East India Minerals Limited

6, Waterloo Street, 4th Floor, Kolkata - 700 069, India
Telephone : +91-33-2248 5241 / 5245, Fax : + 91-33-2213 1768
e-mail: eimlcal@yahoo.in CIN : U27103OR1992PLC003128
GSTIN - 21AAACE3944J1ZW (Odisha) & 33AAACE3944J1ZR (Tamilnadu)

29th July, 2022

To,

ALL SHAREHOLDERS,

Sub.: **Notice for 30th A.G.M. of EAST INDIA MINERALS LTD. which is to be held on Friday, the 26th August, 2022.**

Dear Sir/Madam,

With reference to the above, please find attached the copy of the Notice and other relevant documents for the 30th Annual General Meeting of the Company to be held on **Friday, the 26th August, 2022 at 3.30 p.m.** at Barbil Trade Centre, 3rd Floor, Main Road, P.O. - Barbil, Dist. – Keonjhar, Odisha – 758 035.

This is for your information and necessary action.

Thanking You,

Yours Faithfully.

For East India Minerals Ltd.
Neha Agarwal
CS NEHA AGARWAL
Company Secretary
Membership No. A66842

Certified to be True Copy

Encl.: As above

Copy forwarded to:
CA ANANDA SASTRY KARUNAKARAM
M/S SASTRY K. ANANDAM & CO. LLP
CHARTERED ACCOUNTANTS,
B-65, SOAMI NAGAR NORTH,
NEAR PANCHSHEEL PARK,
NEW DELHI – 110017

To make it convenient to attend the AGM.

NOTICE OF ANNUAL GENERAL MEETING
EAST INDIA MINERALS LIMITED

Registered Office: Barbil Trade Centre, 3rd Floor, Main Road, P.O. Barbil,
District – Keonjhar, Osisha– 758 035
(CIN: U27103OR1992PLC003128)

To,

ALL SHAREHOLDERS,

Notice is hereby given that the **30th Annual General Meeting** of the Members of East India Minerals Limited for the year ended 31st March, 2022 will be held on Friday, the 26thof August, 2022 at 3.30 p.m. at the Registered Office of the Company at Barbil Trade Centre, 3rd Floor, Main Road, P.O. Barbil, District – Keonjhar, Odisha – 758 035 to consider the following business: -

A. ORDINARY BUSINESS

Item No.1: Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 and Reports of the Board of Directors and Auditors thereon and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the Directors' Report and the Audited Balance Sheet as on the year ended 31st March, 2022 and the Profit & Loss Account for the Year ended on 31st March, 2022 along with the Auditors' Report thereon are hereby considered, approved and adopted."

Item No.2: Appointment of Statutory Auditors:

To appoint the Statutory Auditors of the Company to hold office from the conclusion of ensuing 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 (including any re-enactment or modification thereto) and such other applicable provisions, if any, M/s Bansal & Co. LLP, Chartered Accountants, (FRN. 001113N / N500079), A-6, Maharani Bagh, New Delhi-110065 be and herby appointed as 'Statutory Auditors' of the Company to hold office from the conclusion of the ensuing 30th Annual General Meeting till conclusion of the 35th Annual General Meeting i.e. for a period of five years for the Financial Years from 2022-23 to 2026-27 in place of the retiring Statutory Auditors M/s Sastry K. Anandam & Co. LLP- Chartered Accountants, New Delhi at a remuneration as may be mutually agreed upon between the Chairman-cum-Managing Director of the Company and the aforesaid Auditors."

Certified to be True Copy

For East India Minerals Ltd.

Neha Agarwal

CS NEHA AGARWAL
Company Secretary
Membership No. A66842

Item No. 3: To consider the proposal of re-appointment of Mr. Harshvandhan Agarwal, who is retiring by rotation.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association Mr. Harshvardhan Agarwal (DIN: 00505902) is retiring by rotation at 30th Annual General Meeting of the Company and being eligible, has offered himself for re-appointment. The members may pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT considering the skills, competencies, expertise and experience of Mr. Harshvardhan Agarwal (DIN: 00505902), he is being re-appointed as a Director of the Company".

