



ADHUNIK INDUSTRIES LIMITED

(Formerly known as Bhagwati Resources Ltd.)

An ISO 9001:2008 , 14001 : 2004 & 18001 : 2007 Organisation

Corporate Office : "LANSDOWNE TOWERS", 2/1A, SARAT BOSE ROAD, KOLKATA - 700 020

Phone : 033-3051 7100 ★ Fax : 91-33-2289 0285 ★ Website : www.adhunikindustries.com

E-mail: info@adhunikgroup.com

29th May, 2018.

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- 16th May, 2018, 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 and Postal Ballot Form.

The Postal Ballot Notice, along with other documents as required, 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 25th May, 2018 (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-16/05/2018.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all of its Members. The voting through Postal Ballot and through e-voting will commence from Thursday, May 31, 2018 (9:00 A.M.) and shall end on Friday, June 29, 2018 (05:00 P.M.).

The above documents are also available on the website of the Company:
www.adhunikindustries.com.

Adhunik Industries Limited


Managing Director



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This is for your kind information and records.

Thanking You,

Yours truly,

For Adhunik Industries Limited

Managing Director

Name: Jugal Kishore Agarwal

DIN: 00227460



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 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') 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 by means of Postal Ballot or voting through electronic means("e-Voting") on the Resolutions set out in the Notice.

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

You are requested to carefully read the instructions on the Postal Ballot Form and the Notice and return the completed Ballot Form in the prepaid Business Reply Envelope attached hereto, so as to reach the Scrutinizer at the address provided therein, on or before 5.00 p.m. on Friday, June 29, 2018, being the last date for the receipt of the completed Postal Ballot Form. Postal Ballot Form received after the said date shall be deemed to have been not received.

Pursuant to Section 108 of the Act read with rule 20 of the rules, shareholders will also be provided an option to cast their votes electronically by means of e-voting provided by Central Depository Services (India) Limited (CDSL). Shareholders are requested to clearly read the instructions carefully for e-voting before casting their votes.

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 Postal Ballot process in a fair and transparent manner. Upon completion of the scrutiny of the Postal Ballot Form and e-Voting data provided by CDSL, the Scrutinizer will submit his report to the Chairman and the voting results will be announced on Saturday, June 30, 2018 at the Corporate Office of the Company, Lansdowne Towers, 2/1 A, Sarat Bose Road, Kolkata: 700 020. The result will also be uploaded on the Company's website at www.adhunikindustries.com and on the website of Central Depository Services (India) Limited (CDSL) at www.cdslindia.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 receipt of duly completed postal ballot forms for e-voting.

SPECIAL BUSINESS

ITEM NO. 1: ALTERATION/DELETION OF THE OBJECT CLAUSE OF MEMORANDUM 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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to necessary registration, approvals, consents, and sanctions required, if any, by the jurisdictional Registrar of Companies and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, the consent of the

company be and is hereby accorded for alteration of object clause of Memorandum of Association of the company by substituting the heading of clause III (A) and III (B) as under:

III (A) The objects to be pursued by the company on its incorporation are:

III (B) Matters which are necessary for furtherance of the objects specified in clause III (A) are:"

"RESOLVED FURTHER THAT Clause III (A) (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by:

- (i) deleting the existing sub clause III (A)(1), III (A)(2) and III (A)(3) under Part - A of Clause III, and
- (ii) deleting and replacing the existing sub clause III (A)(4) before the existing sub-clause III (A)(5) with the following and after deletion and alteration, the remaining sub-clauses be re-numbered accordingly:

