordingly, considering Mr. Jhunjunwala's knowledge and rich experience in the field of marketing & strategy and his contribution to the Board of Directors ('Board') during his current tenure and pursuant to performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 29<sup>th</sup> May, 2023, has proposed to the Members of the Company re-appointment of Mr. Jhunjunwala as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 28<sup>th</sup> September, 2023 up to 27<sup>th</sup> September, 2028.

In opinion of the Board, Mr. Jhunjunwala possesses necessary skills and capabilities required for the role and fulfil the conditions specified in the Act read with the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being re-appointed as an Independent Director of the Company.

Brief profile of Mr. Jhunjunwala is set out in the 'Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Secretarial Standard - 2 on General Meetings' which is annexed with the Notice.

A copy of the draft letter of re-appointment, setting out the terms and conditions of re-appointment of Mr. Jhunjunwala, is available for inspection at the registered office of the Company during business hours on all working days up to the date of the 52<sup>nd</sup> AGM.

Mr. Jhunjunwala, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his re-appointment as Independent Director of the Company has been received.

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Mr. Jhunjunwala has also provided declaration to the effect that he meets the criteria of independence laid down under Section 149 (6) of the Act read with Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations.

Mr. Jhunjunwala and his relatives are interested in this resolution to the extent of his appointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item no. 4 of this Notice for the approval of the Members.



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## Annexure

**Details of Directors seeking re-appointment at the 52<sup>nd</sup> Annual General Meeting vide Item No. 2 & 4 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Secretarial Standard - 2 on General Meetings:**

Particulars	Details	
Name of the Director	Mr. Santosh Kumar Agarwal	Mr. Surendra Kumar Jhunjunwala
DIN	00420655	00293142
Age	70 years	71 years
Date of first appointment on the Board	18 <sup>th</sup> August, 2014	8 <sup>th</sup> August, 2018
Qualification	Bachelor's degree in Commerce	Bachelor's degree in Commerce
Experience / Brief Resume	Mr. Santosh Kumar Agarwal is a Commerce graduate. Mr. Agarwal being associated with the family business for a very long period of time is capable of handling the business efficiently and profitably. He has been serving on the Board of various companies. He has experience of handling various business transactions and taking administrative decisions.	Mr. Surendra Kumar Jhunjunwala has immense knowledge in the field of Finance & Business Administration. He has a vast experience in the fields of marketing, strategy, advertising and market research etc.
Terms and conditions of Appointment / Reappointment	As per Item no. 2 of the Notice convening this AGM.	As per Item no. 4 of the Notice convening this AGM.
Directorship	<ol style="list-style-type: none"><li>1. Rahimpur Tea Company Limited</li><li>2. BRIM Trading &amp; Holdings Private Limited</li><li>3. Mogulkata Tea Company Private Limited</li><li>4. Simulbarie Tea Company Private Limited</li><li>5. Bihar Bengal Tea Company Private Limited</li><li>6. Bansal Agro Beverages Private Limited</li></ol>	<ol style="list-style-type: none"><li>1. Progressive Pump &amp; Filters Private Limited</li></ol>

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Listed entities from which the person has resigned in the past three years	Nil	Nil
Membership & Chairmanship of Committees of Board of Directors	Nil	Indian Base Metals Company Limited - Stakeholder Relationship Committee (Member)
Shareholding in the Company including shareholding as a beneficial owner as on 31 <sup>st</sup> March, 2023	60,000	Nil
Relationship with other Directors / Key Managerial Personnel of the Company	Mr. Ramesh Bansal (Managing Director & Chief Financial Officer) – Brother Mrs. Mala Bansal (Non-Executive Director) – Sister in law	None
No. of Board Meeting Attended during F.Y. 2022-23	5	6
Remuneration (last drawn & proposed to be paid)	Nil	Nil