



ADHUNIK METALIKS LIMITED

CIN:- L28110OR2001PLC017271

Regd. Office:- Chadri Hariharpur, P.O.- Kuarmunda, Sundargarh, Odisha -770039

Website:- www.adhunikgroup.com, email id:- investorsrelation@adhunikgroup.co.in

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of members of ADHUNIK METALIKS LIMITED will be held on Thursday, 31st Day of March, 2016 at 3.00P.M. at Rourkela Chamber of Commerce & Industry, Chamber Bhawan, Chamber Road, Rourkela-769004, Odisha to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2015, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Jugal Kishore Agarwal (DIN: 00227460) who retires by rotation, and is eligible for re-appointment.
3. To ratify the appointment of the Statutory Auditors and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section-139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force) M/s. Das & Prasad, Chartered Accountants having registration no. 303054E, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the company and the Auditors."

SPECIAL BUSINESS

4. To appoint Mr. Nirmal Kumar Agarwal (DIN 00605669) as Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the appointment and remuneration of Mr

Nirmal Kumar Agarwal, DIN (DIN 00605669), as Managing Director of the Company for a period of 5 (five) years with effect from 14th November, 2015, upon the terms and conditions set herein below (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) and that the Board of Directors or any committee appointed by the Board in that behalf, be and is specifically authorised to alter and vary the terms and conditions of the said Appointment and/ or Agreement in such manner as it may deem fit and as may be agreed to between the Board of Directors/Committee of Directors and Mr Nirmal Kumar Agarwal and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary."

Salary (including Dearness Allowance)

Rs. 1/- per month with such revisions as may be determined by the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) from time to time.

Commission

Such remuneration by way of commission not exceeding 3 % of net profits of the Company in addition to the salary, perquisites and allowances, subject to the overall ceiling stipulated in Sections 197 of the Companies Act, 2013. The specific amount payable will be decided by the Board of Directors based on certain criteria and will be payable only after the Annual Accounts of the Company have been adopted by the members of the Company.

Perquisites

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be evaluated etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

a) Housing

House Rent Allowance shall be allowed as per the rules of the Company within the overall limit specified above.

b) Medical Reimbursement

Expenses incurred for the appointee and his family subject upto to a ceiling of three month's salary in a year or fifteen



month's salary over a period of five years.

c) Leave Travel Assistance

Business Class Air Fare for self and family once in a year to any destination. Family defined as spouse and two dependent children.

d) Club Fees

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

e) Personal accident insurance

As per rules of the Company

f) Employer's contribution to Provident fund/ superannuation fund

As per Rules of the Company

g) Gratuity

Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.

h) Car/Telephone

Car with driver for use on company's business and telephone/telefax facilities at residence will be provided to the appointee. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee. Theaforesaid remuneration will be subject to the limit of 5% of the net profits as laid down under sub-section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provision of Section 197, Schedule V and other applicable provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), notwithstanding anything to the contrary contained herein and subject to such approval as may be necessary, in the event of loss or inadequacy of profits in any financial year during the tenure of his aforesaid appointment, Mr. Nirmal Kumar Agarwal (DIN 00605669), Managing Director shall be paid remuneration by way of salary, perquisites and allowances as specified above, as the minimum remuneration, notwithstanding the limits prescribed from time to time under Section 197, Schedule V and any other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board so authorised by it, be and are hereby authorised to alter and vary the terms and conditions of the appointment including the remuneration, as may be agreed between the Board of Directors and Mr. Nirmal Kumar Agarwal (DIN 00605669) and / or in such manner and to such extent as may be permitted or authorised in accordance with the provisions under the Act for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To ratify the Remuneration of the Cost Auditors for the Financial Year ending 31 March 2016 and in this regard to consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of remuneration of Rs. 100,000/- (apart from reimbursement of out of pocket expenses and applicable taxes) to Cost Auditors, M/s Saroj K Babu & Co., for conducting the cost audit of the cost records of the Company for the year ending 31st March, 2016, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby approved and ratified."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement amended vide SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17 April 2014 or subsequent modification/amendments thereof, if any, consent of the Company be and is hereby accorded for contracts/arrangements entered in to or to be entered with related parties by the Company up to the maximum amounts and other terms and conditions as mentioned in the explanatory statement to this notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interest of the Company.

