

INDIAN BASE METALS COMPANY LTD

Regd. Office: 34, Ganesh Chandra Avenue,
Kolkata – 700013

Phone: (033) 2237-1747

Fax: (033) 2221-1913

Email: bansalramesh@hotmail.com

Website: www.indianbasemetals.com

CIN: L27209WB1971PLC028015

NOTICE

Notice is hereby given that the **45th Annual General Meeting** of the Company will be held at 34, Ganesh Chandra Avenue, Kolkata-700013 on **Friday, 30th September, 2016**, at 03.00 P.M. for transacting the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 along with report of Board of Directors and Auditors thereon.

Item No. 2 – Appointment of Director

To appoint a Director in place of Mrs. Mala Bansal (DIN: 00469733) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment.

Item No. 3 – Appointment of Auditors and fixing their remuneration

To consider and, if thought fit pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. P. K. Drolia & CO. , Chartered Accountants (FRN 316057E), be and is hereby re-appointed as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee of the Board in consultation with the Auditors in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company to be reimbursed for the financial year ending March 31, 2017.

SPECIAL BUSINESS:

Item No. 4 – To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Amit Gattani:-

“**RESOLVED THAT** pursuant to provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Amit Gattani (DIN 07508282) who was appointed as an Additional Director by the Board of Directors with effect from May 20, 2016 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and Article 87 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the company to hold office upto 30th September, 2019.”

Place: Kolkata

Date: 17th August, 2016

By Order of the Board

S/d-

(RAMESH BANSAL)

DIN: 00420589

Whole-time Director

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 proxy form duly completed and signed, should be deposited with the company, at its registered office at least 48 hours before the time of the meeting. Proxies submitted on behalf of the Companies. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or members.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf in the meeting.

3. Pursuant to the provisions of Section 91 of the Companies act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 24th September, 2016 to Friday, 30th September, 2016** (both days inclusive).

4. Members are requested to bring their copy of Annual Report at the Meeting and produce the enclosed attendance slip at the entrance to the place of the meeting.

5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on weekdays (3.00 p.m. to 5 p.m.) up to and including the date of the Annual General Meeting of the Company.

6. Members/proxies are requested to bring the attendance slips sent herewith duly signed for attending the meeting.

7. Copies of the Annual Report will not be distributed at the meeting. Members/proxies are requested to bring their copies of the same to the meeting.

8. The business set out in the Notice will be transacted through remote e-voting and ballot paper at the venue of the meeting and the Company is providing facility for the same. The complete details of the instructions for remote e- voting and voting at the venue of the AGM are annexed to this notice.

9. VOTING THROUGH ELECTRONIC MEANS

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Obligations & Disclosure Requirements Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote

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e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III.) The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on 27th September, 2016 (10:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) 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.

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- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **INDIAN BASE METALS COMPANY LIMITED** on which you choose to vote on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 they have to create a compliance user which 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 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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10. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
11. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business, on 5th August, 2016.
12. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
13. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
14. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23rd September, 2016 are requested to send the written / email communication to the Company at bansalramesh@hotmail.com in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
15. Ms. Amber Ahmad, Company Secretary in whole time practice (Certificate of Practice Number 8581) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM 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.
16. 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. The same will be communicated to the stock exchange viz. Calcutta Stock Exchange Limited where the shares of the company are listed.

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EXPLANATORY STATEMENT:

Item No. 4.

Shri Amit Gattani (DIN: 07508282) was appointed as Additional Director by the Board of Directors of the Company on 20th May, 2016 to fill up the intermittent vacancy caused due to the sad demise of Shri Raj Kumar Gattani on 23rd February, 2016. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. A notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director. In terms of Section 149 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013, Shri Amit Gattani being eligible offers himself for appointment, and is proposed to be appointed as an Independent Director to hold office upto 30th September, 2019. In terms of provisions of Section 149 and Section 152 of the Companies Act, 2013, he shall not be liable to retire by rotation. In the opinion of the Board, Shri Amit Gattani fulfills the conditions specified in the Acts, and Rules made thereunder, and SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

Shri Amit Gattani does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Shri Amit Gattani, born on 05th October, 1981, is a commerce graduate from Kolkata, has vast experience in the field of management and administration. The Board considers that his continued association would be of immense benefit to the Company and recommends the Resolution to be passed as an Ordinary Resolution by the Members.

