



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- 4063-2393; Fax: 033-2290-0383

## NOTICE

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of **Maithan Alloys Limited** will be held on **Tuesday, 20 August 2019 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 2019 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 2019 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. Subhas Chandra Agarwalla (DIN: 00088384), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. 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 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 ₹40,000/- (Rupees Forty Thousand only) plus tax (if applicable) 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 ended on 31 March 2020, 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."

5. To re-appoint Mr. Subhas Chandra Agarwalla (DIN: 00088384) as the 'Chairman and Managing Director' of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED That** pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Subhas Chandra Agarwalla (DIN: 00088384), as the 'Chairman and Managing Director' of the Company for a period of 3 (three) years with effect from 1 April 2019, on the terms and conditions including terms of remuneration as specified in the Agreement dated 28 January 2019 executed between the Company and Mr. Subhas Chandra Agarwalla.

**RESOLVED FURTHER That** Mr. Subhas Chandra Agarwalla shall be liable to retire by rotation at the Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 and such retirement shall not result in any break in his office as the 'Chairman and Managing Director' of the Company, if he is re-appointed at the same meeting at which he retires by rotation.

**RESOLVED FURTHER That** in the event of no profit or inadequate profit in any financial year during the tenure of Mr. Subhas Chandra Agarwalla as the 'Chairman and Managing Director', he shall be entitled to such remuneration as provided in the above referred Agreement dated 28 January 2019, as the Minimum Remuneration in terms of 1<sup>st</sup> Proviso to Item (A) of Section II, Part II of Schedule V to the Companies Act, 2013 including any statutory modification thereof.

**RESOLVED FURTHER That** pursuant to the provisions of Section 196 of the Companies Act, 2013, consent of Members be and is hereby also accorded for the continuation of employment of

Mr. Subhas Chandra Agarwalla, after he attains the age of seventy years during his tenure of 3 (three) years commencing from 1 April 2019, as the 'Chairman and Managing Director' of the Company.

**RESOLVED FURTHER That** the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment including remuneration / remuneration structure of Mr. Subhas Chandra Agarwalla and to determine his rights, duties and powers without seeking any further approval of Members as well as to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

6. To re-appoint Mr. Subodh Agarwalla (DIN: 00339855) as the 'Whole-time Director and Chief Executive Officer' of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED That** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Subodh Agarwalla (DIN: 00339855), as 'Whole-time Director and Chief Executive Officer' of the Company for a period of 5 (five) years with effect from 1 April 2019, on the terms and conditions including terms of remuneration as specified in the Agreement dated 28 January 2019 executed between the Company and Mr. Subodh Agarwalla.

**RESOLVED FURTHER That** Mr. Subodh Agarwalla shall be liable to retire by rotation at the Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 and such retirement shall not result in any break in his office as the 'Whole-time Director and Chief Executive Officer' of the Company, if he is re-appointed at the same meeting at which he retires by rotation.

**RESOLVED FURTHER That** the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and conditions

of re-appointment including remuneration / remuneration structure of Mr. Subodh Agarwalla and to determine his rights, duties and powers without seeking any further approval of Members as well as to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

7. To re-appoint Mr. Nand Kishore Agarwal (DIN: 00378444) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED That** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals as may be necessary, Mr. Nand Kishore Agarwal (DIN: 00378444), being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 22 September 2019.

**RESOLVED FURTHER That** pursuant to the provisions of Regulation 17(1A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of Members be and is hereby also accorded for the continuation of Directorship of Mr. Nand Kishore Agarwal, after he attains the age of seventy-five years during his second term as an Independent Director of the Company."

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

Date : 30 April 2019  
Place: Kolkata

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

**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 34<sup>th</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 members not exceeding fifty 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 person or shareholder.**

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' prior notice to that effect is given in writing 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 Wednesday, 14 August 2019 to Tuesday, 20 August 2019 (both days inclusive) for annual closing and

determining the names of the persons entitled to the dividend for the financial year 2018-19, if declared at the Meeting.

