



maithan alloys ltd

ISO 9001:2000 COMPANY

Registered Office : Ideal Centre, 4th Floor
9, A. J. C. Bose Road, Kolkata - 700 017
T (033) 6450 2228 F (033) 3987 7201

E office@maithanalloys.com
W www.maithanalloys.com
CIN : L27101WB1985PLC039503

January 14, 2017

1]
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700 001
Scrip Code: 023915

2]
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
Scrip Code: MAITHANALL

Sub: Extra-Ordinary General Meeting of the Company

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith a copy of the Notice dated 12th January, 2017 convening an Extra-Ordinary General Meeting of the Company to be held on Tuesday the 7th February, 2017 at 11:00 a.m. at "The Conclave", 216, AJC Bose Road, Kolkata- 700 017, which includes the agenda proposed to be taken up, resolution to be passed, the manner of approval proposed, etc.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For Maithan Alloys Limited

Rajesh K Shah
Company Secretary

Encl: As above

cc: The Corporate Relationship Department
BSE Limited
Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai - 400 001
Scrip Code: 590078



maithan alloys ltd

CIN: L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4th Floor, 9, AJC Bose Road, Kolkata – 700 017

e-mail: office@maithanalloys.com, website: www.maithanalloys.com

Ph: 033-6450-2228; Fax: 033-2290-0383

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of **Maithan Alloys Limited** will be held on **Tuesday, 7th February, 2017 at 11:00 a.m. at "The Conclave", 216, AJC Bose Road, Kolkata – 700017** to transact the following business:

SPECIAL BUSINESS:

1. To re-classify the status of certain persons/entities of Promoter & Promoter Group and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED That pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and subject to the necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded to re-classify the status of Mr. Basant Kumar Agarwalla ("Outgoing Individual Promoter") and all individuals and entities identified as Promoter Group due to relation with the Outgoing Individual Promoter in accordance with Regulation 2(1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, if any, from "Promoter & Promoter Group Category" to "Public Category" of the Company.

RESOLVED FURTHER That the status of the following persons/entities forming part of the "Promoter and Promoter Group" of the Company and from whom the Company has received the request for re-classification be and are hereby re-classified from "Promoter & Promoter Group Category" to "Public Category" of the Company:

Sl. No.	Name of the Outgoing Promoter & Promoter Group Individuals and Entities
1.	Aditya Agarwalla
2.	Amit Agarwalla
3.	Anshuman Agarwalla
4.	Avishi Agarwalla
5.	Basant Kumar Agarwalla
6.	Basant Kumar Agarwalla (Karta of HUF)
7.	Binod Kumar Agarwalla
8.	Binod Kumar Agarwalla (Karta of HUF)
9.	Dhruv Agarwalla
10.	Jagdish Prasad Agarwalla
11.	Jagdish Prasad Agarwalla (Karta of HUF)
12.	Karuna Agarwalla
13.	Kaushal Agarwalla
14.	Madhur Agarwalla
15.	Maithan Refractories Private Limited
16.	Mangalam Construction Private Limited
17.	Nidhi Agarwalla
18.	Raghav Agarwalla
19.	Sangita Agarwalla
20.	Sita Agarwalla
21.	Sumit Agarwalla
22.	Sunita Agarwalla
23.	Swati Agarwalla
24.	Vedant Agarwalla
25.	Vidisha Agarwalla
26.	Vishal Agarwalla
27.	Woodhat Distributors Private Limited
28.	Kavita Kataruka

RESOLVED FURTHER That the above 'Outgoing Promoter & Promoter Group Individuals and Entities' and the persons acting in concert with them shall not hold more than ten percent of the paid-up equity share capital of

the Company nor shall have any special right through formal or informal arrangements and shall not directly or indirectly exercise control, over the affairs of the Company.

RESOLVED FURTHER That on approval of the SEBI/ Stock Exchange(s) for the said re-classification, the Company shall effect such re-classification in the Statement of Shareholding Pattern of the Company from immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws.

RESOLVED FURTHER That Mr. S C Agarwalla, Managing Director & Chief Executive Officer, Mr. Subodh Agarwalla, Whole-time Director and Chief Operating Officer, Mr. Sudhanshu Agarwalla, President and Chief Financial Officer, Mr. Rajesh K Shah, Company Secretary of the Company and such other persons as authorized by them, be and are hereby jointly and severally authorized to submit the application for re-classification to the Stock Exchanges, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board."