7. 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 196, 197 & 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Mahesh Kumar



Agarwal (DIN:00507690) who was appointed as Additional Director of the Company by the Board of Directors at its meeting held on 12th February, 2016 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from him along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

8. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 196, 197 & 203 the applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Smt. Uttara Dasgupta (DIN:06570950) who was appointed as Director of the Company by the Board of Directors at its meeting held on 28th August, 2015, being so nominated as Director on the Board Directors of the Company by State Bank of India, Lead Lender of the consortium of Lenders providing financial assistance to the Company and whose term of office expires on such date as may be decided by the lead Lender, in respect of whom the Company has received a notice in writing from her proposing/continuing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, on terms and conditions as may be decided by State Bank of India, Lead Lender".

Regd. Office:
Chadri Hariharpur,
P.O.-Kuarmunda,
Sundargarh
Odisha -770039

By Order of the Board

Sanjay Dey
Company Secretary

Dated:12th February, 2016.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') 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 INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE VALID AND EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY- EIGHT) HOURS BEFORE THE SCHEDULED TIME OF COMMENCEMENT OF THE AGM.

A person can act as proxy on behalf of member or members not exceeding fifty (50) 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.

2. Members/Proxies are requested to bring duly filled attendance slips sent herewith along with their copy of annual report to the meeting. Members who hold shares in dematerialized form are requested to write their Name with Client ID and DP ID and those who hold shares in physical form are requested to write their Name with Folio Number in the attendance slip for the purpose of identification of their membership at the AGM.
3. Corporate Shareholders / Trust / Societies intending to send their Authorized Representatives are requested to send a certified copy of the Resolution of the Board of Directors of the Company, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the meeting on their behalf at the said AGM, preferably before 48 hours before the scheduled time of commencement of the AGM for making necessary arrangement(s).
4. In case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote by show of hands or at poll.
5. The Register of Members and Share Transfer Books will remain closed from 18th day of March, 2016 to 31st day of March, 2016 (both days inclusive).
6. Non-Resident Indian Members are requested to inform the Company's RTA immediately of :
 - a) the change in Residential Status on return to India for permanent settlement, if any.
 - b) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of Bank with Pin Code, if not furnished earlier or intimate changes in the particulars of the Banking Account, if any.
7. The Audited Accounts of the Company for the year ended June 30, 2015, the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon and all other documents annexed to the Balance Sheet, are available for inspection by the Members at the Registered Office of the Company at Chadri Hariharpur, P.O.- Kuarmunda, Sundargarh, Odisha -770039 on working days during 11.00 A.M. to 1.00 P.M. upto the date of this AGM.
8. To comply with the provisions of Section 88 of the Act read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records. Members are requested to update their e-mail addresses with the concerned Depository Participants (DPs)/Registrar & Share Transfer Agents (RTA)/Company.



9. Pursuant to provisions of section 72 of Act read with Rule 19(1) of the Companies (Share Capital and Debenture Rules), 2014, members can avail of the nomination facility in respect of shares held by them in physical form by submitting their details in Form No. SH-13 as prescribed under the aforesaid Rule to the Company or RTA. A copy of the said Form may be obtained from the Company Secretary at the Registered Office of the Company on written request.
10. In compliance with the provisions of Section 124, 125 and other applicable provisions of the Companies Act, 2013 (corresponding to Section 205C of the Companies Act, 1956), the Company has transferred a sum of Rs. 1,25,596/- towards unclaimed Dividend for the financial year 2006-07 to the Investor Education and Protection Fund (IEPF) maintained by the Central Government.
11. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting, is annexed hereto.
12. The Annual Report for 2014-15 is being sent to all Members in electronic mode whose email addresses are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2014-15 is being sent through the permitted mode.
13. The Notice of the 14th AGM of the Company inter-alia indicating the process and manner of e-voting, along with the Attendance Slip and Proxy Form is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy for the same. For Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent through the permitted mode.

14. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to the members in relation to the businesses to be transacted at the 14th Annual General Meeting to be held on Thursday, 31st day of March, 2016 at 3.00 P.M. at Rourkela Chamber of Commerce & Industry, Chamber Bhawan, Chamber Road, Rourkela-769004, Odisha. The Company has engaged the services of M/s. Karvy Computershare Pvt. Ltd. to provide e-voting. The e-voting facility is available at the link <https://evoting.karvy.com>.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- a) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- b) Enter the login credentials (i.e. user-id & password)

mentioned on the Postal Ballot Form. Your folio/ DP Client ID will be your User-ID.

User - ID For Members holding shares in Demat Form:

- i) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- ii) For CDSL: 16 digits beneficiary ID

For Members holding shares in Physical Form: Folio Number registered with the Company Password Your Unique password is printed on the Notice / via email forwarded through the electronic notice. Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons

- c) Members can cast their vote online from 10.00 a.m. onwards on 28th March, 2016 till 5.00 p.m. on 30th March, 2016, post which the e-voting module shall be disabled by KARVY for voting.
- d) After entering these details appropriately, click on "LOGIN".
- e) Members holding shares in Demat/Physical form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Dematholders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for E-voting through Karvy Computershare Private Limited E-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on 1st login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) You need to login again with the new credentials.
- g) On successful login, system will prompt to select the 'Event' i.e. 'Adhunik Metaliks Limited'.
- h) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company where the System Provider was KARVY, then your existing login id and password given earlier are to be used.
- i) On the voting page, you will see Resolution description and against the same the option 'FOR/AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member do not want to cast, select 'ABSTAIN'. 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.

- j) Once you 'CONFIRM' your vote on the Resolutions, you will not be allowed to modify your vote.
- k) Corporate/institutional Members (Corporates/FIs/foreign institutional investors / trust / mutual funds / banks, etc.) are required to send scanned copy (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to deepak_khaitan@hotmail.com and investorsrelation@adhunikgroup.co.in.
- l) Shri. Deepak Kumar Khaitan, Practising Company Secretary, Kolkata (FCS No - 5615) 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 two(2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company and make a Scrutinizer's Report of the Votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- m) The Scrutinizer will submit his report to the Company after completion of the scrutiny and results of the e-voting would be announced on Thursday, 31st day of March, 2016. At 3.00 P.M at Rourkela Chamber of Commerce & Industry, Chamber Bhawan, Chamber Road, Rourkela-769004, Odisha.
- n) The results of e-voting shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company Website: and on the website of Karvy and the same be communicated to the Stock Exchange(s).
- o) Kindly note that once you have cast your vote, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any. Those members, who do not have access to e-voting facility, if they so desire, may contact Company Secretary at the Registered Office for assistance in casting the votes.
- p) All the material documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m.
- q) Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote on the resolutions.

These details and instructions form an integral part of the Notice calling 14th Annual General Meeting to be held on Thursday, 31st day of March, 2016 at 3:00 p.m. at Rourkela Chamber of Commerce & Industry, Chamber Bhawan, Chamber Road, Rourkela-769004, Odisha.

- 15. Information relating to Director(s) seeking appointment/reappointment at the forthcoming 14th

Annual General Meeting as required under Clause 49 of the Listing Agreement with the Stock Exchange(s) form integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS AT ITEM NO. 4 TO 8 OF THE NOTICE DATED 12TH FEBRUARY, 2016 SETS OUT ALL MATERIAL FACTS AS REQUIRED IS ANNEXED AND FORMING PART OF NOTICE

Item no. 4

Mr Nirmal Kumar Agarwal a Director on the Board of Directors of the Company since 6th May, 2002 and has been appointed as Managing Director of the Company by the Board of Directors at its meeting held on 14th November, 2015, owing to the resignation of incumbent Managing Director, Mr. Manoj Kumar Agarwal. While considering his appointment, the Board considered his long and dedicated association in the progress and continued operation of the Company. Mr. Nirmal Agarwal has been involved in the operation and management of the Company since his appointment and has handled the Sales and Marketing function of the Company. He is a Bachelor of Science from Calcutta University and during his leadership; the Company has received many accolades.

