

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

CIN: L27209WB1971PLC028015

NOTICE

Notice is hereby given that the **43rd Annual General Meeting** of the Company will be held at 34, Ganesh Chandra Avenue, Kolkata – 700013 on **Tuesday, 30th September, 2014**, at 11.00 A.M. for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and the Auditors.
2. To appoint a Director in place of Mr. Ramesh Bansal (DIN 00420589) who retires by rotation and being eligible offers himself for reappointment.
3. To re-appoint Statutory Auditors:
"RESOLVED that M/s. P.K Drolia & Co. (FRN 316057E) with the Institute of Chartered Accountants of India) 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."

SPECIAL BUSINESS:

4. Appointment of Mr. Ramesh Bansal (holding DIN: 00420589) as a Whole Time Director of the Company

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

"RESOLVED THAT pursuant to the provision of Section 196, 197, 203 of the Companies Act, 2013 and the Rules made there under and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 the consent of the Company be and is hereby accorded to the appointment of Mr. Ramesh Bansal (holding DIN: 00420589) as a Whole Time Director of the Company for a period of 5 (Five) years with effect from 30th September, 2014, on the terms and conditions including remuneration recommended by the Nomination and Remuneration Committee, as set out below.

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- i. Salary not exceeding Rs. 30,000 (Rupees thirty thousand only) per month, as may be decided/ approved hereafter from time to time.
- ii. Reimbursement of medical expenses incurred for treatment of himself and family (wife and children), up to a limit of one month's salary in a year or three months' salary in a bloc of three years.
- iii. Provision of free unfurnished accommodation by the Company, provided that the expenditure to be incurred by the Company for hiring accommodation shall be subject to a ceiling of 60% (sixty percent) of salary, over and above 10% (ten percent) payable by himself plus gas, electricity, water and furnishings (non-interchangeable), to be evaluated as per Income Tax Rules, 1962.
- iv. Fees of clubs, subject to maximum of two clubs. Admission/life membership fees not payable.
- v. Leave Travel Concession for himself and family once in a year to and from any place in India, as per rules of the Company.
- vi. Gratuity at the rate not exceeding $\frac{1}{2}$ (one-half) month's salary for each completed year of service, to be payable on termination of appointment with the Company.
- vii. Provision by the Company of a car with driver for official use and a telephone at his residence, provided that the expenditure on long-distance personal calls shall be recovered.
- viii. Leave accumulated but not availed of during his tenure of appointment shall be allowed to be encashed on termination of appointment. "

"RESOLVED FURTHER THAT the aggregate amount of remuneration payable to him in a particular financial year will be subject to overall ceiling limit laid down in Sections 196 & 197 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Ramesh Bansal."

"RESOLVED FURTHER THAT in the event of any loss or absence or inadequacy of profits of the Company in any financial year, during the tenure of the office of Mr. Ramesh Bansal, the remuneration mentioned in the draft agreement shall be paid to Mr. Ramesh Bansal as minimum remuneration and same shall be subject to the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time in this regard, as minimum remuneration."

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5. **Appointment of Mr. Vivek Agarwal (DIN 00738899) as Independent Director u/s 149 of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act Clause 49 of the Listing Agreement as amended from time to time, Mr. Vivek Agarwal (DIN 00738899), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th August, 2014, in terms of Section 161(1) of the Companies Act, 2013 and Article 87 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a term of 5 (five) consecutive years starting from 30th September, 2014.

6. **Appointment of Mr. Gouri Shankar Agarwal (DIN 00420921) as Independent Director u/s 149 of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act Clause 49 of the Listing Agreement as amended from time to time, Mr. Gouri Shankar Agarwal (DIN 00420921) a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a term of 5 (five) consecutive years starting from 30th September, 2014.

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7. **Appointment of Mr. Raj Kumar Gattani (DIN 00421284) as Independent Director u/s 149 of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act Clause 49 of the Listing Agreement as amended from time to time, Mr. Raj Kumar Gattani (DIN 00421284) a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a term of 5 (five) consecutive years starting from 30th September, 2014.

8. **Appointment of Mr. Santosh Kumar Agarwal (DIN 00420655) as Non-Executive Director**

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

“RESOLVED THAT pursuant to the provisions of sections 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, Mr. Santosh Kumar Agarwal (DIN 00420655), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th August, 2014, in terms of Section 161(1) of the Companies Act, 2013 and Article 87 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with deposit from a Member proposing him as a candidate for the office of director under the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as an Non – Executive Director of the Company, liable to retire by rotation.”

9. **Appointment of Mrs. Mala Bansal (DIN 00469733), as Non-Executive Director**

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

“RESOLVED THAT pursuant to the provisions of sections 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, Mrs. Mala Bansal (DIN 00469733), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th August, 2014, in

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terms of Section 161(1) of the Companies Act, 2013 and Article 87 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting in respect of whom the Company has received a notice in writing along with deposit from a Member proposing her as a candidate for the office of director under the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as an Non – Executive Director of the Company, liable to retire by rotation.”

