

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of Mint Investments Limited will be held on Tuesday, the 8th August, 2017 at 2.00 P.M. at Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020 to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2017 and the Reports of the Directors' and Auditors' thereon.
2. To declare dividend.
3. To appoint a Director in place of Sri C. K. Dhanuka (DIN : 00005684) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :
"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, M/s. U. S. Agarwal & Associates, Chartered Accountants (Firm Registration No. 314213E) be and is hereby appointed as the Statutory Auditors of the Company in place of M/s. Dhandhanian & Associates, Chartered Accountants, whose tenure expires at the ensuing Annual General Meeting for a period of 1 year commencing from the conclusion of 43rd AGM till the conclusion of 44th Annual General Meeting to be held in 2018 and the Board of Directors be and are hereby authorized to fix their remuneration based on the recommendation of the Audit Committee."

Special Business :

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :
"Resolved that pursuant to Section 197 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, consent of the Company be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors of the Company of an amount equal to 1% of the net profits of the Company for each financial year computed in the manner as laid down in the Act, subject to the maximum limit of ₹ 1,00,000/- p.a. plus Service Tax / GST, if applicable, for all the Non-Executive Directors taken together, for a period of five (5) years from 1st April, 2017 to 31st March, 2022, in such manner and proportion as may be decided by the Board of Directors of the Company, from time to time."

Kolkata

Dated : The 30th day of May, 2017

By Order of the Board
SRAVANI DUTTA
Company Secretary
ACS : 14368

NOTES :

1. **A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote thereat instead of himself. A Proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office situated at Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020 not less than forty-eight hours before the Meeting.**

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of 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 shareholder. The prescribed Proxy Form is annexed.

Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms etc. must be supported by an appropriate resolution / authority, as applicable.

NOTES (Contd.)

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 1st August, 2017 to Tuesday, 8th August, 2017 (both days inclusive).
4. Nomination facility is available to Shareholders on application to the Company.
5. Members holding shares in physical forms are requested to notify any change in their addresses and bank particulars to the Company's Registrars & Share Transfer Agent (RTA), Messrs Maheshwari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001 {Phone : (033) 2248-2248, 2243-5029}.
6. Members holding shares in Demat Form are requested to inform any change in their addresses, bank particulars etc. to their Depository Participants.
7. Subject to provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board approved at the AGM will be paid on or after Wednesday, the 16th August, 2017.
 - a) To those Members whose name appears in the Register of Members of the Company as on Tuesday, the 8th August, 2017 after giving effect to all valid Share Transfers in physical form lodged with the Company before 1st August, 2017.
 - b) In respect of shares held in electronic form, to those "deemed members" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Services Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), at the end of business hour on 31st July, 2017.
8. Under Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the Investor Education & Protection Fund established by the Central Government. Members shall not be able to register their claims with the Company in respect of their unencashed dividend with regard to the above dividend.
9. Members who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2010 and thereafter, are requested to make their claims immediately to the Company.
10. As per Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall also be transferred by the Company to Investor Education and Protection Fund in accordance with the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

The Company has already initiated the process and issued individual notices to the concerned shareholders. Simultaneously, the Company has also published public notice in the newspaper in this regard. The said details are also available on the Company's website at www.mintinvestments.in
11. The Securities and Exchange Board of India (SEBI) vide Circular Ref. No. MRD/DoP/ Cir-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions. Thereafter, vide Circular No. MRD/ DoP / Cir-05/ 2009 dated May 20, 2009 it was clarified that for securities market transactions and off market / private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company / RTA for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases.

 - 1) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).
 - 2) Transmission of shares to the legal heir(s) where deceased shareholder was the sole holder of shares.
 - 3) Transposition of shares- when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Reports, Notices, Circulars etc. from the Company electronically.
13. Details of Director retiring by rotation and seeking re-appointment has been incorporated in the Report on Corporate Governance in pursuance of Regulation 36 of SEBI (LODR) Regulation, 2015.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their email address either with the Company or with their Depository Participant(s). Members holding shares in physical form and who have not registered their email address with the Company can now register the same by submitting their email address either to the Company Secretary or to M/s. Maheshwari Datamatics Pvt. Ltd. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.

NOTES (Contd.)

