



ADHUNIK INDUSTRIES LIMITED
CIN-L65921WB1979PLC03200
Regd. Office : 14, N.S.ROAD, 2ND FLOOR, KOLKATA-700001
Phone:033-3051 7100, Fax- 033-2289 0285
Website: www.adhunikindustries.com, E-mail-info@adhunikgroup.com

Notice

NOTICE IS HEREBY GIVEN THAT THE 37th ANNUAL GENERAL MEETING OF ADHUNIK INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY, THE 14TH DAY OF SEPTEMBER, 2016 AT 02.30 PM AT BHARATIYA BHASHA PARISHAD, 36-A, SHAKESPEARE SARANI, KOLKATA – 700 017 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company as at 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mahesh Kumar Agarwal (DIN: 00507690) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company and fix their remuneration and in this regard 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 sections 139(2) and 142 of the Companies Act, 2013 and rules made there under and pursuant to recommendation of Audit committee, the retiring Auditors, M/s. Sudhir Kumar Jain & Associates, Chartered Accountants (Registration no. 318016E) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Thirty Seventh Annual General Meeting till the conclusion of the Forty Second Annual General Meeting of the Company subject to ratification by shareholders at every Annual General Meeting at a remuneration to be fixed by the Board of Directors based on recommendation of Audit committee in consultation with the Auditor from time to time in addition to reimbursement of all out-of pocket expenses as may be incurred in connection with the audit of the accounts of the Company plus applicable service tax.”

SPECIAL BUSINESS

4. To approve the remuneration of Cost Auditors for the financial year ending March 31, 2017 and in this regard 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 148 of the Companies Act, 2013 and Companies (Audit and

Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Dipak Lal & Associates, Cost Accountants, (Membership No. 28441) Kolkata, of Rs. 25,000/- (Rupees Twenty Five Thousand only) (plus service tax and out-of-pocket expenses), as approved by the Board of Directors based on the recommendation of the Audit Committee to conduct the audit of the cost records of the company for the financial year 2016-17, the details of which are given in the Explanatory Statement in respect of this item of business be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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 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 149,150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) 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) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Chandra Shekhar Jalan (DIN: 01023586), appointed as an Additional Non- Executive Independent Director w.e.f. 27th May, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act 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, 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 office for five years with effect from the conclusion of 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting in the calendar year 2021.”

6. To approve related party transactions and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

Notice (Cont.)

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the Material Related Party Transactions to be entered by the company for Financial Year 2016-17 of a value of Rs. 1,52,00,06,000/- (Rupees One Hundred and Fifty Two Crores and Six Thousand only) with the related party.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to perform and execute all such deeds, matters and things including delegate such authority and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board

Regd. Office:
14, N. S. Road, 2nd Floor
Kolkata - 700 001.
Dated: August 12, 2016

Jugal Kishore Agarwal
Managing Director
(DIN No: 00227460)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “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. PROXY FORM DULY COMPLETED IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF 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. A PROXY FORM IN FORM MGT-11 FOR THE AGM IS ENCLOSED HEREWITH.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/proxies should bring duly filled Attendance Slips along with their copy of Annual Report to the meeting. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting are annexed hereto.
5. Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declaration for their appointment/re-appointment.
6. Electronic copy of the Annual Report 2015-16 is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2015-16 is being sent in the permitted mode.

Notice (Cont.)