7. Electronic Voting (E-voting) facility is being provided to all the Members to exercise their right to vote on the resolutions 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, 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 e-voting system from a place other than the venue of the Meeting. 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 Tuesday, 13 August 2019 (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.

8. The e-voting period begins at 10:00 a.m. on Friday, 16 August 2019 and ends on Monday, 19 August 2019 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. Tuesday, 13 August 2019, 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 e-voting) would not be entitled to vote at the Meeting venue. The Members desiring to vote through 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) Log on to the e-voting website [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:** 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 shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><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 for Maithan Alloys Limited.

(xi) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option "YES/NO" for e-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" and enter the details as prompted by the system.

#### **General Guidelines for Members**

(i) 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.
- (ii) 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](mailto: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.
9. 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 Tuesday, 13 August 2019 (cut-off date) and who have not cast their vote through 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. 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.
  10. The Members who have cast their vote through e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
  11. Mr. S.K. Patnaik, partner of Patnaik & Patnaik, Company Secretaries, has been appointed by the Board of Directors as the Scrutiniser, to scrutinise the voting at the Meeting and e-voting process in a fair and transparent manner.
  12. 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 of 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.
  13. 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.
  14. 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. Tuesday, 13 August 2019 may obtain the login ID and password by sending a request to the Company/Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited, 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 e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot Password” option available on [www.evotingindia.com](http://www.evotingindia.com).
15. Members seeking any information or clarification on the Annual Report of the Company 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.
  16. 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 Maheshwari Datamatics Private Limited, 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 form, 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.
  17. 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 Private Limited, 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.

18. 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.
19. 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 a copy of their PAN with their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit a copy of their PAN with the Company or its Registrar and Share Transfer Agent.
20. The amount of dividend that remained unclaimed or unpaid for a period of seven years from the date of transfer of dividend in the unpaid dividend account 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 up to the financial year 2010-11 to the IEPF. Members who have not so far encashed their dividend for the financial year 2011-12 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).
21. 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 said Rules provide for 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, during the financial year 2018-19, the Company has transferred all shares, in respect of which dividend as declared by the Company for the financial year 2010-11, 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.

22. 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 2018-19 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 2018-19 are being sent in the permitted mode.

23. The physical copies of the Notice of the Meeting and Annual Report 2018-19 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 5:00 p.m. on all working days up to the date of the Meeting and also at the Meeting.
24. 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.
25. SEBI has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) with effect from 1 April 2019. Accordingly, requests for physical transfer of securities shall not be processed. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.
26. A brief profile of the Directors, who are being proposed to be re-appointed, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations') and Secretarial Standard on General Meetings is annexed as **Annexure 2** to the Explanatory Statement.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE 34TH ANNUAL GENERAL MEETING (“THE MEETING”)**

**ITEM NO. 4**

The Board of Directors at their meeting held on 30 April 2019, on the recommendation of Audit Committee, has re-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 ended on 31 March 2020 at a remuneration of ₹40,000/- (Rupees Forty Thousand only) plus tax (if applicable) 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 2019-20.

The Board of Directors, therefore, recommend the Ordinary Resolution as set out at Item No. 4 of this Notice for approval by the Members.

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

**ITEM NO. 5**

Mr. Subhas Chandra Agarwalla is an eminent industrialist and possesses rich and varied experience in the ferro alloys industry. He is the backbone of Maithan Alloys Limited and has nurtured the Company for more than two decades.

Members of the Company at the 31<sup>st</sup> Annual General Meeting held on 29 August 2016, had approved the re-appointment of Mr. Subhas Chandra Agarwalla (DIN: 00088384) as the ‘Managing Director and Chief Executive Officer’ of the Company for a period of 3 (three) years, with effect from 1 April 2016. Subsequently Members also approved his elevation as the ‘Chairman and Managing Director’ of the Company at the 32<sup>nd</sup> Annual General Meeting held on 26 August 2017. Accordingly, his tenure concluded on 31 March 2019.

