



# maithan alloys ltd

CIN: L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4<sup>th</sup> 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 the 33<sup>rd</sup> Annual General Meeting of the Members of **Maithan Alloys Limited** will be held on **Friday, 31 August 2018 at 11:00 A.M. at 'The Conclave', 216, AJC Bose Road, Kolkata-700 017**, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended on 31 March 2018 together with the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended on 31 March 2018 together with the Report of the Auditors thereon.
2. To declare dividend on equity shares of the Company.
3. To appoint a Director in place of Mr. Subodh Agarwalla (DIN: 00339855), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M Choudhury & Co., Chartered Accountants (Firm Registration No.: 302186E), as the Statutory Auditors of the Company as approved by the Members at the 32<sup>nd</sup> Annual General Meeting of the Company to hold office till the conclusion of the 37<sup>th</sup> Annual General Meeting.

### SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹30,000/- (Rupees Thirty Thousand only) plus tax at actual, payable to S.K. Sahu & Associates, Cost Accountants (Firm Registration No.: 100807), as approved by the Board of Directors for conducting the audit of the Cost Records of the Company for the financial year ending 31 March 2019, be and is hereby ratified.

**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 to comply with the rules, regulations and notifications as prescribed and/or to be prescribed, under the law in this regard."

6. To modify the resolution passed relating to the appointment of Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED That** in partial modification to the Resolution passed by the Members at the 32<sup>nd</sup> Annual General Meeting of the Company, relating to the appointment of M Choudhury & Co., Chartered Accountants (Firm Registration No.: 302186E), as the Statutory Auditors of the Company, the words '*subject to such other conditions as may be prescribed*', be substituted for the words and figures '*subject to ratification of their appointment by the Members at every subsequent Annual General Meeting till the year 2022*', in the said resolution."

7. To modify the resolution passed relating to the authority granted to borrow the funds and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED That** in partial modification to the Resolution relating to the authority granted to borrow funds, passed by the Members of the Company vide Postal Ballot (result of which was declared on 9 September 2014), the consent of the Members be and is hereby accorded to insert the following words and brackets in the said resolution after the words '*for the purpose of the business of the Company*':

*'by way of term loan(s), credit facility(ies), syndicate loan(s), issue of debenture(s), commercial paper(s) or any other security(ies) or instrument(s) or otherwise as may be permitted by law for the time being in force.'*

**Registered Office :**  
'Ideal Centre', 4<sup>th</sup> Floor,  
9 AJC Bose Road,  
Kolkata – 700 017

By Order of the Board  
For **Maithan Alloys Limited**

Date : 30 April 2018  
Place: Kolkata

**Rajesh K. Shah**  
Company Secretary

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to each item of Special Business to be transacted at the 33<sup>rd</sup> Annual General Meeting (hereafter 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. The 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. A route map showing directions to reach the venue of the Meeting is given along with this Notice.

4. Proxies submitted on behalf of companies, societies, bodies corporate, etc., must be supported by an appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the Meeting until the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.

5. Members/proxies/authorised representatives are requested to bring the attendance slip duly filled in. Corporate Members are requested to send a duly certified copy of the resolution authorising their representatives to attend and vote at the Meeting. Members are also requested to bring their copy of the Annual Report of the Company at the Meeting. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the Meeting.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 27 August 2018 to Friday, 31 August 2018 (both days inclusive) for annual closing and

determining the names of the persons entitled to the dividend for the financial year 2017-18, if declared at the Meeting.

7. E-voting facility is being provided to all the Members to exercise their right to vote on the resolution(s) proposed to be passed at the Meeting in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 made thereunder (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 Members/Beneficial Owners shall be reckoned in proportion to the equity shares held by them in the Company as on close of business hours on Friday, 24 August 2018 (cut-off date fixed for this purpose). Any person who is not a Member as on the said 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 Members voting electronically are as under:**

- The e-voting period begins at 10:00 a.m. on Tuesday, 28 August 2018 and ends on Thursday, 30 August 2018 at 5:00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, 24 August 2018, 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 or cast the vote again.
- Members who have already voted prior to the Meeting date (via remote e-voting) 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 at [www.evotingindia.com](http://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 their 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](http://www.evotingindia.com) and voted on an earlier voting of any 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:

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 Members as well as physical Members)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>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</li> </ul>
Dividend Bank Details 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 in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the Depository Participant or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned herein above.</li> </ul>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN of Maithan Alloys Limited.