7. Electronic copy of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode. The notice and Annual Report is also available on the company's website www.adhunikindustries.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection between 10.00A.M. to 4.00 P.M. on all working days except Saturdays, Sundays and Holidays.
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the company.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 8th September, 2016 to 14th September, 2016 (both day inclusive).
11. Members are requested to quote their folio number / DP ID, Client ID in all correspondences.
12. Member's holding Company's shares in electronic form are required to bring details of Depository Account such as DP ID, Client ID number for their identification.
13. Members are requested to address all correspondence to the Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited, 6 Mangoe Lane, 2nd Floor, Kolkata - 700001.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendments Rules 2015 and Regulation 44 of SEBI Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instruction for remote e-voting are annexed to the notice.
15. Pursuant to Section 205A and 205C of the Companies Act, 1956 (as amended) any money transferred to the unpaid dividend account of a Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education and Protection Fund and thereafter no claim shall lie against the fund or the Company. So, members are advised to claim the same from the Company immediately. Members who have not so far encashed their Dividend warrants for the Accounting years ended 31.03.2009 to 31.03.2011 as provided may immediately approach the Registrars for revalidation of unclaimed Dividend Warrants.
16. To comply with the provision of Section 88 of the Companies Act, 2013 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.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
18. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" in 2011 by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent to the shareholders in Electronic Mode. To support this green initiative of the Government in full measure, the members who have not registered their e-mail addresses, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants (DP). Members who hold shares in physical form are requested to submit their e-mail address to the Company /Registrar & Share Transfer Agent, Maheshwari Datamatics Private Limited. We are sure you would appreciate the "Green Initiative" taken by MCA and solicit your patronage and support to participate in such initiative.
19. Route map along with landmark to the venue of the Annual General Meeting is annexed to this notice.
20. **VOTING THROUGH ELECTRONIC MEANS (Instruction for remote e-voting):**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as



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substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions for remote e-voting are as under:
 - (i) The remote e-voting period begins on Sunday, 11th September, 2016(10:00 a.m. IST) and ends on Tuesday, 13th September, 2016 (5:00 p.m. IST). 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 Wednesday, 7th September, 2016, may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on "Shareholders" tab to cast your votes.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (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 use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote 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 remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ADHUNIK INDUSTRIES 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 a 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.
 - 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 in his E-mail Id- goenkamohan@gmail.com.
21. In case you have any queries or issues regarding remote 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
22. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 7th September, 2016.
23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

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24. The Board of Directors of the Company has appointed CS Mohan Ram Goenka failing him CS Sneha Khaitan, Partner, MR & Associates, Practising Company Secretaries, Kolkata, as the Scrutinizer to scrutinize the remote e-voting process as well as the voting through Ballot Paper at the AGM in a fair and transparent manner.
25. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 7th September, 2016 may obtain the User Id and password by sending a request at investorsail@adhunikgroup.co.in or to the Registrar at mdpldc@yahoo.com. However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
27. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days 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.
28. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.adhunikindustries.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing and same shall simultaneously be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013]

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

The Board of Directors on the recommendation of Audit Committee has approved the appointment and remuneration of M/s. Dipak Lal & Associates, Cost Accountants, (Membership

No. 28441) as cost auditor of the Company, for a remuneration of Rs. 25,000/- to conduct the audit of the cost records maintained by the Company for the financial year ending on 31st March, 2017 at a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand only) (plus service tax and out-of-pocket expenses).

M/s. Dipak Lal & Associates, Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s. Dipak Lal & Associates, Cost Accountants have vast experience in the field of cost audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof and as amended from time to time), the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5

As per the provisions of Section 149(1) of the Companies Act, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee has appointed Mr. Chandra Shekhar Jalan as an Additional Non-Executive Independent Director of the Company pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company on May 27, 2016 and will hold office only up to the conclusion of 37th Annual General Meeting. The Company had received notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Chandra Shekhar Jalan for the office of director of the Company.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Chandra Shekhar Jalan will be appointed as an Independent Director of the Company. He shall not be liable to retire by rotation and shall hold office as an Independent Director for a term up to five consecutive years on the Board of the Company.

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The matter regarding appointment of Mr. Chandra Shekhar Jalan as an Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director up to the conclusion of 42nd Annual General Meeting of the Company.

Mr. Chandra Shekhar Jalan is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company had received the consent to act as director and declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Chandra Shekhar Jalan fulfills the conditions specified in the Act and the Rules made there under and also under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and is independent of the Management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Chandra Shekhar Jalan as an Independent Director is now being placed before the members in General Meeting for their approval.