Item No. 4: To consider the proposal for appointment of Ms. Sutapa Dutta Basak as Director of the Company.

With regards to the proposal for appointment of Ms Sutapa Dutta Basak (DIN: 09362333) as a Director of the Company, the members may pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152, 161(1) and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms Sutapa Dutta Basak (DIN: 09362333) who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on Thursday, 28th day of October, 2021 to hold office up to the date of this Annual General Meeting be and is hereby elected and appointed as Director of the Company.

Item No. 5: To consider the proposal for appointment of Mr. Dhruv Agarwala as Director of the Company.

With regards to the proposal for appointment of Mr. Dhruv Agarwala (DIN: 00480890) as a Director of the Company, the members may pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152, 161(1) and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dhruv Agarwala (DIN: 00480890) who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on Friday, 25th day of March, 2022 to hold office up to the date of this Annual General Meeting be and is hereby elected and appointed as Director of the Company.

Certified to be True Copy

For East India Minerals Ltd.

Neha Agarwal

CS NEHA AGARWAL.
Company Secretary
Membership No. A63423

B. SPECIAL BUSINESS

Item No. 6: Adoption of new set of Memorandum of Association and Articles of Association of the Company:

For adoption of the re-drafted & modified Memorandum of Association and Articles of Association of the Company (as recommended by the Board of Directors), the members may pass with or without modification(s), the following resolution as **Special Resolution**:

"**RESOLVED THAT** keeping in view of the changes have taken place not only with regards to the provisions of the Companies Act & applicable Rules / Regulations but also in view of the changed the operational conditions of the Company, pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the necessary approvals from the Registrar of Companies, and such other approvals by the appropriate statutory authorities, as may be necessary, the existing Memorandum of Association and the Articles of Association of the Company be and hereby replaced with the new set of Memorandum of Association and Articles of Association, and the new set of Memorandum of Association and Articles of Association be and is adopted as Memorandum of Association and Articles of Association of the Company with effect from this 30th Annual General Meeting".

"**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution"

Certified to be True Copy

By Order of the Board

For East India Minerals Ltd.

Neha Agarwal

CS NEHA AGARWAL
Company Secretary
Membership No. A66842

Place : Kolkata
Date : 29.07.2022

NOTES

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be lodged with the Company not less than 48 hours before the commencement of the meeting.

2. As the ISIN INE091A01013 has been activated for the purpose of dematerialization of fully paid up Equity shares of the company with NSDL, the shareholders are requested to dematerialize their physical shares. All documents, transfers, dematerialization requests and other communications in relation thereto shall be addressed to the Company's Registrar & Transfer Agent, KFin Technologies Private Ltd at the address mentioned below:

KFin Technologies Private Ltd
Karvy Selenium Tower B,
Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032, Telengana
Phone – (040) 67162222, Fax – (040) 23001153
E mail ID – venu.sp@karvy.com
dipti.ghosh@karvy.com

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For East India Minerals Ltd.
Neha Agarwal
CS NEHA AGARWAL
Company Secretary
Membership No. A66842

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 the special businesses mentioned in the accompanying Notice of Annual General Meeting :

Item No 2:

Appointment of Statutory Auditors

M/s Sastry K. Anandam & Co. LLP- Chartered Accountants, New Delhi was appointed as the Statutory Auditors of the Company by the members at the 25th Annual General Meeting held on 12.09.2017 for a period of Five Years from the financial year 2017-18 to 2021-22. The said tenure of M/s. Sastry K. Anandam & Co. LLP- Chartered Accountants, New Delhi is concluding / expiring on the conclusion of the 30th Annual General Meeting of the Shareholders. M/s Sastry K. Anandam & Co. LLP- Chartered Accountants have expressed their inability to continue as Statutory Auditors of EIML from the Accounting Year 2022-23 due on-going re-organization & restructuring of their Firm. Hence they have submitted their Resignation after submission of their Audit Report for the Accounting Year 2021-22.