The terms and conditions of his appointment and remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit, within the maximum amount payable in accordance with the provisions of the Companies Act, 2013 read with Schedule V and The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, or any amendments made hereafter in this regard.

The Company has received from Mr. Nirmal Kumar Agarwal (i) consent in writing to act as Managing Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The terms and conditions of his appointment are as follows:

Remuneration: As provided in the resolution.

Period of appointment: Five years beginning on 14th November, 2015 and ending on 13th November, 2020.

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, additional information required to be furnished in respect of Mr. Nirmal Kumar Agarwal is set out in the Annexure to the Notice. As per the provisions of Section 196, 197 & 203 read with Schedule V of the Act, and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the terms of appointment and remuneration are required to be approved by the Members of the Company.

Except Mr. Nirmal Kumar Agarwal, none of the Directors and



Key Managerial Personnel of the Company, except for Mr. Jugal Kishore Agarwal, Mr. Ghanshyam Das Agarwal, Mr. Mahesh Kumar Agarwal and Mr. Mohan Agarwal, are interested, in the Resolutions set out in Items 4 of the Notice.

The Board recommends the Special Resolutions set out at Items 4 of the Notice for approval by the Members.

Item No. 5

The Board of Directors had on the recommendation of the Audit Committee, approved the appointment and proposed the remuneration of M/s Saroj K Babu & Co., Kolkata, as Cost Auditors for conducting the cost audit of the cost records of the Company for the financial year 2015-16 at a remuneration of Rs. 100,000/- The Company has received a Certificate issued by the above firm regarding their eligibility for re-appointment as Cost Auditors. A copy of the certificate would be available for inspection by the members at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, excluding Saturday up to the date of the Annual General Meeting.

In accordance with the provisions of section 148 of Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be approved and ratified by the Shareholders of the Company.

Hence, this Resolution is put for the consideration of the Shareholders.

The Board recommends the resolution at item no.5 of the notice for approval by the shareholders.

None of the 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.5.

Item no. 6

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (the Act) which has become effective on 1 April 2014, read with the Rules framed thereunder, the Related Party Transactions beyond the threshold limit prescribed need Shareholders prior approval by a special resolution. However, if the proposed transactions with the related parties are at arm's length and in its ordinary course of business, the said approval of the shareholders is not required. Further, SEBI circular CIR/CFD/POLICY CELL/2/2014 dated 17 April 2014, vide amended Clause 49(VII) of Listing Agreement effective from 1 October 2014 has prescribed that all related party transactions shall require prior approval of the Audit Committee and all material transactions with related party shall require approval of the Shareholders of the Company through special resolution and the related parties shall abstain from voting on such resolutions. "Material Transaction" means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the consolidated turnover of the Company as per the last audited financial statements of the Company.

In terms of the said amendment, approval of the Members is requested on these transaction(s), which are material in terms of the provisions of Revised Clause 49 of the Listing Agreement and therefore, the Board has proposed the same to be placed before the shareholders for their approval as Special Resolution.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