(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) 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](http://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 Authorised Representative / Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

**In case of Members receiving the physical copy:**

- Please follow all steps from sl. no. (i) to sl. no. (xvii) 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](http://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', 4<sup>th</sup> Floor, 9 AJC Bose Road, Kolkata-700017, e-mail: [rajesh@maithanalloys.com](mailto:rajesh@maithanalloys.com)/Phone No.: 033-4063-2393.

- The facility for voting through polling paper shall be made available at the Meeting and the Members attending the Meeting, whose name are recorded in the Register of Members as on the close of business hours on Friday, 24 August 2018 (cut-off date) and who have not cast their vote by remote e-voting, shall be eligible to vote at the Meeting. Their voting rights shall be reckoned in proportion to the equity shares held by them in the Company as on the cut-off date.
  - The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
  - Mr. Jitendra Patnaik, Practicing Company Secretary has been appointed by the Board of Directors as the Scrutiniser to scrutinise the voting process (including remote e-voting) in a fair and transparent manner.
  - The Scrutiniser shall, immediately after the conclusion of voting at the Meeting, count the votes cast and shall submit a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the Meeting to the Chairman of the Company or any person authorised by the Chairman in writing. The Chairman or any other authorised person, as the case may be, shall declare the result of the voting forthwith.
  - The results along with the Scrutiniser's Report, will be placed on the Company's website at [www.maithanalloys.com](http://www.maithanalloys.com) and on the CDSL's website at [www.evotingindia.com](http://www.evotingindia.com), immediately after the result is declared by the Chairman or any other authorised person, as the case may be, and the same shall be communicated to the Stock Exchanges, where the shares of the Company are traded.
  - Any person, who becomes the Member of the Company after dispatch of this Notice and holds shares as on the cut-off date i.e. Friday, 24 August 2018, may obtain the login ID and password by sending a request to the Company/Registrar and Share Transfer Agent, Maheshwari Datamatics Pvt. Ltd., at 5<sup>th</sup> Floor, 23, R. N. Mukherjee Road, Kolkata-700001 (Mr. S. Rajagopal, Phone No.: 033-2248-2248; e-mail: [mdpldc@yahoo.com](mailto: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](http://www.evotingindia.com).
- Members seeking any information or clarification on the accounts are requested to send their queries in writing to the Company at least one week before the date of the Meeting, so that requisite information is made available at the Meeting.
  - 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 the Company at its registered office or the Maheshwari Datamatics Pvt. Ltd. Registrar and Share Transfer Agent of the Company, at 5<sup>th</sup> Floor, 23, R. N. Mukherjee Road, Kolkata-700001. Members holding shares in electronic mode, are requested to contact their respective Depository Participant, with whom they are maintaining their demat accounts, for any change in their address or bank particulars.
  - Pursuant to Section 72 of the Companies Act, 2013

read with rules framed thereunder, shareholders are entitled to make nomination in respect of shares held by them. Shareholders holding shares in physical form and desirous of making nomination(s) are requested to send their nomination(s) in the prescribed Form No. SH-13 duly filled in to Maheshwari Datamatics Pvt. Ltd., Registrar and Share Transfer Agent of the Company. Further, shareholders holding shares in electronic form are requested to contact their respective Depository Participant, with whom they are maintaining their demat account, for availing this facility.

17. 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.
18. 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 respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agent.
19. The amount of dividends that remained unclaimed or unpaid for a period of seven years in the unpaid dividend accounts, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, till date the Company has transferred the unpaid or unclaimed amount pertaining to the dividends upto the financial year 2009-10 to the IEPF. Members who have not so far encashed their dividend instrument for the financial year 2010-11 and onwards are requested to approach the Company for revalidation of their dividend instrument. The details of unclaimed dividend are available at the Company's website at [www.maithanalloys.com](http://www.maithanalloys.com).
20. The Ministry of Corporate Affairs (MCA) had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7 September 2016 ('IEPF Rules, 2016'). The Rules provide for the manner of transfer of the unpaid/unclaimed dividends to the IEPF and the manner of transfer of shares to the Demat Account of the IEPF Authority, in case any dividend has not been encashed by the Members on such shares during the last seven consecutive years.

Consequently, the Company during the financial year 2017-18, has transferred all shares, in respect of which dividend declared by the Company for the financial years 2008-09 and 2009-10 remained unpaid/unclaimed for seven consecutive years to the IEPF, after sending prior intimation to all the concerned Members. The details in respect of shares so transferred, including the names of Members, folio number or DP ID/Client ID are available on the website of the Company at [www.maithanalloys.com](http://www.maithanalloys.com).