Copy of the draft letter for appointment of Mr. Chandra Shekhar Jalan as an Independent Director setting out the terms and conditions of his appointment shall be open for inspection without any fees by the Members at the Registered Office during normal business hours on any working day of the Company between 10:00 A.M. to 04:00 P.M. except Saturdays, Sunday and Holidays till the date of AGM.

Mr. Chandra Shekhar Jalan is interested and concerned in the Resolution mentioned at in item no.5 of the Notice. Other than Mr. Chandra Shekhar Jalan, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice, whether financially or otherwise.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

As per the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and subject to such conditions as prescribed in rules framed in this regard, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein except with the consent of the Board of Directors given by a resolution at a meeting of the Board. It is further provided that in

case of a Company having paid up share capital of not less than such amount or transactions not exceeding such sums as are prescribed in the rules framed in this regard, no contract or arrangement shall be entered into except with the prior approval of the company by a Resolution. It is further provided that nothing in Section 188(1) shall apply to any transactions entered into by the Company which are entered in its ordinary course of business and are at arm's length.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions even though exempted under Section 188(1) of the Companies Act, 2013 if entered in the ordinary course of business and are at arm's length, have to be approved by the Members by way of a Resolution.

The Company in the course of its business is required to enter into contracts or arrangements with its "Related Parties" as defined under Section 2 (76) the Companies Act, 2013, during the Financial Year 2016-17. These transactions are estimated at Rs. 1,52,00,06,000/- (Rupees One Hundred and Fifty Two Crores and Six Thousand only) for F.Y. 2016-17 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company.

Mr. Jugal Kishore Agarwal, Mr. Mohan Lal Agarwal and Mr. Mahesh Kumar Agarwal are interested and concerned in the Resolution mentioned at in item no. 6 of the Notice. Other than Mr. Jugal Kishore Agarwal, Mr. Mohan Lal Agarwal and Mr. Mahesh Kumar Agarwal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice, whether financially or otherwise.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

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

Sl. No.	Name of Party	Name of related Director/ KMP	Nature of Relationship	Nature and particulars of the Contract	Material terms of Contract	Item	Manner of price determination	Estimated Value (₹ in Lacs)
1	Adhunik Corporation Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel / Share Holders / Relatives have significant influence	Sale of Goods	FOR	Coal/ Miss Roll	Arm's length pricing	2,000.00
2	Adhunik Corporation Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel / Share Holders / Relatives have significant influence	Purchase of Goods	FOR	Billets	Arm's length pricing	5,000.00
3	Adhunik Metaliks Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel / Share Holders / Relatives have significant influence	Purchase of Raw Materials	Ex-Factory	Silico Manganese & Store's items	Arm's length pricing	1,000.00
4	Adhunik Alloys & Power Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel / Share Holders / Relatives have significant influence	Purchase of Goods and Service	Ex-Factory	Billets	Arm's length pricing	1,000.00
5	Adhunik Alloys & Power Ltd	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel / Share Holders / Relatives have significant influence	Sale of Goods and Service	Ex-Factory	TMT, Misc. Stores and Spares	Arm's length pricing	2,000.00



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6	Adhunik Power & Natural Resources	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel / Share Holders / Relatives have significant influence	Other Income	-	Interest Income	Arm's length pricing	100.00
7	Adhunik Infotech Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel / Share Holders / Relatives have significant influence	Purchase of Goods and Service	-	Office Rent & IT and Accounting Maintenance Services	Arm's length pricing	100.00
8	Futuristic Steel Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel / Share Holders / Relatives have significant influence	Sale of Goods and Service	Ex-Factory	TMT, Rolled, Misc. Stores and Spares	Arm's length pricing	2,000.00
9	Adhunik Steels Limited	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel / Share Holders / Relatives have significant influence	Sale of Goods and Service	Ex-Factory	TMT, Rolled, Misc. Stores and Spares	Arm's length pricing	2,000.00
10	Mahesh Kumar Agarwal	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Director	Services Received	-	Rent	Arm's length pricing	0.06
Total								15200.06