15. The Notice of AGM, Annual Report and Admission Slip etc. are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Admission Slip etc. are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Admission Slip etc. in electronic mode are requested to print the Admission Slip and submit a duly filled in Admission Slip at the Registration Counter at the AGM. The Admission slip shall also be made available to them at the venue of the meeting.
16. Pursuant to the provisions of Investor Education & Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 11th August, 2016 date of the last AGM on the website of the Company (www.mintinvestments.in) and also on the Ministry of Corporate Affairs website (www.mca.gov.in).
17. Members / Proxies are requested to reach the venue well in advance and to complete registration formalities before the time fixed for commencement of the meeting.
18. Complete particulars of the venue of the Meeting including route map and prominent landmark for easy location is enclosed for the convenience of the members.
19. The Shares of the Company are listed on the Calcutta Stock Exchange. Listing fees has been paid to the exchange upto 31st March, 2018.
20. The Notice of Annual General Meeting and the copies of Audited Financial Statements, Directors' Report, Auditors' Report etc. will also be displayed on the Company's Website www.mintinvestments.in
21. In case of joint holders, attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
22. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulation, 2015 the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 01/08/2017, i.e the cut-off date, are entitled to vote on the Resolutions set-forth in this Notice.

The members may cast their votes on electronic voting system from a place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 10 A.M. on Saturday, 5th August, 2017 and will end at 5 P.M. on Monday, 7th August, 2017. In addition, the facility for physical voting shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting, shall be eligible to vote at the AGM.

However, in case Members cast their vote exercising both the options, i.e. physical and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

The Company has appointed Mr. A. K. Labh, Practicing Company Secretary (FCS- 4848), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

PROCEDURE FOR REMOTE E-VOTING

- I The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under :
 - a) In case of Members receiving an e-mail from NSDL
 - i) Open the PDF file MIL e-voting .pdf, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an "Initial Password".
 - ii) Launch an internet browser and open [https:// www.evoting.nsd.com](https://www.evoting.nsd.com).
 - iii) Click on Shareholder-Login
 - iv) Insert "User ID" and "Initial Password" as noted in step (i) above and click on "Login".
 - v) Password change menu will appear. Change the password with a new Password of your choice with minimum 8 digits / characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
 - vi) Home page of e-voting will open. Click on e-voting – Active Voting Cycles.
 - vii) Select 'EVEN' of Mint Investments Limited
 - viii) Now you are ready for e-voting as 'Cast Vote' page opens.

NOTES (Contd.)

- ix) Cast your vote by selecting appropriate option and click on "Submit". Click on 'confirm' when prompted.
 - x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - xi) Once you have confirmed your vote on the resolution you cannot modify your vote.
 - xii) Institutional Shareholders (i.e other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by an email at aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip
- (i) Initial "User ID" and "Password" are provided in the Admission Slip for the AGM.
 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned above, to cast vote.
- II In case of any queries, you may refer to the Frequently Asked Questions (FAQ) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website <http://evoting.nsdl.com> or call on toll free number : 1800-222-990.
- III. The voting rights shall be as per the number of equity shares held by the Member(s) as on Tuesday, 1st August, 2017, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- IV. Members who have acquired shares of the Company after the dispatch of the Annual Report and holding shares as on the cut off date i.e. 1st August, 2017 may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or mdpldc@yahoo.com. However if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and Password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800 222 990.
- V. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make 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 or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith. The results along with the Scrutinizer's Report, shall be placed in the Company's Website www.mintinvestments.in and on the website of NSDL www.evoting.nsdl.com immediately after the results are declared. The Company shall simultaneously forward the results to CSE also where the shares of the Company are listed.

ANNEXURE TO THE NOTICE**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.****Item - 5**

The Company functions through its Board of Directors. Apart from sitting fees for attending Board / Committee Meetings, it is long practice of the Company to pay commission @ 1% of the net profits, subject to a limit of ₹ 1.00 lakh to all Non-Executive Directors taken together. On the recommendation of the Nomination & Remuneration Committee, it is proposed to continue payment of remuneration to the Non-Executive Director by way of commission of an amount, not exceeding 1% per annum of the net profit of the Company, computed in accordance with the Companies Act, 2013, subject to a ceiling of ₹ 1.00 Lakh per annum for all the Non-Executive Directors taken together. The quantum of remuneration payable to individual Non-Executive Directors will be decided by the Board from time to time.

Section 197 of the Companies Act, 2013 requires a Special Resolution to be passed by the members in a General Meeting approving the payment of remuneration to the Non-Executive Directors of the Company by way of Commission. Hence, the approval is sought for payment of Commission to the Non-Executive Directors of the Company, for a period of five years commencing from 1st April, 2017 to 31st March, 2022.

All the Directors of the Company except Smt. Bharati Dhanuka, Managing Director are interested in the special resolution to the extent of the Commission that may be received by them.

The Directors recommend the passing of the special resolution set out in item no. 5 of the Notice.

Kolkata
Dated : The 30th day of May, 2017

By Order of the Board
SRAVANI DUTTA
Company Secretary
ACS : 14368

ROUTE MAP OF THE MEETING VENUE