Sl. No.	Name of Party	Nature of Relationship	Nature of Contract	Item	Manner of price determination	Estimated Value (in Crore)
1	Orissa Manganese & Minerals Ltd	Wholly owned Subsidiary	Purchase of Goods and Service	Iron Ore, Iron Ore Concentrated, Manganese Ore & Pellet, Misc Stores and Spares	Arms length pricing	100.00
2	Orissa Manganese & Minerals Ltd	Wholly owned Subsidiary	Sale of Goods and Service	TMT, Rolled Product, Coke, Misc Stores Spares	Arms length pricing	20.00
3	Adhunik Alloys & Power Ltd.	Enterprises over which Key Management Personnel/Share Holders/Relatives have significant influence	Purchase of Goods and Service	Sponge Iron, Billet, Coal, Misc Stores and Spares	Arms length pricing	40.00
4	Adhunik Alloys & Power Ltd	-Do-	Sale of Goods and Service	TMT, Silicon Manganese, Misc Stores and Spares	Arms length pricing	20.00
5	Zion Steel Ltd.	-Do-	Purchase of Goods and Service	Billet, Rolled Product, Conversion to Rolled Product, Sinter.	Arms length pricing	40.00



Sl. No.	Name of Party	Nature of Relationship	Nature of Contract	Item	Manner of price determination	Estimated Value (` in Crore)
6	Zion Steel Ltd.	-Do-	Sale of Goods and Service	Billet, Rolled Product, Conversion to Rolled Product, Misc Stores and Spares, Electricity	Arms length pricing	40.00
7	Adhunik Infotech Ltd.	-Do-	Purchase of Goods and Service	Office Rent & IT and Accounting Maintenance Services	Arms length pricing	3.00
8	Adhunik Industries Ltd.	-Do-	Purchase of Goods and Service	TMT, Rolled, Misc Stores and Spares	Arms length pricing	3.00
9	Adhunik Corporation Ltd.	-Do-	Sale of Goods and Service	Silicon Manganese	Arms length pricing	3.00
10	Futuristic Steel Ltd.	-Do-	Sale of Goods and Service	TMT, Rolled, Misc Stores and Spares	Arms length pricing	3.00
11	Swarnarekha Steel Industries Ltd.	-Do-	Sale of Goods and Service	TMT, Rolled, Misc Stores and Spares	Arms length pricing	3.00
12	Adhunik Power & Natural Resources Ltd.	-Do-	Sale of Goods and Service	TMT, Rolled, Misc Stores and Spares	Arms length pricing	3.00
13	Amuel Engineering Private Limited	-Do-	Purchase of Goods and Service	Misc Stores and Spares	Arms length pricing	20.00
14	Adhunik Steels Limited	-Do-	Purchase of Goods and Service	Mining Service, Misc Stores and Spares	Arms length pricing	5.00

Your directors seek your approval to the Resolution(s) as set out at Item No.6

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Jugal Kishore Agarwal, Mr. Ghanshyam Das Agarwal, Mr. Nirmal Kumar Agarwal, Mr. Mohan Lal Agarwal and Mr. Mahesh Kumar Agarwal, is concerned or interested, financially or otherwise, in the Resolution(s) set out at Item No. 6 and did not participate in the voting of this resolution".

Item no. 7

Mr. Mahesh Kumar Agarwal, having a Bachelor of Commerce degree from Calcutta University, has been appointed as Additional Director by the Board of Directors of the Company at its meeting held on 12th February, 2016. Mr. Mahesh Kumar Agarwal has more than 25 years of experience in metal manufacturing industry and has participated in the growth of the Company since its inception. He continued on the Board of Directors of the Company from 28th December, 2006 till 23rd October, 2015. However due to his pre occupation, he decided to step down from the Board with effect from 23rd October, 2015. On the request of the Board of Directors of the Company, he agreed to provide his experience to the Company through participation on the Board of Directors as a Non Executive Director.

The Company has received from Mr. Mahesh Kumar Agarwal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules,

2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. (iii)

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, additional information required to be furnished in respect of Mr. Mahesh Kumar Agarwal is set out in the Annexure to the Notice.

The Board recommends the Ordinary Resolution set out at Items 7 of the Notice for approval by the Members

Except Mr Mahesh Kumar Agarwal, none of the Directors, except for Mr. Jugal Kishore Agarwal, Mr. Ghanshyam Das Agarwal, Mr. Nirmal Kumar Agarwal and Mr. Mohan Lal Agarwal, or Key Managerial Personnel of the Company, are interested, in the Resolutions set out in Items 7 of the Notice.