To carry on the business as manufacturers, formulators, processors, millers, fabricators, twister, welders, extruder, exchangers, galvanisers, producers, growers, fermentators, distillers, refiners, makers, exporters, importers, buyers, sellers, suppliers, stockists, agents, brokers, contractors, dealers, consultants, retailers, traders, converters, mediators, decoilers, cutters, wire drawers, consignment agents, distributors, factors of Iron & Steel, coil, sheets, plates, metal, and metal alloys, all varieties of Iron & Steel including all types of steel related by-products & waste, Ferro alloys, pig iron, tinplate, special steel, mild steel, forging steel, stainless steel, high speed steel, bright steel, carbon steel, tools, bars, alloy steel and any other kind of steel including all types of backward and forward integration relating to Iron & Steel, steel billets, steel rods, cast iron, steel ingots, steel sheets, steel wires, copper wires, cable and conductors of all types, all types of ferrous and non-ferrous metals and products thereof that fit for the industry and as permitted by law, steel scrap & ferrous and non-ferrous scraps, hardingres and metal founders, processors, turners, smelters, engineers, forgers, drawers, rollers and re-rollers of steel shafting, bars, rods, flats, squares, hexagonal and octagonal in different shapes and sizes from scraps, billets, ingots, including wire nails, screws metal, hinges plates, sheets, strips, hoops, rounds, circles, rails, sections, angles and to alloy steel, stainless steel and other products from steel, metal of all sizes, specifications and descriptions, including ingots casting in electric and induction furnaces and to act as dealers in all such merchandise."

"RESOLVED FURTHER THAT Clause III (B) (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by deleting the existing sub clause III (B)(1), III (B)(2), III (B)(3), III B(4) and III (B)(6) under Part - B of Clause III and inserting the following sub clauses under Part-B of Clause III and after deletion and insertion, the remaining sub-clauses be re-numbered accordingly:

1. To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.
2. To borrow or raise or secure the payment of money from any Bank or any Financial Institution or any other person or persons NRI, NRO & Foreign Banks and Institutions for the purpose of the Company's main business in such manner and in such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of bonds, debentures, bills of exchange, promissory notes or other obligation or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge on the undertaking on all or any of the immovable and movable properties, present or future and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.
3. To lend, invest or deal with the money either with or without interest or security including in current or deposit account with any Bank or Banks, other person upon such terms, conditions and manner as may from time to time be determined and to receive money in deposit subject to the provisions of Companies Act, 2013 and rules framed therein upon such terms and conditions as the Company may approve, provided that the Company shall not do any banking business as defined under the Banking Regulations Act, 1949 and not to carry on any chit fund business.
4. To remunerate any firm, person or body corporate rendering services to the Company, including without limitation, in relation to the promotion or formation of the Company, either by cash payment or by allotment to him or them of shares and securities of the Company as paid -up in full or in part or otherwise.
5. To lease, sub-lease, hire, purchase, license or otherwise, acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, factories, shades, offices, guest houses, employee accommodation, godowns, warehouses or other structures for housing and carrying on the businesses of the Company or for its

employees, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.

6. To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.

7. To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.

8. To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company.

9. To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to acquire innovation and modern management techniques in the functioning and businesses of the Company.

10. To appoint, retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.

11. To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaires, either in India or abroad, for the efficient conduct of the business of the Company and remunerate them for their services.

12. To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.

13. To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.

14. To identify projects, project ideas, to prepare profiles, project reports, and undertake market research, feasibility studies, pre-investment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.

15. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.

16. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immoveable property including lands, buildings, and flats of any description in India or elsewhere.

17. To apply for, purchase or otherwise acquire any patent, trademark, brevet's invention, licences, concessions, protections, rights, privileges and the like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or the acquisitions of which may seem directly or indirectly of use or benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licence, privileges in that respect or otherwise turn to account the property, right or information so acquired and to assist, encourage and spend money in making experiments, tests, improvements of all Invention, Patent and Right which the Company may acquire or propose to acquire.

