



ADHUNIK INDUSTRIES LIMITED
CIN-L65921WB1979PLC032200
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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to Section 110 and any other provisions of the Companies Act, 2013 (the ‘Act’) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (‘the Rules’) including any statutory modification or re-enactment hereof for the time being in force and subject to other applicable laws and regulations, that the resolution appended below is proposed to be passed by way of Postal Ballot including Electronic Voting (e-voting):

The statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

The Company had appointed CS Mohan Ram Goenka failing him CS Sneha Khaitan, Partner, MR & Associates, Practicing Company Secretaries, Kolkata, as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, i.e. 5:00 p.m. on Friday, January 12, 2018. Postal Ballot Forms received after 5:00 p.m. on Friday, January 12, 2018 will be strictly treated as if a reply from such Member has not been received. Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman or a person authorized by him in writing to the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on Saturday January 13, 2018, at the Registered Office of the Company and also by placing the same on the Company’s website: www.adhunikindustries.com and on the website of Central Depository Services (India) Limited (CDSL). The results will simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed.

SPECIAL BUSINESS

1. 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:**

“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 members of the Company be and is hereby accorded to the Related Party Transactions entered into or to be entered by the company for the Financial Year 2017-18 of a value not exceeding Rs. 3,87,00,00,000/- (Rupees Three Hundred and Eighty Seven Crores only) with the related parties as detailed in table forming part of the Explanatory Statement annexed to this Notice.”

“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.

Sd/-

Dated: November 28, 2017

Bharat Agarwal
Company Secretary
(Membership No. ACS 25137)

NOTES:

1. A Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrar & Share Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participant(s) (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.

The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on December 08, 2017 (Cut Off Date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

3. In compliance with provisions of Section 108 and Section 110 of the Companies Act, 2013, Rule 20 and 22 of the Rules and Regulation 44 of SEBI (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) instead of voting through postal ballot. Please note that e-voting is optional. In case a member has voted through e-voting, he/ she is not required to send the postal ballot. In case a member votes through e-voting as well as through postal ballot, the voting through e-voting shall be considered and the voting through postal ballot shall be considered “INVALID”.

The voting through e-voting begins on Thursday, 14th December, 2017 (09:00 a.m. IST) and ends on Friday, 12th January, 2018 (5:00 p.m. IST). The e-voting module shall be disabled by CDSL thereafter.

The resolution, if approved by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Friday, 12th January, 2018. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the shareholders

4. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m.

5. The Instruction for members opting to vote electronically is as under:-

- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
Dividend Bank OR Date of Birth	Enter the Dividend Bank Details or Date of Birth in dd/mm/yyyy format as recorded in your demat account or in the company records for the said demat account for login. <ul style="list-style-type: none"> • If both 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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- (x) Click on the EVSN for the relevant ADHUNIK INDUSTRIES LIMITEDon which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app **m-Voting** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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.

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 8th December, 2017 (Friday).

EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 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. 1

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aims to ensure transparency in the transactions entered into by the Company with its related parties from time to time. The provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 governs the related party transactions including material related party transactions and requires such transactions to have prior approval of the Audit Committee and Board of Directors of the Company. Further, shareholder's approval by way of a Resolution is required, in cases where such related parties transactions exceeds the amount as prescribed under the relevant provisions of the applicable laws from time to time.

The Company in the course of its business is required to enter into various contracts or arrangements with its "Related Parties" as defined under Section 2(76) of the Companies Act, 2013, during the Financial Year 2017-18. These transactions are estimated at Rs. 3,87,00,00,000/- (Rupees Three Hundred and Eighty Seven Crores only) for F.Y. 2017-18 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement. The Company had already obtained an approval from the shareholders of the Company by way of Special Resolution in the 38th Annual General Meeting held on 21st Day of September, 2017 for total limit of Related Party Transaction to the extent of Rs. 2,66,00,00,000/- (Rupees Two Hundred and Sixty Six Crores only) for F.Y. 2017-18. Iron and Steel industry is a volatile industry. With the introduction of Goods and Service Tax (GST) with effect from July 1, 2017, the Company is able to take input tax credit of GST for purchases made from various inter-state suppliers which the Company can-not be able to avail under earlier Central Sales Tax (CST) regime till June 30, 2017. Some of the group company's production facilities are located in other states of India such as Jamshedpur, Jharkhand etc. So, after imposition of GST, it is in the interest of the Company to buy raw materials from these group companies due to input tax credit benefit at arm's length price only. Also, there is modification/enhancement in existing transaction limit with some related parties in the ordinary course of operations of the Company. Thus, a fresh permission is required to be obtained from the shareholders of the Company through Postal Ballot.

The approval of the members in respect of transactions with Related Parties at Serial No. 6 as contained in the Notice dated 11th August, 2017 along with the explanatory statement appended to (already approved by the shareholders of the Company in the 38th Annual General Meeting held on 21st Day of September, 2017) shall remain valid and in force and the present resolution is proposed to modify the limits in respect of transactions with other related parties as contained in the said Notice as also to obtain fresh approval for certain related parties. All the entities falling under the definition of related party as prescribed under the applicable laws, shall abstain from voting, irrespective of whether the entity is party to the particular transaction or not.