The Board of Directors at their meeting held on 28 January 2019, on the recommendation of the Nomination and Remuneration Committee as well as Audit Committee of the Company, re-appointed Mr. Subhas Chandra Agarwalla as the ‘Chairman and Managing Director’ of the Company for further period of 3 (three) years with effect from 1 April 2019, subject to the approval of the Members of the Company.

Accordingly, Company has entered into an agreement on 28 January 2019 with Mr. Subhas Chandra Agarwalla with respect to his re-appointment. A copy of the said agreement is available for inspection at the Registered Office of the Company during business hours from 10:00 a.m. to 5:00 p.m. on all working days up to the date of the Meeting and also at the said Meeting.

The tenure and brief details of remuneration sought to be paid is as follows:

1. **TENURE:** A period of 3 years commencing from 1 April 2019 up to 31 March 2022.
2. **REMUNERATION:** Mr. Subhas Chandra Agarwalla shall be entitled by way of remuneration for his services, the following:

**A. FIX PAY**

₹7,50,000/- (Rupees Seven Lakh Fifty Thousand only) per month as salary with authority to the Board of Directors and the Nomination and Remuneration Committee severally, to increase his remuneration from time to time, subject to a maximum of ₹20,00,000/- (Rupees Twenty Lakh only) per month.

**B. VARIABLE PAY**

A sum not exceeding 2.50% of the Company’s profits to be computed in the manner laid down under Section 197 of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force), payable quarterly/annually.

**C. OTHER ALLOWANCE**

1. Medical Reimbursement: Expense incurred for the ‘Chairman and Managing Director’ and his spouse, dependent children and dependent parents, at actuals.
2. Gratuity payable shall be calculated as per the provisions of the Payment of Gratuity Act.
3. Any other perquisites as may be determined by the Board of Directors from time to time.

**D. MINIMUM REMUNERATION**

However, where in any financial year during the tenure of Mr. Subhas Chandra Agarwalla, as the ‘Chairman and Managing Director’, the Company has no profits or its profits are inadequate, the Company shall pay and continue to pay to Mr.

Subhas Chandra Agarwalla, the above mentioned remuneration comprising of fix pay, variable pay and other allowances as the Minimum Remuneration in terms of 1<sup>st</sup> Proviso to Item (A) of Section II, Part II of Schedule V to the Companies Act, 2013.

Further, he shall not be entitled to any sitting fees for attending the meetings of the Board or any Committees.

Mr. Subhas Chandra Agarwalla, as a director shall be liable to retire by rotation at the Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 and such retirement shall not result in any break in his office, if he is re-appointed at the same meeting at which he retires by rotation.

The re-appointment of Mr. Subhas Chandra Agarwalla as the 'Chairman and Managing Director' requires the approval of the Members by way of a Special Resolution in terms of applicable provisions read with Schedule V to the Companies Act, 2013 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'). The disclosures as required pursuant to Schedule V to the Companies Act, 2013 is annexed herewith as **Annexure 1** and forms part of this Explanatory Statement.

Further, Mr. Subhas Chandra Agarwalla will attain the age of seventy years during his tenure as the 'Chairman and Managing Director' commencing from 1 April 2019. Accordingly, approval is also sought for continuation of his employment in terms of Section 196 (3) of the Companies Act, 2013 by passing special resolution.

The Company has derived benefits in terms of overall growth and has emerged as one of the top Ferro Alloys Company in India under his dynamic leadership which justifies his re-appointment as the 'Chairman and Managing Director' of the Company and continuation of his employment after attaining the age of seventy years. Further, a brief profile of Mr. Subhas Chandra Agarwalla, as required pursuant to the Listing Regulations and Secretarial Standard on General Meetings is annexed herewith as **Annexure 2** and forms part of this Explanatory Statement.

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

Mr. Subhas Chandra Agarwalla (Director), Mr. Subodh Agarwalla (Director and Key Managerial Personnel) and Mr. Sudhanshu Agarwalla (Key Managerial Personnel) and their relatives are deemed to be interested in the resolution as set out at Item No. 5 of the Notice.

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. 5 of the Notice.

