

INDIAN BASE METALS COMPANY LTD

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

Phone: (033) 79660458

Email: bansalramesh@hotmail.com

Website: www.indianbasemetals.com

CIN: L27209WB1971PLC028015

NOTICE OF 50TH ANNUAL GENERAL MEETING

Notice is hereby given that the fiftieth Annual General Meeting of the Members of Indian Base Metals Company Limited ('Company') will be held on Saturday, the 25th day of September, 2021 at 3.00 p.m. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 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.

Place : Kolkata
Date : 28th June, 2021

By Order of the Board
Indian Base Metals Company Limited
Ramesh Bansal
Managing Director & Chief Financial Officer
DIN: 00420589

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Notes:

1. In view of the prevailing circumstances due to COVID-19 pandemic, and also 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 50th 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. 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 convening the 50th AGM of the Company ('Notice').
3. Participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. 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 or to the Company at bansalramesh@hotmail.com.
5. The details required under Regulation 36(3) of the Listing Regulations and 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.
6. In compliance with the applicable regulatory requirements, the Notice of this AGM along with the Annual Report for the financial year ended 31st March, 2021 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories or Registrar or 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 and website of the Calcutta Stock Exchange at 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.
7. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested 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.
8. 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 Monday, 20th September, 2021 to Saturday, 25th September, 2021 (both days inclusive).
9. The AGM Notice will be sent to the Members, whose names appear in the Register of Members / Register of Beneficial Owners as on 20th August, 2021. Any person, who acquires shares and becomes Member after the aforesaid date, can obtain the same by downloading it from the Company's Website at www.indianbasemetals.com or may request for the same by writing to the Company at bansalramesh@hotmail.com.
10. Pursuant to Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account with an authorized Depository participant and arrange for dematerializing their shareholdings in the Company.

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11. VOTING THROUGH ELECTRONIC MEANS

- I. 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').
- II. The instructions for shareholders for Remote E-Voting and E-Voting during AGM and joining meeting through VC/OAVM are as under:
- (i) The remote e-voting period commences on **Wednesday, 22nd September, 2021 at 10.00 a.m. and ends on Friday, 24th September, 2021 at 5:00 p.m.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **18th September, 2021**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) In terms of SEBI Circular dated 9th December, 2020 on e-voting facility provided by listed companies, all individual shareholders holding securities in demat mode can cast their vote only by way of a single login credential through demat accounts / websites of Depositories / Depository Participants. Shareholders are therefore advised to update their mobile number and email Id in their demat accounts in order to access the e-voting facility.

The procedure to login and access remote e-voting and to join AGM for individual shareholders holding securities in Demat mode with CDSL / NSDL is detailed below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) 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 and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-voting menu. 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.3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.4) 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 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

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Type of shareholders	Login Method
	all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>1) 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.nsdl.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online” for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 digit 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-2305 8738 and 022-2305 8542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 / 1800 22 44 30.

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(iv) **Login method for e-Voting and joining AGM for Physical shareholders and Non-Individual shareholders holding shares in Demat form:**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on 'Shareholders' module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and Non-Individual shareholders holding shares in Demat form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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.

- (v) After entering these details appropriately, click on 'SUBMIT' tab.
- (vi) 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Company Name i.e. **Indian Base Metals Company Limited** on which you choose to vote.
- (ix) 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.
- (x) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (xi) After selecting the Resolution you have decided to vote, 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.

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- (xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of cast by clicking on 'Click here to print' option on the Voting page.
- (xiv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are 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 and 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.

III. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a) The procedure for attending meeting & 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 30 minutes before the 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

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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. 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.
- 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.

IV. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ID / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:

- a) **For Physical shareholders-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by e-mail to the RTA at nichetechpl@nichetechpl.com or to the Company at bansalramesh@hotmail.com.
- b) **For Demat shareholders** - Please update your e-mail id & mobile no. with your respective Depository Participant (DP).
The same is mandatory for availing e-voting facility & joining AGM in case of individual Demat Shareholders.

12. GENERAL INFORMATION FOR SHAREHOLDERS

- a) 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 on **Saturday, 18th September, 2021**. 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. Those who are not Members as on the cut-off date should accordingly treat this Notice as for information purposes only.
- b) Investors who became Members of the Company subsequent to dispatch of the Notice by E-mail and holds the shares as on the cut-off date i.e. 18th September, 2021 are requested to send written / e-mail communication to the Company at bansalramesh@hotmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login ID & Password for e-voting.
- c) 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.
- d) 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 or contact at 022-23058738 and 022-23058542 / 43.
- e) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542 / 43.

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13. The Board of Directors has appointed CS Amber Ahmad, Proprietor, Messrs. Amber Ahmad & Associates (FCS : 9312 / C.P. No.: 8581), 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 not later than 48 hours 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.
14. 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 and on the website of CDSL 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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Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings on Director recommended for re-appointment at the 50th Annual General Meeting vide Item No. 2 of the Notice as follows:

Name of the Director	Mr. Santosh Kumar Agarwal
DIN	00420655
Age	68 years
Date of first appointment on the Board	18.08.2014
Qualification	Commerce Graduate
Experience	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.
Directorship	1. Indian Base Metals Company Limited 2. Rahimpur Tea Company Limited 3. BRIM Trading & Holdings Private Limited 4. Mogulkata Tea Company Private Limited 5. Simulbarie Tea Company Private Limited 6. Bihar Bengal Tea Company Private Limited 7. Bansal Agro Beverages Private Limited 8. Khatan Foods Private Limited
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	None
Number of shares held in the Company	60,000
Relationship with any Director of the Company	Ramesh Bansal – Brother Mala Bansal – Sister in law
No. of Board Meeting Attended	6
Remuneration	Nil