ANNEXURE TO ITEMS 2 & 5 OF THE NOTICE

Details of Directors seeking re-appointment / appointment at the forthcoming Annual General Meeting
[in pursuance of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mahesh Kumar Agarwal	Chandra Shekhar Jalan
Date of Birth	07/03/1966	19/07/1948
Date of Appointment	27/08/2003	27/05/2016
Date of first appointment on Board	27/08/2003	27/05/2016
Qualification	Graduate in Commerce	MBA (PGDM) from IIM, Calcutta in 1969 (Specialization in Finance and Systems Control)
Expertise in specific functional area	He has over 20 years of experience in the iron and steel sector.	He has over 45 years of experience as MD/CEO/Profit Centre Head in Steel, Metal and Textile and Consultant/Advisor and also has expertise in finance and consultancy.
Terms and conditions of Appointment/Re-appointment	Tenure as a Director is subject to retirement of Directors by rotation in terms of Section 152 of the Companies Act, 2013.	As per the letter of appointment of Independent Directors uploaded on the website of the Company as www.adhunikindustries.com pursuant to clause IV(6) of Schedule IV of the Companies Act, 2013.
Details of remuneration sought to be paid	NIL	NIL
Remuneration last drawn (if applicable)	Sitting Fees not exceeding 1% of the net profits in the aggregate for all of the non-executive directors.	Sitting Fees not exceeding 1% of the net profits in the aggregate for all of the Non-executive Directors.
Shareholding in the Company	5,24,000 Nos	NIL
No. of Board meetings attended during the F.Y. 2015-16	4/4	NA
List of Public Companies in which holds directorship	Adhunik Corporation Limited Sungrowth Share & Stocks Limited Mahananda Suppliers Limited Moirā Madhujore Coal Limited Arena Textiles and Industries Limited	Om Besco Rail Products Limited



Notice (Cont.)

Chairman/Memberofthecommittees of Directors of other public Companies (includes only Audit Committees and Stakeholders Relationship Committee)	NIL	NIL
Relationships between Directors inter-se	Brother of Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	NIL
Justification for choosing the appointee for appointment as an Independent Director	NA	He has significant experience in management, finance, manufacturing and operations. The Company and the Board will immensely benefit by leveraging his leadership quality, general business knowledge and knowledge of complex and operational issues faced by the Company.

For and on behalf of the Board

Registered Office:
14, N.S. Road, 2nd Floor
Kolkata - 700 001.
Dated: August 12, 2016

Jugal Kishore Agarwal
Managing Director
(DIN No: 00227460)