18. To apply for, purchase or otherwise acquire brand names/service marks for the products manufactured and the services rendered by the Company, from any company, firm, or other person anywhere in the world, particularly international brand names/ service marks of the Company's holding or group companies.
19. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts and conveniences calculated to benefit of employees or ex-employees of the company or the dependents or the connections of such persons; or subject to provisions of the Companies Act, 2013, to subscribe or grant money for any charitable, national, religious, benevolent object or fund or for any purpose which may likely, directly or indirectly further the main objects of Company or the interest of its members of business subject to provisions of Companies Act, 2013.
20. To distribute among the members of the Company dividends including bonus shares (including Fractional Share Certificates) profits, accumulated profits, or funds and resources of the Company in any manner permissible under Law in the winding up of the Company.
21. To allot shares in the Company to be considered as fully or partly paid up in payment or condition of any services or property of whatever description which the Company may acquire.
22. To open branches in India and elsewhere and to get the Company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particulars by advertising in the press, by circulars and publications of books and periodicals.
23. Subject to the provision of the Companies Act, 2013, to pay out of the funds of the Company all expenses which the company may with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
24. To provide for the welfare of employees or ex-employees (including Directors and ex- Directors) of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building or dwelling houses or quarters, to grant money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from time to time by subscribing or contributing to Provident Fund, Institutions, funds, profit sharing or other schemes, or trusts, if any, by providing or subscribing or contributing towards place of construction and recreation, hospitals and dispensaries medical and other attendance or assistant as the Company shall think fit.
25. To undertake, carry out, promote and sponsor rural development including any programme for promoting economic welfare of or the up-liftment of the public in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner and divest the ownership of any property of the Company to or in favour of public or any local Body or Authority or State Government or any Public Institution or Trust Fund or Organisation or person as the Director may approve to establish and support or aid in the establishment and support or associations, clubs, societies, funds, Trust and conveniences constituted to benefit employees or ex-employees of the Company or the dependents or the connections of such persons or subject to the provision of the Companies Act, to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund, or of any purpose which may likely, directly or indirectly, further the objects of Company or the interest of its members of business.
26. To promote, form or acquire any company and to take, purchase or acquire shares or interest in any company and to transfer to any such company any property of this Company and to take or otherwise acquire, hold and dispose-off and otherwise deal in and invest in any shares, debentures and other securities in or of any Company or Companies either out of its funds or out of funds that it might borrow by issue of debenture or from bankers or others howsoever or in any other manner whatsoever and to subsidies or otherwise assist any such company.
27. To adopt such means of making known the business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, televisions and cinemas by circulars, by purchase, construction and exhibition or works of art and general interest, by publication of books and periodicals and by granting prizes, rewards and donations.

28. To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, properties or rights.

29. To undertake Corporate Social Responsibility (“CSR”) activities in terms of the provisions of the Companies Act, 2013 and Rules framed thereunder or in such other manner as the Company deem fit”.

“RESOLVED FURTHER THAT OTHER OBJECTS mentioned under Part – C of Clause III of the Memorandum of Association of the Company be and are hereby deleted”.

“RESOLVED FURTHER THAT any Director of the Company and Company Secretary be and are hereby jointly or severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the 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 finalise 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.”

ITEM NO. 2: ALTERATION OF THE LIABILITY CLAUSE OF MEMORANDUM 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 provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby accorded for substitution of the existing Clause iv of the Memorandum of Association of the Company with the following new Clause IV:

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

“RESOLVED FURTHER THAT any Director of the Company and Company Secretary be and are hereby jointly or severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the 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 finalise 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.”

ITEM NO. 3: ALTERATION AND ADOPTION OF ARTICLES OF ASSOCIATION OF COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013:

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 Sections 5, 14 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and subject to the necessary approval(s) required under all other applicable laws and regulations (if any), consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing, it with the new set of Articles of Association in accordance with Companies Act, 2013 and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and supersession of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT any of the director of the Company and Company Secretary be and are hereby jointly or severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the 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 finalise 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.”

ITEM NO. 4: APPROVAL/RATIFICATION OF RELATED PARTY TRANSACTION ENTERED INTO BY THE COMPANY IN THE FY-2017-18:

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 188 of the Companies Act, 2013 (‘the Act’) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modifications (s) or re-enactment thereof for the time being in force) and provisions of SEBI (Listing Obligations and Disclosure Requirement), 2015, the approval of the members be and is hereby accorded to ratify the transaction entered into with related party M/s. Adhunik Alloys & Power Limited for an amount of Rs. 1,08,81,34,465 (Rupees One Hundred and Eight Crores Eighty One Lakhs Thirty Four Thousand Four Hundred and Sixty Five Only) during the FY 2017-18.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby jointly or severally authorised to do or cause to be done, all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to the transaction with the above mentioned related party in order to give effect to this resolution in the best interest of the Company.”