Item no. 8

Smt. Uttara Dasgupta, has been appointed as a Nominee Director on the Board of Directors of the Company with effect from 28th August, 2015, pursuant to her nomination by State Bank of India, Lead Lender of the consortium of Lenders providing financial assistance to the Company. Her appointment is in accordance



with the terms and conditions of Corporate Debt Restructuring Scheme sanctioned to the Company by its Lenders. The terms and conditions of her appointment are governed by the requirements of State Bank of India. Prior to her appointment, she served as Chief General Manager of State Bank of India. In accordance with the requirements of Section 149 of the Companies Act, 2013, every listed company is required to appoint at least one woman director on the Board of Directors of the Company and hence her appointment has been recommended by State Bank of India.

The Company has received from Mrs. Uttara Dasgupta (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section

164 of the Companies Act, 2013. (iii)

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, additional information required to be furnished in respect of Mrs Uttara Dasgupta is set out in the Annexure to the Notice.

The Board recommends the Ordinary Resolution set out at Items 8 of the Notice for approval by the Members

Except Mrs Uttara Dasgupta none of the Directors or Key Managerial Personnel of the Company, are interested, in the Resolutions set out in Items 8 of the Notice.

By Order of the Board of Directors

Place: Kolkata
Dated: 12th February, 2016

Sanjay Dey
Company Secretary



ANNEXURE (DETAILS OF DIRECTOR)

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Jugal Kishore Agarwal	Mr. Nirmal Kumar Agarwal	Mr. Mahesh Kumar Agarwal	Smt. Uttara Dasgupta
Date of Birth	05.10.1951	24.01.1962	07.03.1966	19.11.1949
Date of Appointment on Board	02.05.2003	06.05.2002	12.02.2016	28.08.2015
Qualification	Graduate in Commerce	Graduate in Science	Graduate in Commerce	Post Graduate in Archaeology
Expertise in specific functional area	Expertise in Steel Sector	Expertise in Steel manufacturing as well as trading	Expertise in steel manufacturing sector	Expertise in banking sector
Shareholding in the Company	1252032	1540825	1213846	Nil
List of other Public Companies in which holds directorship	Adhunik Steels Ltd Adhunik Infotech Ltd. Adhunik Corporation Ltd. Adhunik Alloys & Power Ltd. Adhunik Industries Ltd. Sungrowth Share & Stocks Ltd. Mahananda Suppliers Ltd. Adhunik Power & Natural Resources Ltd. Orissa Manganese & Minerals Ltd.	Adhunik Alloys & Power Ltd. Ganga Power & Natural Resources Ltd. Sungrowth Share & Stocks Ltd. Mahananda Suppliers Ltd. Neepaz Power Ltd. Adhunik Power & Natural Resources Ltd. Orissa Manganese & Minerals Ltd. Vasundhra Resources Ltd. Mccluskie Coal & Power Ltd.	Adhunik Corporation Ltd. Adhunik Alloys & Power Ltd. Sungrowth Share & Stocks Ltd. Mahananda Suppliers Ltd. Adhunik Industries Ltd. Moira Madhujore Coal Ltd. Arena Textiles and Industries Ltd.	Nil
Memberships/ Chairmanships of Committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Mahananda Suppliers Ltd.- Member, Audit Committee Adhunik Alloys & Power Ltd.- Member, Audit Committee	Orissa Manganese & Minerals Ltd. - Member, Audit Committee Adhunik Alloys & Power Ltd. - Member, Audit Committee	Adhunik Industries Ltd.- Member, Audit Committee Adhunik Industries Ltd. Chairman, Stakeholder Relationship Committee.	Nil

Notes:

(1) Smt. Uttara Dasgupta appointed as Nominee Director in Orissa Manganese & Minerals Limited w.e.f. 27.08.2015.

