



ADHUNIK INDUSTRIES LIMITED

CIN-L65921WB1979PLC032200

Notice

NOTICE IS HEREBY GIVEN THAT THE 36th ANNUAL GENERAL MEETING OF ADHUNIK INDUSTRIES LIMITED WILL BE HELD ON THURSDAY, THE 17TH DAY OF SEPTEMBER, 2015 AT 10.30 AM AT BHARATIYA BHASHA PARISHAD, 36-A, SHAKESPEARE SARANI, KOLKATA – 700 017 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company as at 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mohan Lal Agarwal (DIN: 01047906) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 139(2) and 142 of the Companies Act, 2013 and rules made there under and pursuant to recommendation of Audit committee, the retiring Auditors, M/s. Sudhir Kumar Jain & Associates, Chartered Accountants (Registration no. 318016E) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Thirty Sixth Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors based on recommendation of Audit committee in consultation with the Auditor from time to time in addition to reimbursement of all out-of pocket expenses as may be incurred in connection with the audit of the accounts of the Company plus applicable service tax.”

SPECIAL BUSINESS

4. To approve the remuneration of Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to

pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Dipak Lal & Associates, Cost Accountants, (Registration / Membership No. 28441) Kolkata, of ₹ 25,000/- (Rupees Twenty Five Thousand only) (plus service tax and out-of-pocket expenses), as approved by the Board of Directors based on the recommendation of the Audit Committee to conduct the audit of the cost records of the company for the financial year 2015-16., the details of which are given in the Explanatory Statement in respect of this item of business be and is hereby ratified.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt. Archana Gupta Sha (DIN: 07089290), appointed as an Additional Non- Executive Ind. Director w.e.f 12th February, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for

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

the office of Director, who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five years with effect from the conclusion of this 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting in the calendar year 2020."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the other applicable provisions of Listing Agreement with the Stock Exchange(s), Smt. Archana Gupta Sha (DIN: 07089290) be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

For and on behalf of the Board

Regd. Office:

14, N. S. Road, 2nd Floor
Kolkata-700 001
CIN-L65921WB1979PLC032200
Dated: August 13, 2015

Jugal Kishore Agarwal
Managing Director
(DIN No: 00227460)

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A PROXY FORM IN FORM MGT-11 FOR THE AGM IS ENCLOSED HERewith.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/proxies should bring duly filled Attendance Slips along with their copy of Annual Report to the meeting. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting are annexed hereto.
5. Details under Clause 49 (VIII) (E) of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declaration for their appointment/re-appointment.
6. Electronic copy of the Annual Report 2015 is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2015 is being sent in the permitted mode.

7. Electronic copy of the Notice of the 36th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode. The notice and Annual Report is also available on the company's website www.adhunikindustries.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection between 10.00A.M. to 4.00 P.M. on all working days except Saturdays, Sundays and Holidays.
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the company.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 11th September, 2015 to 17th September, 2015 (both day inclusive).
11. Members are requested to quote their folio number / DP ID, Client ID in all correspondences.
12. Member's holding Company's shares in electronic form are required to bring details of Depository Account such as DP ID, Client ID number for their identification.
13. Members are requested to address all correspondence to the Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited, 6 Mangoe Lane, 2nd Floor, Kolkata-700001.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendments Rules 2015 and clause 35B of Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Member who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instruction for remote e-voting are annexed to the notice.
15. Pursuant to Section 205A and 205C of the Companies Act, 1956 (as amended) any money transferred to the unpaid dividend account of a Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education and Protection Fund and thereafter no claim shall lie against the fund or the Company. So, members are advised to claim the same from the Company immediately. Members who have not so far encashed their Dividend warrants for the Accounting years ended 31.03.2008 to 31.03.2011 as provided may immediately approach the Registrars for revalidation of unclaimed Dividend Warrants.
16. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
18. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" in 2011 by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent to the shareholders in Electronic Mode. To support this green initiative of the Government in full measure, the members who have not registered their e-mail addresses, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants (DP). Members who hold shares in physical form are requested to submit their e-mail address to the Company /Registrar & Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited. We are sure you would appreciate the "Green Initiative" taken by MCA and solicit your patronage and support to participate in such initiative.

**19. VOTING THROUGH ELECTRONIC MEANS
(Instruction for remote e-voting):**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions for remote e-voting are as under:
 - (i) The remote e-voting period begins on Monday, 14th September, 2015 (9.00 A.M. IST) and ends on Wednesday, 16th September, 2015 (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 11th September, 2015, may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on "Shareholders" tab to cast your votes.

- (iv) Now, select the "ADHUNIK INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT".
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

Notice (Continued)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant ADHUNIK INDUSTRIES LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In 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.co.in 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 11th September, 2015.
23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
24. The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata, as the Scrutinizer to scrutinize the remote e-voting process as well as the voting through Ballot Paper at the AGM in a fair and transparent manner.
25. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares

as on the cut-off date i.e. 11th September, 2015 may obtain the User Id and password by sending a request to the Company at investorsail@adhunikgroup.co.in or to the Registrar at mdpfdc@yahoo.com. However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting.