ITEM NO. 5: APPROVAL OF RELATED PARTY TRANSACTION(S) FOR THE FY-2018-19 TO FY - 2022-23 (5 YEARS)

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company’s policy on Related Party Transactions and as approved by the Audit Committee vide resolution passed by circulation on 12th of May, 2018 and by the Board of Directors vide resolution passed at their meeting held on 16th of May 2018, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into or to be entered into contract(s)/ arrangement(s)/ transaction(s) with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in each financial year for next 5 (five) financial years commencing from F.Y. 2018-19 to FY-2022-23 for a sum not exceeding Rs. 9,77,00,00,000/- (Rupees Nine Hundred and Seventy Seven Crores only) each year as detailed in table forming part of the Explanatory Statement annexed to this notice.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby jointly or severally authorised to perform and execute all such acts, deeds and things including delegation of such authority and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: May 16, 2018.

Place: Kolkata

By Order of the Board of Directors

Sd/-

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 by electronic mode to those 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 may also be accessed on the website of the company, www.adhunikindustries.com and on the website of the CDSL, www.cdslindia.com

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 May 25, 2018 (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 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 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, May 31, 2018 (09:00 a.m. IST) and ends on Friday, June 29, 2018 (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. May 25, 2018, may cast their vote electronically. The 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 receipt of duly completed Postal Ballot Form for e-voting i.e. Friday, June 29, 2018. A member cannot exercise his vote by proxy on Postal Ballot.

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. up to Friday, June 29, 2018 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer)
5. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the shareholders. Please read carefully the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the same, duly completed, and signifying your assent/dissent, in the attached self-addressed prepaid envelope, so as to reach the Scrutinizer at the address provided therein, on or before 5.00 p.m. on Friday, June 29, 2018, being the last date for the receipt of the completed Postal Ballot Form.
6. Eligible shareholders who are willing to exercise their vote by using 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 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	<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.
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"> 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 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 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. 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.
7. In case you have any queries/grievances or issues regarding 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 or contact Mr. Bharat Agarwal, Company Secretary at bharatagarwal@adhunikgroup.co.in or phone no. 033-3051-7100
8. 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 May 25, 2018 (Friday).

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 May 16, 2018.

ITEM NO. 1: ALTERATION/DELETION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

This is to inform the members that there is need to alter the object clause of Memorandum of Association of Company in order to make it compliant with the provisions of the Companies Act, 2013, therefore the headings of Clause III (A) and III (B) are recommended for change and Clause III (C) are recommended for deletion.

Your company is engaged in the activity of manufacturing of steel related rolled products such as TMT, Wire rods, H. B. Wire etc. and providing of related services. Further, the Company is also involved in generation of electricity through Wind Power. The Company is of no intention as such to enter into any such activities as mentioned in sub-clause 1 to 3 under Part-A of Clause III of Memorandum of Association of the Company in future. The proposed alterations to the main objects of the Memorandum of Association shall enable the Company to be more focussed on its main manufacturing activity.

Further, with a view to enable the Company to expand its present scope of activities, sub clause 4 under Part-A of Clause III are proposed to be altered and remaining sub-clauses shall be re-numbered thereafter.

For the existing Part B of Clause III (Objects Clause) of Memorandum of Association, existing sub-clause III (B)(1), III (B)(2), III (B)(3), III (B)(4) & III (B)(6) are proposed to be deleted and new sub-clauses beginning from (1) to (29) as mentioned in the resolution are proposed to be inserted under Part B of Clause III and remaining sub-clauses shall

be re-numbered thereafter to enable the Company to carry out activities which are in the best interests of the company and diversify its present scope of operations which have good potential with respect to the future prospects of the company.

The Board of Directors of the Company has recommended the resolution(s) at Item No. 1 of the Postal Ballot Notice for approval of Members as a Special Resolution through Postal Ballot Process.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution as set out at item No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.

ITEM NO. 2: ALTERATION IN LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The existing Clause IV of the Memorandum of Association (MOA) of the Company i.e., 'The liability of the members is limited' is in line with the requirement under the Companies Act, 1956.

As per section 4(1)(d)(i) and Table-A of Schedule-I of the Companies Act, 2013, the liability clause of Memorandum of Association of a Company limited by shares should be reads as:

“IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

Hence, it is proposed to modify the liability clause in order to comply with the provisions of Companies Act, 2013 as cited above.