2. To appoint Mr. Palghat Krishnan Venkatramani (DIN: 05303022) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED That** pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Palghat Krishnan Venkatramani (DIN: 05303022), as an Independent Director of the Company, for a period of five consecutive years with effect from 10th November, 2016 and shall not be liable to retire by rotation.

RESOLVED FURTHER That the Board of Directors of the Company be and is hereby authorised to do all the acts and to take all such steps as may be necessary, proper or expedient in this regard."

Registered Office:
"Ideal Centre", 4th Floor,
9, AJC Bose Road,
Kolkata – 700 017

By Order of the Board
For Maithan Alloys Limited

Date: 12th January, 2017
Place: Kolkata

Rajesh K Shah
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Extra-Ordinary General Meeting (hereinafter referred as 'the Meeting') is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy(ies), in order to be effective, must be deposited at the registered office of the Company duly completed and signed, not less than forty-eight hours before the time fixed for the commencement of the Meeting. A Proxy Form is annexed to this Notice.**
A person can act as a Proxy on behalf of not more than fifty members and holding in 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 who shall not act as a proxy for any other Member.
3. Proxies submitted on behalf of the companies, societies, body corporate, etc., must be supported by an appropriate resolution / authority, as applicable.
4. Members/proxies are requested to bring the attendance slip duly filled in. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.

5. E-voting facility is being provided to all the members to exercise their right to vote on the resolution proposed to be passed at the Extra-Ordinary General Meeting in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, framed there under (as amended), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (“remote e-voting”). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. The e-voting rights of the member/beneficial owners shall be reckoned in proportion to the equity shares held by them in the Company as on close of business hours on Tuesday, 31st January, 2017 (cut-off date fixed for this purpose). Any person who is not a member as on the cut-off date should treat this Notice for information purpose only. The Members desiring to vote through remote e-voting are requested to refer to the instructions to e-voting as given below:

The instructions for shareholders voting electronically are as under

- (i) **The e-voting period begins on Saturday, 4th February, 2017 at 9:00 a.m. and ends on Monday, 6th February, 2017 at 5:00 p.m.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, **Tuesday, 31st January, 2017** may cast their vote electronically. 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 able to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
For Physical Form: Members should enter Folio Number registered with the Company.
- (iv) Thereafter please 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 earlier on voting of any other company, then your existing password is to be used. For members holding shares in physical form, the details in covering letter can be used only for e-voting on the resolutions contained in this Notice.
- (vi) If you are a first time user follow the steps given below:

Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • 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 – Sequence number is communicated in the Covering Letter
Bank Details or Date of Birth	Enter the Bank Account Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company’s record in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Bank Account details field as mentioned herein above.

- (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 Notice.
- (x) Click on the EVSN for 'Maithan Alloys Limited' 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(s) 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 subsequently.
- (xv) You can also take print of the votes cast 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, the image verification code and thereafter click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a 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 linked in the login should be e-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 of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
In case you have any queries 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 e-mail to helpdesk.evoting@cdslindia.com or may write/contact to Mr. Rajesh K. Shah, Company Secretary at Maithan Alloys Limited, Ideal Centre, 4th Floor, 9, AJC Bose Road, Kolkata –700 017, e-mail: rajesh@maithanalloys.com/ Phone no.: 033-6450-2231.
6. The facility for voting through polling paper shall be made available at the Meeting and the Members attending the Meeting, who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting. Only those members whose names are recorded in the Register of Members of the Company as on Tuesday, 31st January, 2017 (cut off date) shall be entitled to cast their vote by polling paper at the Meeting.
 7. The Members who have cast their vote by remote e-voting prior to the Meeting, may attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
 8. Mr. Jitendra Patnaik, a Company Secretary in whole time practice has been appointed as the Scrutinizer to scrutinize the voting process for the purpose of Extra-Ordinary General Meeting in a fair and transparent manner.
 9. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast and shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than forty

eight hours of the conclusion of the Meeting to the Chairman of the Meeting. The Chairman or any other person authorized by the Chairman of the Meeting shall declare the result of the voting forthwith.