Place: Kolkata

Date: 18th August, 2014

By Order of the Board

(RAMESH BANSAL)

DIN: 00420589

(DIRECTOR)

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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business of the Meeting is annexed hereto and forms part of this notice.

4. 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 **28th September, 2014 to Tuesday, 30th September, 2014** (both days inclusive).

5. 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.

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6. 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.

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

8. The Company has appointed Ms. Amber Ahmad, Practising Company Secretary, Kolkata, as the Scrutinizer for conducting the E-Voting process in a fair and transparent manner.

9. 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.

10. **VOTING THROUGH ELECTRONIC MEANS**

I.) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)

II.) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

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

- (i) The voting period begins on September 25, 2014 at 10.00 A.M. and ends on September 26, 2014 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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,

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- 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	<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">• Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by “0” (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. <p>Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <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 in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 29, 2014

(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

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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.

- (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 “**INDIAN BASE METALS CO. LIMITED**” 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
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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, 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- 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

11. 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 (record date) of 29-August-2014.

12. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 29-August-2014.

13. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 29-August-2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

14. Ms. Amber Ahmad, Practising Company Secretary (Certificate of Practice Number 8581) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

15. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer’s Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to Calcutta Stock Exchange Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

Item No. 4

Mr. Ramesh Bansal, is liable to retire by rotation at this Annual General Meeting pursuant to Section 152(6) and being eligible offers himself to be re-appointed. He is further proposed to be appointed as Whole-time Director of the Company, subject to his being re-appointed as Director. The Board of Directors at their meeting held on 18th August, 2014 has, subject to the approval of the members and being re-appointed as Director, appointed Mr. Ramesh Bansal, Director of the Company as Whole time Director, for a period of 5(five) years starting from

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30th September, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Mr. Ramesh Bansal, born on 11th November, 1957, is a Commerce Graduate from Kolkata and has vast knowledge and experience in the management of companies. He has been in the industry for more than 20 years and is adept at taking intricate business decisions. He has vast experience in Tea Industry also and is serving on the Board of many Companies.

It is proposed to seek member's approval for the appointment of and remuneration payable to Mr. Ramesh Bansal as Whole time Director of the Company, in terms of the applicable provisions of the Act.

Mr. Ramesh Bansal is interested in the resolution set out at item No. 4 which pertains to his appointment as a Whole-time Director. Mr. Santosh Kumar Agarwal and Mrs. Mala Bansal being relatives of Mr. Ramesh Bansal are interested in this resolution.

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.4 of the Notice.

Item No. 5

Pursuant to Article 87 of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013, Mr. Vivek Agarwal was appointed as an Additional Director of the Company with effect from 18th August, 2014 by the Board of Directors of the Company and holds office as Director up to the date of ensuing Annual General Meeting. As required under Section 160 of the above Act the Company has received a notice in writing from a member of the Company together with requisite deposit, proposing the appointment of Mr. Vivek Agarwal as an Independent Director of the Company.

Mr. Vivek Agarwal, born on 29th January, 1967, is a Commerce Graduate, Kolkata. He has vast experience in managing and NBFC Companies, serving on the Board of many other Companies since more than 10 years. Mr. Vivek Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Vivek Agarwal, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board therefore, recommends the Resolution to be passed as an Ordinary Resolution by the Members.

He is interested in the resolution set out at item No. 5 which pertains to his appointment as a Director.

None of the 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.5 of the Notice.

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Item No. 6

Mr. Gouri Shankar Agarwal is a Non-Executive Independent Director of the Company since 25th September, 2004. Mr. Gouri Shankar Agarwal is a director whose period of office of directors is liable to determination by rotation under the erstwhile applicable provisions of the Companies Act, 1956. It is proposed to appoint Mr. Gouri Shankar Agarwal as Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years starting from 30th September, 2014, not liable to retire by rotation.

Mr. Gouri Shankar Agarwal does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received notice in writing from a member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Gouri Shankar Agarwal for the office of Director of the Company.

Mr. Gouri Shankar Agarwal, born on 10th July, 1954, did his higher secondary and entered corporate world at an early age, thus having very rich experience of handling intricate business transactions. He is also on board of several other Companies. In the opinion of the Board, Mr. Gouri Shankar Agarwal fulfills the conditions of an Independent Director specified in the Companies Act, 2013 and the Listing Agreement and is Independent of the Management. 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. Gouri Shankar Agarwal is concerned or interested in the resolution set out at item No. 6, 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.6 of the Notice

Item No. 7

Mr. Raj Kumar Gattani is a Non-Executive Independent Director of the Company since 25th September, 2004. He is a director whose period of office of directors is liable to determination by rotation under the erstwhile applicable provisions of the Companies Act, 1956. It is proposed to appoint Mr. Raj Kumar Gattani as Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years starting from 30th September, 2014, not liable to retire by rotation.