The Board of Directors of the Company has recommended the resolution(s) at Item No. 2 of the Postal Ballot Notice for approval of Members as a Special Resolution through Postal Ballot Process.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution as set out at item No. 2 of this Notice except to the extent of their shareholdings in the Company, if any.

ITEM NO. 3: ALTERATION AND ADOPTION OF ARTICLES OF ASSOCIATION OF COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013

The existing Articles of Association (“AOA”) of the Company was framed in terms of the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, most of the section of the Companies Act, 1956 is no longer in force. Thus, the existing AOA require alteration in its several clauses as per Companies Act, 2013. Hence, it is considered expedient to adopt a new set of AOA in substitution of the existing AOA.

The Summary of key changes to the AOA of the Company includes the following:

- References to the sections, sub-sections, clauses etc. of the Companies Act 1956, have been substituted with corresponding sections, sub-sections, clauses etc. of the Companies Act, 2013 ;
- Provisions relating to Independent Directors, electronic voting, postal ballot, participation in meetings through video-conferencing or other audio-visual means and Key Managerial Personnel have been included ;
- The provisions of the Companies Act 2013, which permit the Company to do some acts, if so authorised by the Articles, or which require the Company to do acts in a prescribed manner unless Articles otherwise provide, have been specifically included ;
- The AOA allows maintenance of statutory registers in physical manner or in electronic mode.

The alteration of AOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 14 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought through Postal Ballot.

The Board of Directors of the Company has recommended the resolution(s) at Item No. 3 of the Postal Ballot Notice for approval of Members as a Special Resolution through Postal Ballot Process.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution as set out at item No. 3 of this Notice except to the extent of their shareholdings in the Company, if any.

ITEM NO. 4: APPROVAL/RATIFICATION OF RELATED PARTY TRANSACTION ENTERED INTO BY THE COMPANY IN THE FY- 2017-18

The provisions of Companies Act, 2013 (As applicable) and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that for entering into any contract or arrangement with the related party, the Company shall obtain approval of the Board of Directors and approval of the shareholders by way of a Resolution. The Board of Directors of the Company had obtained the approval of shareholders by passing a Special Resolution through postal ballot on January 12, 2018 for entering into transaction with one of the Related Party of the Company M/s. Adhunik Alloys & Power Limited for a sum up to Rs. 40,00,00,000/- (Rupees Forty Crores only) during the F.Y. 2017-18. However, due to frequent market fluctuations and volatility in the iron and steel market, the Company need to procure larger quantity than the expected quantity from the Related Party in order to keep the purchase of raw materials of the Company cost effective. Thus, the Company had actually purchase raw material i.e. Billet for an amount of Rs. 1,08,81,34,465/- (Rupees One Hundred and Eight Crores Eighty One Lacs Thirty Four Thousand Four Hundred and Sixty Five only) (inclusive of statutory taxes) from M/s. Adhunik Alloys & Power Limited. The transactions entered into by the Company with the party is on arm's length basis and in the ordinary course of operations of the Company. The Board is seeking approval of shareholders for ratification of the above transactions.

The Board of Directors of the Company has recommended the resolution(s) at Item No. 4 of the Postal Ballot Notice for approval of Members as a Special Resolution through Postal Ballot Process.

Except Sri Mahesh Kumar Agarwal (Chairman), Sri Jugal Kishore Agarwal (Managing Director) and Sri Mohan Lal Agarwal (Non-Executive Director), none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 5: APPROVAL OF RELATED PARTY TRANSACTION(S) FOR THE FY-2018-19 TO FY - 2022-23 (5 YEARS)

The Companies Act, 2013 and 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 as amended from time to time governs the related party transactions including material related party transactions and requires such transactions to have 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 aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis. However, such transactions are covered by IND AS-24 and therefore, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') will apply for all Material Related Party Transactions. Thus, approval of the members through resolution is required for all Material Related Party Transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company is required to enter into various contracts or arrangements with its "Related Parties" as defined under Section 2(76) of the Companies Act, 2013 in the current financial year and also in the coming financial years in the ordinary course of its operations at arm's length basis. These transactions are estimated at Rs. 9,77,00,00,000/- (Rupees Nine Hundred and Seventy Seven Crores only) in each financial year for next 5 (five) financial years commencing from F.Y. 2018-19 to F.Y. 2022-23 as detailed in the table forming part of this explanation which may likely exceed

10% of the Annual Turnover of the Company as per the last audited financial statements of the Company. Accordingly approval of the shareholders of the Company is sought for transactions entered or to be entered with related parties each financial years for next 5 (five) financial years commencing from F.Y. 2018-19 to FY-2022-23 by passing an Ordinary Resolution.