The Audit Committee has approved the above said related party transactions and has noted that these transactions are in the ordinary course of business and are at arm's length basis.

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. 1 of this Postal Ballot Notice. Other than Mr. Jugal Kishore Agarwal, Mr. Mahesh Kumar Agarwal and Mr. Mohan Lal Agarwal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of this Postal Ballot Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Postal Ballot Notice for approval by the shareholders.

The key details as envisaged under the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Boards and its Powers) Rules, 2014 and amendments thereto 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 (Rs. in Lacs)
1	Adhunik Power & Natural Resources	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Other Income	-	Interest Income	Arm's length pricing	500.00
2	Adhunik Power & Natural Resources	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Sale of Goods	Ex-Factory	TMT, Rolled, Misc Stores and Spares	Arm's length pricing	1,000.00
3	Adhunik Metaliks Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Purchase of Raw Materials	Ex-Factory	Silico Manganese & Stores items	Arm's length pricing	1,000.00
4	Adhunik Metaliks Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Sale of Goods	Ex-Factory	TMT, Rolled, Misc Stores and Spares	Arm's length pricing	1,000.00

5	Adhunik Corporation Ltd	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Sale of Goods	FOR	Coal/ Misroll/End Cutting	Arm's length pricing	2,000.00
6	Adhunik Corporation Ltd	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Purchase of Goods	FOR	Billets	Arm's length pricing	26,000.00
7	Adhunik Alloys & Power Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Purchase of Goods and Service	Ex-Factory	Billets	Arm's length pricing	4,000.00
8	Adhunik Alloys & Power Ltd	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Sale of Goods and Service	Ex-Factory	TMT, Misc Stores and Spares	Arm's length pricing	1,000.00
9	Adhunik Infotech Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Purchase of Service	-	Office Rent & IT and Accounting Maintenance Services	Arm's length pricing	100.00
10	Futuristic Steel Ltd.	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Sale of Goods and Service	Ex-Factory	TMT, Rolled, Misc Stores and Spares	Arm's length pricing	1,000.00
11	Adhunik Steels Limited	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Sale of Goods and Service	Ex-Factory	TMT, Rolled, Misc Stores and Spares	Arm's length pricing	1,000.00
12	Orissa Manganese & Minerals Limited	Mr. Mahesh Kumar Agarwal, Mr. Jugal Kishore Agarwal and Mr. Mohan Lal Agarwal	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Sale of Goods	Ex-Factory	TMT, Rolled, Misc Stores and Spares	Arm's length pricing	100.00
Total								38,700.00

**ADHUNIK INDUSTRIES LIMITED**

CIN-L65921WB1979PLC032200

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

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

Website: www.adhunikindustries.com, E-mail:investorsail@adhunikgroup.co.in**POSTAL BALLOT FORM**

[Kindly refer to the Notes specified overleaf before filling the form]

1.	Serial No.	
2.	Name and Registered Address of the sole / first named shareholder	
3.	Name(s) of the Joint Holder(s) if any	
4.	Registered Folio No. / DP ID and Client ID	
5.	No. of share(s) held	

I/ We hereby exercise my/ our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice dated November 28, 2017 by sending my/ our assent or dissent to the said resolution by placing the tick(✓)mark at the appropriate column below:

Sr. No.	Particulars	No. of shares (1)	I/We assent to the resolution (FOR) (2)	I/We dissent to the resolution (AGAINST) (3)
1.	Approval of Related Party Transactions for the FY 2017-18.			

(Important Note for voting: to ensure valid and proper voting on the Ballot paper, please:

- i) fill in Col. (1) for the number of shares being voted,
- ii) Tick (✓) the col. (2) for voting (FOR) and/ or Tick (✓) the Col. (3) for voting (AGAINST) and
- iii) sign this Ballot paper and post it in the pre-paid envelope)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD (PAN/ Sequence No.)
171211002		

Place:

Date:

Signature of shareholder* _____

(*in case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/power of attorney should be sent along with postal ballot form)

Note: For detailed e-voting instructions, please refer “Notice” enclosed herewith under “E-Voting facility”.

INSTRUCTIONS:-

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company.
2. The Company has appointed CS Mohan Ram Goenka failing him CS Sneha Khatan, Partner, MR & Associates, Practicing Company Secretaries, Kolkata, Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by corporate, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by certified true copy of the Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory/ies duly attested.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than 5.00 p.m. on Friday, January 12, 2018. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked (✓) both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Share Transfer Agent, Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in instruction No. 5 above.
8. Voting rights shall be ascertained as per the provisions of Articles of Association of the Company and shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, December 08, 2017 (Cut-off Date).
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will be posted on the website of the Company www.adhunikindustries.com.
13. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for the same is enumerated in the Notes to the Postal Ballot Notice.