



**Adhunik**

# **ADHUNIK INDUSTRIES LIMITED**

**An ISO 9001:2015 , 14001 : 2015 & 18001 : 2007 Organisation**

**Corporate Office : "LANSDOWNE TOWERS", 2/1A, SARAT BOSE ROAD, KOLKATA - 700 020  
PH. : 033-6638 4700 ★ FAX : 91-33-2289 0285 ★ Website : [www.adhunikgroup.com](http://www.adhunikgroup.com)  
E-mail: info@adhunikgroup.com**

1<sup>st</sup> March, 2021.

To,

The Secretary The BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001. Scrip Code- 538365	The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E) Mumbai-400 051. Scrip Code- ADHUNIKIND
The Secretary The Calcutta Stock Exchange Ltd 7 Lyons Range Kolkata-700 001. Scrip Code- 10028188	

Dear Sir,

**Sub: Postal Ballot Notice**

**Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In continuation of our earlier letter dated- 17<sup>th</sup> February, 2021, informing the Stock Exchanges about the approval of Board of Directors regarding Notice of Postal Ballot, we hereby enclose the copy of Postal Ballot Notice.

The Postal Ballot Notice is being sent to Members whose name appear in the Register of Members / Beneficial Owner received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 26<sup>th</sup> February, 2021 (Cut-off date) seeking approval of the members by way of Special Resolution on items as set out in the Notice of Postal Ballot Dated-17/02/2021.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all of its Members. The voting through e-voting will commence from Wednesday, March 3, 2021 (9:00 A.M.) and shall end on Thursday, April 1, 2021 (05:00 P.M.).

The above documents are also available on the website of the Company:  
[www.adhunikindustries.com](http://www.adhunikindustries.com).





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This is for your kind information and records.

Thanking You,

Yours truly,

For Adhunik Industries Limited



Managing Director  
(Rama Shankar Gupta)  
(DIN: 07843716)

Encl.: As mentioned above.



## ADHUNIK INDUSTRIES LIMITED

CIN-L27100WB1979PLC032200

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

Phone:033-6638 4700, Fax- 033-2289 0285

Website: [www.adhunikindustries.com](http://www.adhunikindustries.com), E-mail-[investorsail@adhunikgroup.co.in](mailto:investorsail@adhunikgroup.co.in)

### **POSTAL BALLOT NOTICE**

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

To,  
**The Members**

NOTICE is hereby given pursuant to the provision of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (‘the Rules’), General Circular Nos 14/2020, 17/2020 and 39/2020 issued by the Ministry of Corporate Affairs (“MCA”) dated April 08, 2020, April 13, 2020 and December 31, 2020 respectively, (“MCA Circulars”), including any statutory modification or re-enactment hereof for the time being in force and subject to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) seeking consent/assent of the members of the Company through Postal Ballot only by voting through electronic means (“e-Voting”) on the Resolutions set out in the Notice.

In compliance with the aforesaid provisions and the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all its Members whose e-mail addresses are registered with the Company /Depositories and the communication to assent/dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e voting system. If your email address is not registered with the Company/Depositories, please follow the process provided in the notes to receive this notice of Postal Ballot.

Statement under Section 102(1) of the Act, pertaining to the proposed transaction(s), setting out the material facts and the reasons thereof is annexed herewith for your consideration.

In accordance with Regulation 44(1) of Listing Regulations and Section 108, 110 of the Companies Act, 2013 read with Rule 20, 22 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer facility of voting by electronic means (“remote e-voting”) to its Members to enable them to cast their votes through remote e-voting. The Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote e-voting.

The Board of Directors has appointed Mr. Mohan Ram Goenka failing him Ms. Sneha Khaitan, Partner, MR & Associates, Practicing Company Secretaries, Kolkata, as Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. Upon completion of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman and the voting results will be announced on Friday, April 2, 2021 at the Corporate Office of the Company, Lansdowne Towers, 2/1 A, Sarat Bose Road, Kolkata: 700020. The result will also be uploaded on the Company’s website at [www.adhunikindustries.com](http://www.adhunikindustries.com) and also on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com) besides making necessary disclosures to the Stock Exchanges. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for voting through remote e-voting.

### **SPECIAL BUSINESS**

#### **ITEM NO. 1: TO CONSIDER AND APPROVE THE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a **Special Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and 14 of the Companies Act, 2013 (including

any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Incorporation) Rules, 2014 made thereunder and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s) and subject to the approval of Stock Exchanges (BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange Limited) under Securities Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended and any other approval(s) as may be necessary for the Company in this regard, the consent of the Shareholders be and is hereby accorded to change the name of the Company from '**Adhunik Industries Limited**' to '**Incredible Industries Limited**' and also duly approved by the Regulatory authorities in this regard.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) the name 'Adhunik Industries Limited' wherever it appears in the Memorandum of Association of the Company be substituted by the new name as may be approved by the Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is **INCREDIBLE INDUSTRIES LIIMITED**.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized, to make applications/Forms or any other document(s) with concerned authorities and to do and perform all such acts, deed, matters and things as may be necessary for the purpose of giving effect to this resolution with all Regulatory/ Statutory Authorities and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its members.”