The shares so transferred to the IEPF can be claimed by the concerned Members from the IEPF after complying with the procedure prescribed under IEPF Rules, 2016.

21. The Company shall send all documents in electronic mode, in lieu of physical copy, to those Members of the Company who have registered their e-mail address(es) with their respective Depository Participant or the Company. Electronic copy of the Notice of the Meeting and Annual Report 2017-18 of the Company and its subsidiaries are also available at the Company's website at [www.maithanalloys.com](http://www.maithanalloys.com).

Members, who have not yet registered their e-mail address with the Company or their respective Depository Participant, are therefore requested to register the same at the earliest. Further, please be informed that such Members 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 and Annual Report 2017-18 are being sent in the permitted mode.

22. The physical copies of the Notice of the Meeting and Annual Report 2017-18 and all documents referred to in this Notice and the Explanatory Statement thereto are also available for inspection at the Registered Office of the Company from 10:00 a.m. to 2:00 p.m. on all working days upto the date of the Meeting and also at the Meeting.
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Meeting.

24. A brief profile of the Director who is being proposed to be re-appointed as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

Name of Director	Mr. Subodh Agarwalla
Director Identification Number (DIN)	00339855
Date of Birth and Age	12 September 1978; 39 Years
Qualification	B. Tech (ITBHU) & MBA (IIM-Bangalore)
Experience	17 years
Date of first appointment on the Board of Directors of the Company	1 July 2006
The number of Meetings of the Board attended during the year 2017-18	Attended 3 out of 4 Board Meetings
Nature of expertise in specific functional areas	Experienced in the field of Production Management and Cost Control
Name(s) of other companies in which directorships are held	Jibraltar Traders Limited Snowtex Securities Limited AXL-Exploration Private Limited Salanpur Sinters Private Limited Aaklavya (India) Private Limited Ultra Suppliers Private Limited Sumee Trading Private Limited Summit Packaging Private Limited Bhagwati Syndicate Private Limited Rosewood Real Estate Private Limited <i>(Mr. Subodh Agarwalla does not hold any directorship or committee membership in any listed company except Maithan Alloys Limited.)</i>
Name(s) of other companies in which Committee chairmanship(s)/membership(s) are held	None
Shareholding in the Company	409,250 equity shares of ₹10/- each
Number of ESOPs granted	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Mr. Subodh Agarwalla is son of Mr. Subhas Chandra Agarwalla, Chairman and Managing Director and brother of Mr. Sudhanshu Agarwalla, President and Chief Financial Officer of the Company

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE 33<sup>rd</sup> ANNUAL GENERAL MEETING ("THE MEETING")**

**ITEM NO. 5**

The Board of Directors at their meeting held on 30 April 2018 on the recommendation of Audit Committee, have appointed S. K. Sahu & Associates, Cost Accountants (Firm Registration No.: 100807) as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March 2019 at a remuneration of ₹30,000/- (Rupees Thirty Thousand only) plus tax at actual.

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration as approved by the Board

of Directors is required to be ratified by the shareholders subsequently. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2019.

The Board of Directors, therefore, recommend the Ordinary Resolution as set out at Item No. 5 of this Notice for approval by the Members.

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. 5 of this Notice.

#### ITEM NO. 6

The Companies (Amendment) Act, 2017 was enacted on 3 January 2018 by the Government of India. The said Amendment Act, inter-alia, proposes to amend the provisions of Section 139(1) by omitting the 1<sup>st</sup> proviso thereto, to do away with requirement of placing the matter relating to the ratification of the appointment of statutory auditors by Members at every annual general meeting.

The Members at the 32<sup>nd</sup> Annual General Meeting of the Company had approved the appointment of M Choudhury & Co., Chartered Accountants, as the Statutory Auditors subject to the ratification of their appointment at every subsequent Annual General Meeting by passing an Ordinary Resolution ('Resolution'). The text of the Resolution so passed is given below:

*"RESOLVED THAT pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M Choudhury & Co., Chartered Accountants (Firm Registration No.: 302186E), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors D. K. Chhajjer & Co., Chartered Accountants (Firm Registration No.: 304138E), to hold office from the conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the Members at every subsequent Annual General Meeting till the year 2022, at a remuneration, as may be decided by the Board of Directors of the Company."*

Therefore, the Board of Directors propose to suitably modify the Resolution and recommend the Ordinary Resolution as set out at Item No. 6 of this Notice for approval by the Members.