(2) Mr. Mahesh Kumar Agarwal resigned from Directorship of Adhunik Power & Natural Resources Ltd. and Orissa Manganese & Minerals Ltd. w.e.f. 13.10.2015 and 02.11.2015 respectively.



Fourteenth Annual General Meeting
Thursday, 31st March, 2016
at 3:00 P.M.

PROXY FORM

ADHUNIK METALIKS LIMITED

CIN:- L28110OR2001PLC017271

Regd. Office:- Chadri Hariharpur, P.O.- Kuarmunda, Sundargarh, Odisha -770039

Phone:- (0661) 3051300, Fax:- (0661) 3051303

Website:- www.adhunikgroup.com, email id:- investorsrelation@adhunikgroup.co.in

I/ we being the member(s), holding _____ shares of 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 _____

as my /our proxy to attend and vote (on a poll) for me/us and om my/our behalf at the 14th Annual General meeting of the company, to be held on Thursday, 31st March, 2016 at 3:00 P.M. at Rourkela Chamber of Commerce & Industry, Chamber Bhawan, Chamber Road, Rourkela-769004, Odisha and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:-

Resolution No.	Description of Resolution	VOTE		
		For	Against	Abstain
ORDINARY BUSINESS				
1	Adopt the Audited Balance Sheet as at June 30, 2015, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon			
2	To appoint a Director in place of Mr. Jugal Kishore Agarwal (DIN:- 00227460) who retires by rotation, and is eligible for re-appointment.			
3	Appointment of Auditors and fixing of their remuneration for F.Y 2015-16.			
SPECIAL BUSINESS				
4	Appointment of Mr. Nirmal Kumar Agarwal (DIN 00605669) as the Managing Director of the Company for a further period of 5 years with effect from 14th November, 2015.			
5	To ratify the Remuneration of the Cost Auditors for the Financial Year ending 31 March 2016			
6	Approval of Related Party Transactions			
7	Approval of appointment of Mr. Mahesh Kumar Agarwal (DIN:00507690) who was appointed as Additional Director of the Company by the Board of Directors at its meeting held on 12th February, 2016 as a Director of the company pursuant to section 196, 197 & 203 of the companies Act, 2013			
8	Approval of appointment of Smt. Uttara Dasgupta (DIN:06570950) who was appointed as Nominee Director of the Company by the Board of Directors at its meeting held on 28th August, 2015, being so nominated by State Bank of India, Lead Lender of the consortium of Lenders of the company pursuant to section 149, 196, 197 & 203 of the companies Act, 2013.			

Signed this _____ day of _____ 2016.

Signature of Shareholder(s) _____ Signature of Proxyholder(s) _____

Affix
Reveune
Stamp
Re.1/-

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 48 hours before the commencement of meeting.



Fourteenth Annual General Meeting
Thursday, 31st March, 2016
at 3:00 P.M.

ATTENDANCE SLIP

ADHUNIK METALIKS LIMITED

CIN:- L28110OR2001PLC017271

Regd. Office:- Chadri Hariharpur, P.O.- Kuarmunda, Sundargarh, Odisha -770039

Phone:- (0661) 3051300, Fax:- (0661) 3051303

Website:- www.adhunikgroup.com, email id:- investorsrelation@adhunikgroup.co.in

I/We certify that I/we am/are the registered shareholder/proxy for the registered shareholder of the company. I/We hereby record my/our presence at the Fourteenth Annual General Meeting of the Company to be held on Thursday, 31st March, 2016 at 3:00 P.M. at Rourkela Chamber of Commerce & Industry, Chamber Bhawan, Chamber Road, Rourkela-769004, Odisha.

Name of the Member/proxy (in BLOCK letters)

Signature of Shareholder/ Proxy Present

Note:- Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Shareholder are informed that no duplicate attendance slips will be issued at the venue of the meeting. Members are requested to bring their copies of the annual report to the meeting.

ELECTRONIC VOTING PARTICULARS

EVEN (E- VOTING EVENT NUMBER)	USER ID	PASSWORD