10. The result, along with the Scrutinizer's Report, will be placed on the Company's website www.maithanalloys.com and on the CDSL website www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by the Chairman of the Meeting, and the same shall be communicated to the Stock Exchanges.
11. Any person, who becomes the Member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e. Tuesday, 31st January, 2017, may obtain the login ID and password by sending a request to the Company or to its Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 (Mr. S. Rajagopal, Phone no.: 033-2248-2248; e-mail: mdpldc@yahoo.com).

However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Password" option available on www.evotingindia.com.

12. Members holding shares in physical form and desirous of either registering their bank particulars or changing bank particulars or registering any change of address against their respective folios are requested to intimate to the Company or to its Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001.
13. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio. In case of joint holder(s) attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company and/or its Registrar and Share Transfer Agent.
15. The Company shall send all documents in electronic form, in lieu of physical form to those members who have registered their e-mail address(es) with the Company or their Depository Participant. The electronic copy of this Notice is also available at the Company's website www.maithanalloys.com.

Members who have not yet registered their e-mail address with the Company or their Depository Participant are therefore requested to register the same at the earliest. Further, please be informed that such member(s) of the Company who have registered their e-mail address are also entitled to receive all such documents in physical form free of cost, upon specific request made by them to the Company.

For members who have not registered their e-mail address, physical copies of the Notice of the Meeting is being sent to them in other permitted mode.

16. The physical copies of the Notice of the Meeting and all documents referred to in the Notice and the Explanatory Statement thereto are also available for inspection at the Registered Office of the Company during business hours from 10:00 a.m. to 2:00 p.m. on all working days upto the date of the Meeting and also at the said Meeting.
17. The Route map showing directions to reach 'The Conclave', (the EGM Venue) is annexed and forms part of this Notice.
18. The brief profile of Mr. Palghat Krishnan Venkatramani who is being proposed to be appointed as an Independent Director, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, is given below:

Name of the Director	Mr. Palghat Krishnan Venkatramani
Director Identification Number (DIN)	05303022
Date of Birth and Age	10th October, 1950; 66 years
Qualification	Part-I CAIIB, B.Sc. (Hons.) in Chemistry
Experience	43 years

Date of first appointment on the Board of Directors of the Company	29th June, 2012
The number of Meetings of the Board attended during the year 2016-17 (till the date of this Notice)	Attended 3 out of 4 Board Meetings
Nature of expertise in specific functional areas	Experienced in the field of Banking with specialty in Industrial Finance and Staff Training and Foreign Exchange and Management Accountancy
Name(s) of other companies in which directorships are held	BMA Stainless Ltd. Anjaney Ferro Alloys Ltd.
Name(s) of other companies in which Committee chairmanship(s)/membership(s) are held	Anjaney Ferro Alloys Ltd. (Chairman of 'Audit Committee' and 'Nomination and Remuneration Committee' and Member of 'Corporate Social Responsibility Committee') BMA Stainless Ltd. (Chairman of 'Audit Committee' and Member of 'Nomination and Remuneration Committee' and 'Corporate Social Responsibility Committee')
Shareholding in the Company	30 Equity Shares of Rs 10/- each
Number of ESOPs granted	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA-ORDINARY GENERAL MEETING ("THE MEETING")

Item No. 1

The Company is required to identify the individuals and entities forming part of its 'Promoter & Promoter Group Category' and 'Public Category' and disclose them under various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws as in force.

Regulation 31A of the Listing Regulations empowers the Stock Exchange to allow re-classification or modification of the existing status of individuals or entities from 'Promoter & Promoter Group Category' to 'Public Category' or *vice-versa*, only subject to the fulfillment of the conditions as provided therein.

The Company has received the request letters from Mr. Basant Kumar Agarwalla, the Promoter and all individuals and entities belonging to the existing 'Promoter Group' of the Company due to relation with the outgoing individual promoter, namely Mr. Basant Kumar Agarwalla in accordance with Regulation 2 (1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter individually & jointly referred to as the 'Outgoing Entities') to re-classify their status from "Promoter and Promoter Group Category" to "Public Category" of the Company in terms of Regulation 31A of the Listing Regulations. The names of the Outgoing Entities from whom the Company has received request for re-classification, together with their shareholding as on the date of this Notice is given below:

Sl. No.	Name of the Outgoing Entities	No. of shares held as on 12.01.2017	%
	Outgoing – Promoter		
1	Basant Kumar Agarwalla	NIL	NIL
	Outgoing – Promoter Group		
2.	Aditya Agarwalla	NIL	NIL
3.	Amit Agarwalla	NIL	NIL
4.	Anshuman Agarwalla	NIL	NIL
5.	Avishi Agarwalla	NIL	NIL
6.	Basant Kumar Agarwalla (Karta of HUF)	NIL	NIL
7.	Binod Kumar Agarwalla	NIL	NIL
8.	Binod Kumar Agarwalla (Karta of HUF)	NIL	NIL
9.	Dhruv Agarwalla	NIL	NIL

10.	Jagdish Prasad Agarwalla	NIL	NIL
11.	Jagdish Prasad Agarwalla (Karta of HUF)	NIL	NIL
12.	Karuna Agarwalla	NIL	NIL
13.	Kaushal Agarwalla	NIL	NIL
14.	Madhur Agarwalla	NIL	NIL
15.	Maithan Refractories Private Limited	NIL	NIL
16.	Mangalam Construction Private Limited	NIL	NIL
17.	Nidhi Agarwalla	NIL	NIL
18.	Raghav Agarwalla	NIL	NIL
19.	Sangita Agarwalla	NIL	NIL
20.	Sita Agarwalla	NIL	NIL
21.	Sumit Agarwalla	NIL	NIL
22.	Sunita Agarwalla	NIL	NIL
23.	Swati Agarwalla	NIL	NIL
24.	Vedant Agarwalla	NIL	NIL
25.	Vidisha Agarwalla	NIL	NIL
26.	Vishal Agarwalla	NIL	NIL
27.	Woodhat Distributors Private Limited	NIL	NIL
28.	Kavita Kataruka	NIL	NIL

The Board of Directors of the Company at their meeting held on 12th January, 2017 have favourably considered the request of the Outgoing Entities as none of the member of Outgoing Entities:

- holds more than 10% of the total share capital of the Company (either individually or in concert);
- have any direct or indirect control over the affairs of the Company;
- holds any key managerial position in the Company;
- have any representations on the Board of Directors in the Company;
- is engaged in any management or day to day affairs of the Company;
- have any influences on the decision taken by the Company;
- have any special right through formal or informal arrangements with the Company

The Board of Director has accorded their approval to the said re-classification subject to the approval of the Members of the Company and relevant regulatory authorities.

Post re-classification the remaining members of the existing 'Promoter and Promoter Group Category' of the Company will be as follows:

Sl. No.	Name of the Members	No. of shares held as on 12.01.2017	%
	Promoter:		
1.	Subhas Chandra Agarwalla	99250	0.3409
	Members of Promoter Group/ Persons Acting in Concert:		
2.	Sarita Devi Agarwalla	829000	2.8477
3.	Sheela Devi Agarwalla	667250	2.2920
4.	Sudhanshu Agarwalla	564450	1.9389
5.	Rita Devi	752000	2.5832
6.	Shankar Lal Agarwalla	907601	3.1177
7.	Avinash Agarwalla	583350	2.0038
8.	Subodh Agarwalla	359250	1.2340
9.	Prahlad Rai Agarwalla (Karta of HUF)	332100	1.1408
10.	Prahlad Rai Agarwalla	851200	2.9239
11.	Siddhartha Shankar Agarwalla	291165	1.0002
12.	Sonam Agarwalla	110000	0.3779
13.	Subhas Chandra Agarwalla (Karta of HUF)	97500	0.3349
14.	Mani Devi	414723	1.4246

15.	Smriti Saraf (<i>nee</i> Agarwalla)	56176	0.1930
16.	Maithan Smelters Private Limited	5397357	18.5403
17.	Sumeet Trading Private Limited	1391100	4.7785
18.	Aaklavya (India) Private Limited	1274500	4.3780
19.	Shakti Auto Finance Private Limited	1067800	3.6680
20.	Jibralter Traders Limited	993750	3.4136
21.	H. S. Consultancy Private Limited	3259200	11.1956
	TOTAL	20298722	69.7275

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of this Notice already fulfills the minimum public shareholding requirement of atleast 25% of the total share capital and the proposed re-classification will not result in any increase in the Public Shareholding.

The Board recommends the Special Resolution as set out at Item no. 1 of the Notice for approval of the Members.