By Order of the Board of Directors

Date: 17<sup>th</sup> February, 2021.

Sd/-

Place: Kolkata

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. In view of the ongoing COVID-19 pandemic and the provisions of MCA Circulars dated April 08, 2020, April 13, 2020 and December 31, 2020, the Postal Ballot Notice is being sent to all the Members only through email, 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 February 26, 2021(Cut-Off Date). The hard copy of this Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members for the Postal Ballot Notice in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting system only. 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 remote e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The Postal Ballot Notice may also be accessed on the website of the company [www.adhunikindustries.com](http://www.adhunikindustries.com) and on the website of the CDSL, [www.evotingindia.com](http://www.evotingindia.com)

Members holding shares in physical form and also those members who have not yet registered their email addresses are requested to register the same for procuring user id and password. The shareholders whose email addresses are not registered with the Company/Registrar and Transfer Agents/Depositories Participants/Depositories, may request for registration of e mail ids for remote e-voting for the resolutions set out in this Notice in the manner as explained in Note no. 8.

3. In compliance with provisions of Section 108 and Section 110 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 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 (“remote e-voting”) arranged by Central Depository Services (India) Limited (CDSL).
4. The voting through remote e-voting begins on Wednesday, March 3, 2021 (09:00 a.m. IST) and ends on Thursday, April 1, 2021 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date i.e. February 26, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL thereafter and voting shall not be allowed.

The resolution, if approved by requisite majority, will be deemed to be passed on the last date specified for the remote e-voting i.e. Thursday, April 1, 2021.

Relevant documents (if any) 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. up to Thursday, April 1, 2021. All these documents (if any) would also be available for inspection electronically in the website of the Company.

Once the vote on resolutions is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again. Mr. Bharat Agarwal, Company Secretary and Compliance Officer of the Company shall be responsible for addressing the grievances of members connected with the remote e-voting for postal ballot.

5. Eligible shareholders who are willing to exercise their vote by using remote e-voting facility, should carefully follow the instructions for e-voting given as under:-

(i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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.

OR

- d. Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from *Login – My easi* using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> </ul>
Dividend Bank OR Date of Birth	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 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 remote e-voting on the resolutions contained in this Postal Ballot Notice.
- (x) Click on the EVSN for the relevant ADHUNIK INDUSTRIES LIMITED on 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. Apple and Windows phone users can download the app from App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xviii) Note for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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](mailto: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](mailto: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.

**(xix)** In case you have any queries/grievances or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Bharat Agarwal, Company Secretary at [bharatagarwal@adhunikgroup.co.in](mailto:bharatagarwal@adhunikgroup.co.in) or phone no. 033-6638-4700.

6. 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 February 26, 2021 (Friday).
7. 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).
8. Members who have not yet registered their e-mail addresses, PAN and phone number are requested to follow the process mentioned below-

- a) Members holding shares in physical mode are requested to update their e-mail addresses, PAN and phone number with the Company's Registrar and Share Transfer Agent (RTA) in order to receive notice of Postal Ballot and login credentials for remote e voting by uploading the same at:

Link for updation of e-mail ID- <http://mdpl.in/form/email-update>

Link for updation of PAN- <http://mdpl.in/form/pan-update>

- b) Members holding shares in dematerialized mode are requested to register/update their e-mail addresses, PAN and phone number with the relevant Depository Participants.

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

The following explanatory statement is required under section 102(1) of the Companies Act, 2013 set out all material facts relating to business mentioned in the Notice of the Postal Ballot dated February 17, 2021.

**ITEM NO. 1: TO CONSIDER AND APPROVE THE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:**

The members are hereby informed that the Board of Directors at its meeting held on Monday, 8<sup>th</sup> February, 2021 has approved the proposal to change the name of the Company from 'ADHUNIK INDUSTRIES LIMITED' to "INCREDIBLE INDUSTRIES LIMITED or 'ICONIC INDUSTRIES LIMITED' or any other name as may be decided by the Board of Directors and also approved by Central Government, Registrar of Companies and any other Regulatory Authority whether under Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company due to the following -

- a) The name of a Company is basically its first and primary introduction before the stakeholders of the Company. The new name will put greater impact on the target stakeholders of the Company.
- b) As per the numerology also, the name is very much suitable for the growth of the Company.
- c) With the new name, the management of the Company is having an opinion that the Company will be more and easily recognized in the iron and steel market and will be able to create its distinct availability.
- d) It is the belief of the management of the Company that the new name would help the Company to bring positive energy thereby helping business to grow faster.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

The Registrar of Companies has approved the availability of the desired name i.e. "**INCREDIBLE INDUSTRIES LIMITED**" vide its approval letter dated-10/02/2021.

All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

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

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

Place: Kolkata  
Date: February 17, 2021

By Order of the Board of Directors  
Sd/-  
Bharat Agarwal  
Company Secretary  
Membership No.-ACS-25137