Mr. Raj Kumar Gattani does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received notice in writing from

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a member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

Mr. Raj Kumar Gattani, born on 25th November, 1957, is a commerce graduate from Kolkata, has vast experience in the field of management and administration. He is also on board of several other Companies. In the opinion of the Board, Mr. Raj Kumar Gattani fulfills the conditions of an Independent Director specified in the Companies Act, 2013 and the Listing Agreement and is Independent of the Management. 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. Raj Kumar Gattani is concerned or interested in the resolution set out at item No. 7, 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.7 of the Notice

Item No. 8

Pursuant to Article 87 of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013, Mr. Santosh Kumar Agarwal was appointed as an Additional Director of the Company with effect from 18th August, 2014 by the Board of Directors of the Company and holds office as Director up to the date of ensuing Annual General Meeting. As required under Section 160 of the above Act the Company has received a notice in writing from a member of the Company together with requisite deposit, proposing the appointment of Mr. Santosh Kumar Agarwal as an Independent Director of the Company.

Mr. Santosh Kumar Agarwal, born on 10th April, 1953, is a Commerce Graduate from Kolkata. He has served on the Board of the Company since 17th November, 1998 till 12th March, 2013 but had resigned from the Board due to some other urgent pre-occupation in 2013. However, he has now consented to be re-appointed as a non-executive director of the company, liable to retire by rotation. He has rich experience of managing many companies of different nature and stature since more than years 20 years. The Board therefore, recommends the Resolution to be passed as an Ordinary Resolution by the Members.

Mr. Santosh Kumar Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

He is interested in the resolution set out at item No. 8 which pertains to his appointment as a Director and his brother Mr. Ramesh Bansal and Mrs. Mala Bansal being relatives are also interested in this resolution.

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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.8 of the Notice.

Item No.9

As per the provisions of Section 149 (1) of the Act and amended clause 49 of the Listing Agreement, the Company should have at least one Woman Director. Accordingly, Mrs. Mala Bansal was appointed on 18th August, 2014 as an Additional Director of the Company by the Board of Directors pursuant to the provisions contained in Article 87 of the Articles of Association of the Company and section 161 of the Companies Act, 2013. According to the provisions of the said Article and the said Section, she will hold office only upto the date of this Annual General Meeting. As required under Section 160 of the above Act, a notice has been received from a member signifying his intention to propose her as a candidate for the office of Director.

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. It is, therefore, in the Company's interest that it should continue to avail of her services as member on the Board. It is in the above circumstances that the resolution mentioned in this item of the notice is proposed to be passed and recommended for your acceptance.

Except Mrs. Mala Bansal being an appointee and her relatives Mr. Santosh Kumar Agarwal and Mr. Ramesh Bansal, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no.9 of the notice.

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

CIN: L27209WB1971PLC028015

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

43RD ANNUAL GENERAL MEETING (TUESDAY, 30TH SEPTEMBER, 2014)

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No/ Client ID	
DP ID	

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

- Name : _____
Address: _____
Email Id : _____

Signature : _____, or failing him/her
- Name : _____
Address: _____
Email Id : _____

Signature : _____, or failing him/her
- Name : _____
Address: _____
Email Id : _____

Signature: _____, or failing him/her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2014 at 34, Ganesh Chandra Avenue, Kolkata- 700013 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution		
Ordinary Business		For	Against

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1.	Adoption of the Audited Statement of Profit & Loss for the year ended 31st March, 2014, the Audited Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Ramesh 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.		
Special Business			
4.	Appointment of Mr. Ramesh Bansal as Whole-time Director.		
5.	Appointment of Mr. Vivek Agarwal as an Independent Director		
6.	Appointment of Mr. Gouri Shankar Agarwal as an Independent Director		
7.	Appointment of Mr. Raj Kumar Gattani as an Independent Director		
8.	Appointment of Mr. Santosh Kumar Agarwal as an Non-executive Director		
9.	Appointment of Mrs. Mala Bansal as Non-executive Director		

Signed this _____ day of _____ 2014

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the meeting.

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ATTENDANCE SLIP

Registered Folio/DP ID & Client ID	
Name & Address of the Member	
E-mail ID:	

1. I hereby record my presence at the 43rd Annual General Meeting of the Company, to be held on Tuesday, 30th day of September, 2014 at 34, Ganesh Chandra Avenue, Kolkata – 700013 at 11.00 a.m.

2. Signature of the Member/ Proxy Present.

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ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
140906030	Please refer to Note No. 10 - III in the Notice of the AGM	