26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
27. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
28. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.adhunikindustries.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing and same shall simultaneously be communicated to the Stock Exchanges.

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

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

ITEM NO. 4

The Board of Directors on the recommendation of Audit Committee has approved the appointment and remuneration of M/s. Dipak Lal & Associates, Cost Accountants, (Registration / Membership No. 28441) as cost auditor of the Company, for a remuneration of Rs. 25,000/- to conduct the audit of the cost records maintained by the Company for the financial year ending on 31st March, 2016 at a remuneration of ₹ 25,000/- (Rupees Twenty Five Thousand only) (plus service tax and out-of-pocket expenses).

M/s. Dipak Lal & Associates, Cost Accountants have furnished a certificate regarding their eligibility for

appointment as Cost Auditors of the Company. M/s. Dipak Lal & Associates, Cost Accountants have vast experience in the field of cost audit.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

ITEM NO. 5

As per the provisions of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the Company should have at least one Women Director. Accordingly, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee had appointed Smt. Archana Gupta Sha as an Additional Independent Director of the Company pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company on February 12, 2015 and will hold office only upto the conclusion of 36th Annual General Meeting. The Company had received notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Archana Gupta Sha for the office of director of the Company.

Smt. Archana Gupta Sha is a member of Institute of Chartered Accountants of India (ICAI) has been appointed as a Non-Executive Director of the Company w.e.f 12th February, 2015 and is considered as an Independent Director under Clause 49 of the Listing Agreement. She is an expert in finance, banking and audit matters.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Archana Gupta Sha will be appointed as an Independent Director of the Company. She shall not be liable to retire by rotation and shall hold office as an Independent Director for a term up to five consecutive years on the Board of a Company.

Notice (Continued)

The matter regarding appointment of Smt. Archana Gupta Sha as an Independent Director was placed before the Nomination and Remuneration Committee, which commends her appointment as an Independent Director up to the conclusion of 41st Annual General Meeting of the Company, when she will retire as per the Policy adopted by the Company.

In the opinion of the Board, Smt. Archana Gupta Sha fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and she is independent of the management.

Smt. Archana Gupta Sha is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company had received the consent to act as director in requisite Form from her, confirming her eligibility for such appointment.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Smt. Archana Gupta Sha as an Independent Director is now being placed before the members in General

Meeting for their approval.

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

Smt. Archana Gupta Sha is interested and concerned in the Resolution mentioned at in item no.5 of the Notice. Other than Smt. Archana Gupta Sha, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

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

Brief resume of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided below-

Name of the Director	Mohan Lal Agarwal	Archana Gupta Sha
Date of Birth	10/05/1965	01/02/1972
Date of Appointment	27/08/2003	12/02/2015
Expertise in specific functional area	He has expertise in Iron & Steel industry.	She has expertise in finance, banking and auditing matters.
List of directorship held in other Companies	Adhunik Metaliks Ltd. Adhunik Corporation Ltd. Adhunik Alloys & Power Ltd. Sungrowth Share & Stocks Ltd. Mahananda Suppliers Ltd. Orissa Manganese & Minerals Ltd. Adhunik Power & Natural Resources Ltd. Adhunik Steels Ltd. Zion Steel Ltd. Sonapahar Natural Resources Pvt. Ltd.	NIL
Chairman / Member of the Committees of the Board of Companies in which he/she is Director	Member Audit Committee Zion Steel Limited Adhunik Corporation Limited	NIL
Shareholdings in the Company	4,41,500	NIL
Relationship with other Directors and KMPs	Mr. Jugal Kishore Agarwal (Brother) Mr. Mahesh Kumar Agarwal (Brother)	-



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

ATTENDANCE SLIP

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

I / We,, hereby record my presence at the 36th Annual General Meeting of the Company to be held on Thursday, the 17th September, 2015 at 10.30 AM at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, Kolkata-700 017.

Name of the Shareholder:

DP ID No.*.....

Client ID No.*.....

Folio Number:

Number of Equity Shares held:.....

*Applicable for shares held in electronic form.

.....
Member's/Proxy Name (in Block letters)

.....
Signature of the Attending Shareholder / Proxy



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

Form No. MGT-11

PROXY FORM

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name: E-mail Id:
Address:
Signature: or failing him
2. Name: E-mail Id:
Address:
Signature: or failing him
3. Name: E-mail Id:
Address:
Signature: or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 36th Annual General Meeting of the Company, to be held on Thursday, the 17th September, 2015 at 10.30 AM at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, Kolkata-700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions No.	Particulars	For	Against
1.	Consider and adopt the audited balance sheet of the Company as on 31st March 2015 and the statement of profit and loss for the financial year ended on that date together with the reports of the Auditors and Directors thereon.		
2.	Re-appointment of Mr. Mohan Lal Agarwal who retires by rotation.		
3.	Appointment of Auditors and fixing their remuneration.		
4.	Fixation of remuneration of Cost Auditors.		
5.	Appointment of Smt. Archana Gupta Sha as an Independent Director.		

Signed this day of2015.

Signature of shareholder.....

Signature of the proxy holder

Affix
Revenue
Stamp of
₹ 1/-

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 5) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.