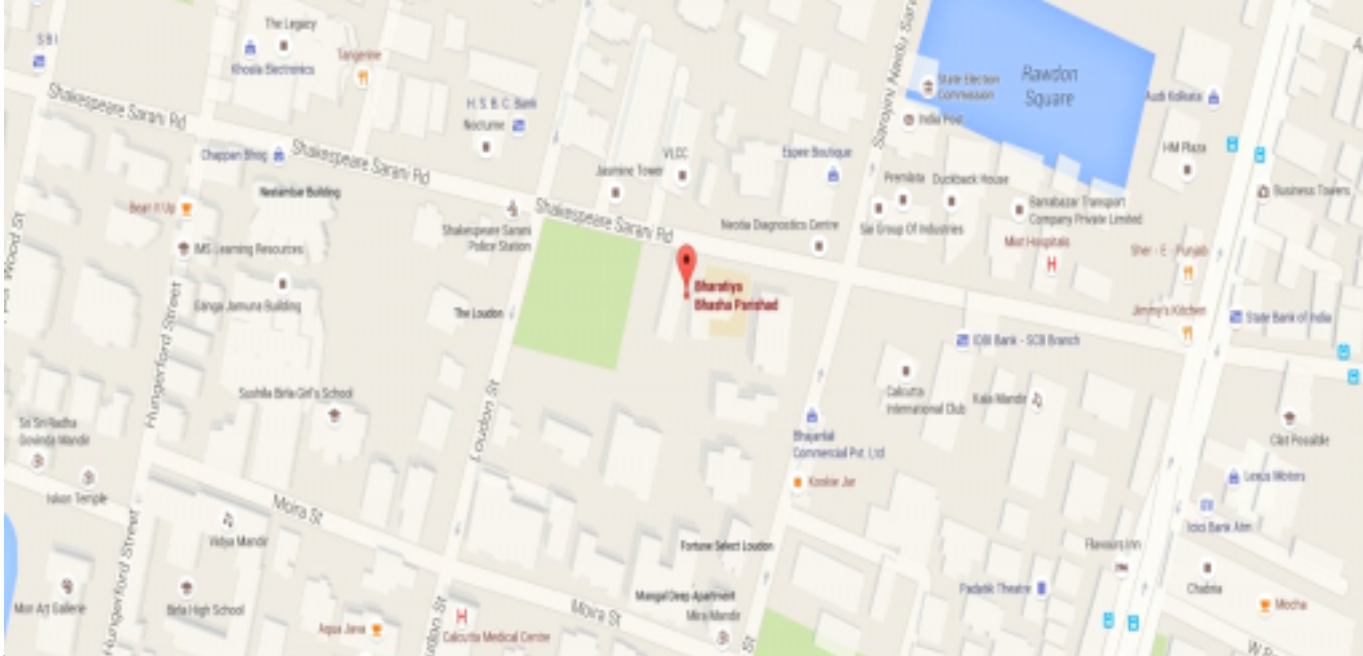


Adhunik

Route Map of venue of 37th Annual General Meeting of M/s. Adhunik Industries Limited

Venue

Bharatiya Bhasha Parishad
36-A, Shakespeare Sarani, Kolkata-700 017



ADHUNIK INDUSTRIES LIMITED

CIN-L65921WB1979PLC03200

Regd. Office: 14, N.S.ROAD, 2ND FLOOR, KOLKATA-700001

Phone: 033 3051 7100, Fax: 033 2289 0285

Website: www.adhunikindustries.com, E-mail: info@adhunikgroup.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I / We,, hereby record my presence at the 37th Annual General Meeting of the Company to be held on Wednesday, the 14th September, 2016 at 02.30 PM at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, Kolkata-700017.

Name of the Shareholder: _____

DP ID No.* _____

Client ID No.* _____

Folio Number: _____

Number of Equity Shares held: _____

*Applicable for shares held in electronic form.

Member's/Proxy Name (in Block letters)

Signature of the Attending Shareholder/Proxy



Adhunik

ADHUNIK INDUSTRIES LIMITED

CIN-L65921WB1979PLC03200

Regd. Office: 14, N.S.ROAD, 2ND FLOOR, KOLKATA-700001

Phone: 033-3051 7100, Fax- 033-2289 0285

Website: www.adhunikindustries.com, E-mail-info@adhunikgroup.com

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DPID:

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

1. Name: E-mail Id:

Address:

Signature: or failing him

2. Name: E-mail Id:

Address:

Signature: or failing him

3. Name: E-mail Id:

Address:

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **37th Annual General Meeting** of the Company, to be held on Wednesday, the 14th September, 2016 at 02.30 PM at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, Kolkata-700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.	Particulars	For	Against
1.	Consider and adopt the audited balance sheet of the Company as on 31 st March 2016 and the statement of profit and loss for the financial year ended on that date together with the reports of the Auditors and Directors thereon.		
2.	Re-appointment of Mr. Mahesh Kumar Agarwal who retires by rotation.		
3.	Appointment of Auditors and fixing their remuneration.		
4.	Fixation of remuneration of Cost Auditors.		
5.	Appointment of Mr. Chandra Shekhar Jalan as an Independent Director.		
6.	Approval of Related Party Transactions.		

Signed this _____ day of _____ 2016.

Signature of shareholder _____

Signature of the proxy holder _____

Affix Revenue Stamp of Re. 1/-

Notes:

- 1) 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 the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) 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.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 5) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.