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. 6 of this Notice.

#### ITEM NO. 7

The Members of the Company vide Postal Ballot (result of which was declared on 9 September 2014) authorised the Board of Directors of the Company to borrow money/ies from time to time upto a sum of ₹1000 Crore. The text of the Resolution so passed is given below:

*"RESOLVED THAT in supersession of resolution passed vide postal ballot, result of which was declared on 24<sup>th</sup> April, 2009 and pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Company be and*

*is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any committee constituted by the Board or any person(s) or Director(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), to borrow any sum or sums of money/ies whether in Indian and/or foreign currency, from time to time on such terms and conditions either with or without security as the Board may decide at its discretion, from National /International Financial Institutions, Banks or from Public/Bodies Corporate or from Government body/corporation for the purpose of the business of the Company, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) provided that money/ies borrowed by the Board in the aggregate at any point of time shall not exceed the sum of ₹ 1000,00,00,000/- (Rupees One Thousand Crores only)."*

*"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized on behalf of the company to do all such acts, deeds things and to sign and execute all such documents, instruments, in writing as may be required pursuant to the above resolution."*

To avail the benefits of low-cost borrowings available presently, the Board of Directors may need to resort to various modes of borrowings from time to time, inter-alia, by way of term loans, credit facilities, syndicate loans, issue of debentures, commercial papers, etc. Accordingly, consent of the Members is sought for partial modification of the above mentioned Resolution passed by Members to grant such authority to the Board of Directors.

The Board of Directors, therefore, recommend the Special Resolution as set out at Item No. 7 of this Notice for approval by the Members.

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. 7 of this Notice.

**Registered Office :**  
'Ideal Centre', 4<sup>th</sup> Floor,  
9 AJC Bose Road,  
Kolkata – 700 017

Date : 30 April 2018  
Place: Kolkata

By Order of the Board  
For **Maithan Alloys Limited**

**Rajesh K. Shah**  
Company Secretary

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# maithan alloys ltd

CIN: L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4<sup>th</sup> 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:		
Email-Id:		
Folio No.:		Client ID and DP ID*:

*(\*applicable for members holding shares in electronic form)*

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

1. Name: .....

Address:.....

.....

E-mail Id: .....Signature....., or failing him

2. Name: .....

Address:.....

.....

E-mail Id: .....Signature....., or failing him

3. Name: .....

Address:.....

.....

E-mail Id: .....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Friday, 31 August 2018, at 11:00 a.m. at the 'The Conclave', 216, AJC Bose Road, Kolkata-700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution subject	Vote (Optional, see Note No. 2)		
		For	Against	Abstain
<b>Ordinary Business</b>				
01.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended on 31 March 2018 together with the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended on 31 March 2018 together with the Report of the Auditors thereon.			
02.	To declare dividend on equity shares of the Company.			
03.	To appoint a Director in place of Mr. Subodh Agarwalla (DIN: 00339855), who retires by rotation and being eligible, offers himself for re-appointment.			
04.	To ratify the appointment of M Choudhury & Co., Chartered Accountants (Firm Registration No.: 302186E), as the Statutory Auditors of the Company.			
<b>Special Business</b>				
05.	To ratify the remuneration of the Cost Auditors.			
06.	To modify the resolution passed relating to the appointment of Statutory Auditors of the Company.			
07.	To modify the resolution passed relating to the authority to borrow funds.			

Signed this..... day of..... 2018

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 stamped, completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. This is only optional. Please put a (✓) mark in the box in the appropriate column against the respective resolution. If you leave all the columns 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.



# maithan alloys ltd

CIN: L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4<sup>th</sup> 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

D.P.ID		Client ID No.	
Regd. F.No.		No. of Shares	

Full Name of the Member or Proxy holder: .....

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

I hereby record, my presence at the 33<sup>rd</sup> Annual General Meeting of the Company convened on Friday, 31 August 2018, at 11:00 a.m. at the 'The Conclave', 216, AJC Bose Road, Kolkata- 700 017.

.....  
Members/Proxy's Signature

**Note:**

*Please fill in the attendance slip and hand over the same at the meeting hall. Please bring your copy of the Annual Report for reference at the meeting.*

### 33<sup>rd</sup> Annual General Meeting Venue Route map