Mr. Subash Chandra Agarwalla, Managing Director & Chief Executive Officer, Mr. Subodh Agarwalla, Whole-time Director and Chief Operating Officer and Mr. Sudhanshu Agarwalla, President and Chief Financial Officer and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item no. 1 of the Notice, since they are the exiting members of the Promoter and Promoter Group category of the Company. Their respective shareholding in the Company has already been disclosed above.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item no. 1 of the Notice.

Item No. 2

Mr. Palghat Krishnan Venkatramani was appointed as the Non-Executive Director of the Company at the 27th Annual General Meeting of the Company. The Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 10th November, 2016 has appointed Mr. Palghat Krishnan Venkatramani as an Independent Director of the Company, with effect from 10th November, 2016 for a period of five consecutive years subject to the approval of the Members of the Company. He as an Independent Director shall not be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Mr. Palghat Krishnan Venkatramani fulfills the conditions specified in the Companies Act, 2013 for such appointment and is a person of integrity and possesses relevant expertise and experience in the field of Banking with specialty in Industrial Finance and Staff Training and Foreign Exchange and Management Accountancy. Further, he is independent of Management and the Company has received the declaration from him, affirming that he meets the criteria of independence as prescribed under Section 149 read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, Company has issued the appointment letter dated 10th November, 2016 to him setting out the terms and conditions relating to his appointment as an Independent Director. A copy of the said appointment letter is available for inspection at the Registered Office of the Company during business hours from 10:00 a.m. to 2:00 p.m. on all working days upto the date of the Meeting and also at the said Meeting.

The brief profile of the proposed Director, including nature of his expertise, is provided at Note no. 18 to this Notice.

The Board recommends the Ordinary Resolution as set out at Item no. 2 of the Notice for approval of the Members.

Mr. Palghat Krishnan Venkatramani and his relatives are deemed to be interested in the resolution as set out at Item No. 2 of the Notice.

Save and except Mr. Palghat Krishnan Venkatramani, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 2 of the Notice.

Registered Office:
 "Ideal Centre", 4th Floor,
 9, AJC Bose Road,
 Kolkata – 700 017

By Order of the Board
For Maithan Alloys Limited

Date: 12th January, 2017
 Place: Kolkata

Rajesh K Shah
 Company Secretary



maithan alloys ltd

CIN: L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4th Floor, 9, AJC Bose Road, Kolkata – 700 017

e-mail: office@maithanalloys.com, website: www.maithanalloys.com

Ph: 033-6450-2228; Fax: 033-2290-0383

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* :	

(*applicable for members holding shares in electronic form)

I/We, being the member(s) holding shares of Maithan Alloys Ltd., hereby appoint

1. Name :	E-mail Id :
Address :	Signature :

or failing him

2. Name :	E-mail Id :
Address :	Signature :

or failing him

3. Name :	E-mail Id :
Address :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Tuesday, 7th February, 2017, at 11.00 a.m. at 'The Conclave', 216, AJC Bose Road, Kolkata- 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution subject	For	Against	Abstain
Special Business				
01.	To re-classify the status of certain persons/entities of Promoter & Promoter Group (as stated in the Resolution at Item No. 1)			
02.	To appoint Mr. Palghat Krishnan Venkatramani (DIN: 05303022) as an Independent Director of the Company. (as stated in the Resolution at Item No. 2)			

Signed this..... day of..... 2017

Please affix
Re 1/-
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

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. Please put a (√) mark in the box in the appropriate column against the respective resolution. If you leave the "For" or "Against" column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members and holding in 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 who shall not act as a proxy for any other Member.

x—————x



maithan alloys ltd

CIN: L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4th Floor, 9, AJC Bose Road, Kolkata – 700 017

e-mail: office@maithanalloys.com, website: www.maithanalloys.com

Ph: 033-6450-2228; Fax: 033-2290-0383

ATTENDANCE SLIP

DP & Client ID No.....

No. of Shares

Regd. Folio No.

Full Name of the Member or Proxy holder

I hereby certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company convened on Tuesday, 7th February, 2017 at 11:00 a.m. at 'The Conclave', 216, AJC Bose Road, Kolkata- 700 017.

.....
Member's/Proxy's Signature

Note:

Please fill in the attendance slip and hand over the same at the meeting hall.

Extra-Ordinary General Meeting Venue Route Map