The key details as envisaged under Section 188 of 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, particulars and material terms of the Contract	Item	Manner of price determination	Estimated Value (per annum) (Rs. 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/ Shareholders/ Relatives have significant influence	Purchase of Goods (Ex-Factory / FOR)	Billets	Arm's length pricing	48,200.00
2	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 (Ex-Factory / FOR)	Billets	Arm's length pricing	38,500.00
3	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 (Ex-Factory / FOR)	Coal/ Miss-roll/End Cutting	Arm's length pricing	3,600.00
4	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	Purchase of Goods and Service (Ex-Factory / FOR)	Billets, Ingots, Misc. Stores and spares items and services	Arm's length pricing	1,000.00
5	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 / FOR)	TMT, Rolled Products, Cutting TMT, Misc. Stores and Spares and services	Arm's length pricing	1,000.00
6	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	Purchase of Goods and Service (Ex-Factory / FOR)	Billets, Ingots, Misc. Stores and Spares and services	Arm's length pricing	1,000.00
7	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 / FOR)	TMT, Rolled Products, Cutting TMT, Misc. Stores and Spares and services	Arm's length pricing	1,000.00

8	Adhunik Power & Natural Resources 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 / FOR)	TMT, Rolled Products, Cutting TMT, Misc. Stores and Spares	Arm's length pricing	600.00
9	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 / FOR)	TMT, Rolled Products, Cutting TMT, Misc. Stores and Spares	Arm's length pricing	600.00
10	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 (Ex-Factory / FOR)	TMT, Rolled Products, Cutting TMT, Misc. Stores and Spares	Arm's length pricing	600.00
11	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 / FOR)	TMT, Rolled Products, Cutting TMT, Misc. Stores and Spares	Arm's length pricing	600.00
12	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 Goods (Ex-Factory / FOR)	Silico Manganese & Stores Items	Arm's length pricing	500.00
13	Adhunik Power & Natural Resources 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	Other Income	Interest Income	Arm's length pricing	500.00
Total							97,700.00

The Board of Directors of the Company has recommended the resolution(s) at Item No. 5 of the Postal Ballot Notice for approval of Members as an Ordinary Resolution through Postal Ballot Process.

Except Sri Mahesh Kumar Agarwal (Chairman), Sri Jugal Kishore Agarwal (Managing Director) and Sri Mohan Lal Agarwal (Non-Executive Director), none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Place: Kolkata
Date: May 16, 2018

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

**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 Resolutions to be passed through postal ballot for the business stated in the Notice dated May 16, 2018 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.	Alteration/deletion of the Object Clause of Memorandum of Association of the Company			
2.	Alteration of the Liability Clause of Memorandum of Association of the Company			
3.	Alteration and adoption of Article of Association of Company in conformity with the Companies Act, 2013			
4.	Approval/Ratification of Related Party Transaction entered into by the Company in the FY 2017-18			
5.	Approval of Related Party Transaction(s) for the FY-2018-19 to FY 2022-23 (5 Years)			

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

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

ELECTRONIC VOTING PARTICULARS

EVS N (Electronic Voting Sequence Number)	USER ID	PASSWORD (PAN/ Sequence No.)

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 Khaitan, 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 thePostal 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 formor 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 05:00 p.m. on Friday, June 29, 2018. All Postal Ballot Forms received after the specified date and time will be strictly treated as if reply from such Shareholder has not beenreceived.
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 identifyeither 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, M/s. 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 reckonedon the paid up value of shares registered in the name of the Shareholders as on Friday, May 25, 2018(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 and on the website of the CDSL (Agency) www.cdslindia.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.