Mr. Amit Gattani concerned or interested in the resolution set out at item No. 04, which pertains to his appointment.

None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 04 of the Notice.

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Information pursuant to Regulation 36(3) of the (Listing Obligations and Disclosure Requirements) Regulations 2015 on Directors recommended for appointment/reappointment at the 45th Annual General Meeting Vide Item No.2 of the Notice as follows:

PARTICULARS	MALA BANSAL
DIN	00469733
Date Of Birth	30.10.1961
Date of appointment	18.08.2014
Qualification	INTERMEDIATE
Experience	Mrs. Mala Bansal is an Intermediate pass. Mrs. Mala Bansal being associated with the family business for a very long period of time is capable of handling the business efficiently and profitably. She has been serving the board of this company since 2 years. She has experience of handling various business transactions and taking administrative decisions.
Directorship	1. Indian Base Metals Company Limited
Membership & Chairmanship of Committees of Listed Entities(Including Audit Committee & Stakeholders Relationship Committee)	-
Number of shares held in the Company	-
Relationship with any director of the company	Santosh Kumar Agarwal - Relation Ramesh Bansal - Relation

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

1. I hereby record my presence at the 45th Annual General Meeting of the Company, to be held on Friday, 30th day of September, 2016 at 34, Ganesh Chandra Avenue, Kolkata-700013 at 03.00 p.m.

Full Name of the member (in BLOCK LETTERS):	
Registered Folio/DP ID & Client ID	

Full Name of the Proxy (in BLOCK LETTERS):	
Signature of the Member/ Proxy Present.	

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PROXY FORM

(FORM MGT -11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule (19) of the Companies (Management and Administration) Rules, 2014

(45TH ANNUAL GENERAL MEETING , FRIDAY, 30TH SEPTEMBER, 2016)

CIN	L27209WB1971PLC028015
Name of the Company	INDIAN BASE METALS COMPANY LIMITED
Registered Office	34, Ganesh Chandra Avenue, Kolkata-700013
Name of the Members	
Registered Address	
E-mail ID	
Folio No/ Client ID	
E-mail ID	

I/We, being the member (s) of _____ shares of the above named Company,
hereby appoint.

1. Name :

Address:

Email Id

Signature : _____, or failing him/her

2. Name :

Address:

Email Id

Signature : _____, or failing him/her

3. Name :

Address:

Email Id

Signature: _____,

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As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on **Friday, 30th September, 2016** at 34, Ganesh Chandra Avenue, Kolkata- 700013 at 03.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Optional	
		For	Against
1.	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2016, alongwith Report of Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Mala Bansal, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To re-appoint M/S. P. K. Drolia & CO. as Statutory Auditors of the Company and fix their remuneration		
4.	To appoint Mr. Amit Gattani as an Independent Director of the Company		

Affix Revenue Stamp

Signed this _____ day of _____ 2016

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

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 FORTY EIGHT HOURS before the meeting.

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**(ANNEXURE TO THE NOTICE FOR THE 45TH ANNUAL GENERAL MEETING OF THE
COMPANY TO BE HELD ON 30TH SEPTEMBER, 2016)**Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Obligations & Disclosure Requirements Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on **Friday, 30th September, 2016**, at 03.00 p.m. at 34, Ganesh Chandra Avenue, Kolkata-700013 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.

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

Remote e-Voting Start On	Remote e-Voting End On
27 th September, 2016 at 10.00 A.M (IST)	29 th September, 2016 at 5.00 P.M (IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

By Order of the Board
For **INDAIN BASE METALS COMPANY LIMITED**
S/d-

RAMESH BANSAL
(WHOLE TIME DIRECTOR)

Place: Kolkata

Date: 17th August, 2016

Encl: AGM Notice/ Attendance Slip/ Proxy Form/ Ballot-Form/ Annual Report