Pursuant to the provisions of Section 177 of the Companies Act, 2013, the Audit Committee recommended to the Board for appointment of M/s. Bansal & Co. LLP, Chartered Accountants, (FRN. 001113N / N500079), A-6, Maharani Bagh, New Delhi-110065 as 'Statutory Auditors' of the Company for a period of five years i.e. for the Financial Years 2022-23 to 2026-27 in place of the retiring Statutory Auditors M/s Sastry K. Anandam & Co. LLP- Chartered Accountants, New Delhi at a remuneration to be mutually settled upon between the Auditors and the Chairman-cum-Managing Director of the Company.

The Board also took note that the Company have received requisite papers as required under section 141 of the Companies Act, 2013 with regards to the appointment of M/s. Bansal & Co. LLP, Chartered Accountants in place of the retiring Auditors M/s. Sastry K. Anandam & Co. LLP- Chartered Accountants, New Delhi.

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For East India Minerals Ltd.

Neha Agarwal

CS NEHA AGARWAL
Company Secretary
Membership No. A66842

Item No. 3:
Proposal of re-appointment of Mr. Harshvandhan Agarwal (DIN: 00505902), who is retiring by rotation

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of the rotational Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring Director is eligible for re-election at such meeting. Independent Directors and the Executive Chairman/ Managing Director/ whole Time Director are not subject to retirement by rotation.

Accordingly, Mr. Harshvardhan Agarwal (DIN: 00505902) is now required to retire by rotation at 30th Annual General Meeting of the Shareholders of the Company and being eligible, has offered himself for re-appointment.

Considering the skills, competencies, expertise and experience of Mr. Harshvardhan Agarwal (DIN: 00505902), the Board of Directors have recommended for re-appointment of Mr. Harshvardhan Agarwal (DIN: 00505902) as a Director in the better interest of the Company.

Item No. 4:
Appointment of Ms. Sutapa Dutta Basak as Director of the Company.

To strengthen the composition of Board of Directors to facilitate the Company to get the valuable and expertise contributions from the members from various professions, the Board of Directors have inducted Ms. Sutapa Dutta Basak (DIN: 09362333) in the Board as Additional Director with effect from 28th October, 2021. Ms. Sutapa Dutta Basak is a member of Bar Counsel of Calcutta High Court. Ms. Sutapa Dutta Basak is not disqualified to be appointed as a director under provisions of the Companies Act.

Item No. 5:
Appointment of Mr. Dhruv Agarwal as Director of the Company.

Mr. Dhruv Agarwala (DIN: 00480890) has done 'Master in Material Science & Engineering' from the Stanford University and also has done 'Master of Business Administration' (MBA) from Harvard University. He is also being the Director in many companies. He was a functional Director of EIML from 30.09.1994 to 28.11.2000 and his tireless efforts in bringing the Company into operations was absolutely unforgettable. He is having an immense experience and expertise in handling the multifarious operations of various companies, which shall be very much useful for the Company to have him in the Board of EIML. Shri Dhruv Agarwalais not disqualified to be appointed as a director under provisions of the Companies Act. Hence, in the greater interest of the Company, the Board have inducted / appointed Mr. Dhruv Agarwala as an 'Additional Director' with effect from 25th March, 2022.

Certified to be True Copy

For East India Minerals Ltd.
Neha Agarwal
CS NEHA AGARWAL
Company Secretary
Membership No. A66842

Item No. 6:

Adoption of new set of Memorandum of Association and Articles of Association of the Company:

The existing Memorandum and Articles of Association of EIML were adopted 18th day of August 1992 i.e. at the time of incorporation of the Company. Since then lot of changes have taken place not only with regards to the provisions of the Companies Act & applicable Rules / Regulations but also in the operational conditions of the Company. To make the Memorandum of Association and the Articles of Association consistent & aligned with the provisions of the Companies Act, 2013, Rules & Regulations framed thereunder besides to make them aligned with the present & future operational scenario of the company, the Memorandum of Association and the Articles of Association have been re-drafted and same was considered and recommended by the Board of Directors in their meeting held on 28.07.2022.

On approval of the Board, it is being placed before the Shareholders in the 30th Annual General Meeting of the Company for their consideration and if same is approved by the Shareholders, then it would be submitted to the concerned Registrar of Companies for their consent / approval.

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For East India Minerals Ltd.

Neha Agarwal

CS NEHA AGARWAL
Company Secretary
Membership No. A66842