#### **ITEM NO. 6**

Mr. Subodh Agarwalla possesses rich and varied experience in production and logistics management of ferro alloys. He has strong understanding of Ferro Alloys manufacturing process and knowledge in several areas including man-management, corporate planning, finance and taxation.

Members of the Company at the 31<sup>st</sup> Annual General Meeting held on 29 August 2016, had approved the re-appointment Mr. Subodh Agarwalla (DIN: 00339855) as the 'Whole-time Director and Chief Operating Officer' of the Company for a period of 3 (three) years, with effect from 1 April 2016. Subsequently, the Members also approved his elevation as the 'Whole-time Director and Chief Executive Officer' of the Company at the 32<sup>nd</sup> Annual General Meeting held on 26 August 2017. Accordingly, his tenure concluded on 31 March 2019.

The Board of Directors at their meeting held on 28 January 2019, on the recommendation of the Nomination and Remuneration Committee as well as Audit Committee of the Company, re-appointed Mr. Subodh Agarwalla as the 'Whole-time Director and Chief Executive Officer' being the Key Managerial Personnel of the Company, for a period of 5 (five) years with effect from 1 April 2019, subject to the approval of the Members of the Company.

Accordingly, Company has entered into an Agreement on 28 January 2019 with Mr. Subodh Agarwalla with respect to his re-appointment. A copy of the said agreement is available for inspection at the Registered Office of the Company during business hours from 10:00 a.m. to 5:00 p.m. on all working days up to the date of the Meeting and also at the said Meeting.

The tenure and brief details of remuneration sought to be paid is as follows:

1. **TENURE:** A period of 5 years commencing from 1 April 2019 up to 31 March 2024.
2. **REMUNERATION:** Mr. Subodh Agarwalla shall be entitled by way of remuneration for his services, the following:

#### **A. FIX PAY**

₹6,00,000/- (Rupees Six Lakh only) per month as salary with authority to the Board of Directors and the Nomination and Remuneration Committee



severally to increase his remuneration from time to time subject to a maximum of ₹15,00,000/- (Rupees Fifteen Lakh only) per month.

#### **B. VARIABLE PAY**

A sum not exceeding 2.00% of the Company's profits to be computed in the manner laid down under Section 197 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), payable quarterly/annually.

#### **C. OTHER ALLOWANCE**

- 1 Medical Reimbursement: Expense incurred for the 'Whole-time Director and Chief Executive Officer' and his spouse, dependent children and dependent parents, at actuals.
- 2 Gratuity payable shall be calculated as per the provisions of the Payment of Gratuity Act.
- 3 Any other perquisites as may be determined by the Board from time to time.

He shall not be paid any sitting fees for attending the meetings of the Board or any committees thereof so long as he functions as the 'Whole-time Director and Chief Executive Officer' of the Company.

Mr. Subodh Agarwalla, as a director shall be liable to retire by rotation at the Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 and such retirement shall not result in any break in his office, if he is re-appointed at the same meeting at which he retires by rotation.

The re-appointment of Mr. Subodh Agarwalla as the 'Whole-time Director and Chief Executive Officer' requires the approval of the Members by way of a Special Resolution in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations').

A brief profile of Mr. Subodh Agarwalla, as required pursuant to the Listing Regulations and Secretarial Standard on General Meetings is annexed herewith as **Annexure 2** and forms part of this Explanatory Statement.

The Board of Directors, therefore, recommend the Special Resolution as set out at Item No. 6 of this Notice for approval by the Members.

Mr. Subhas Chandra Agarwalla (Director), Mr. Subodh Agarwalla (Director and Key Managerial Personnel) and Mr. Sudhanshu Agarwalla (Key Managerial Personnel) and their relatives are deemed to be interested in the

resolution as set out at Item No. 6 of the Notice.

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. 6 of the Notice.

#### **ITEM NO. 7**

Mr. Nand Kishore Agarwal (DIN: 00378444) was appointed as an Independent Director of the Company at the 29<sup>th</sup> Annual General Meeting of the Company held on 22 September 2014 and holds office as an Independent Director of the Company up to 21 September 2019.

Section 149 of the Companies Act, 2013 read with Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations') provides that an independent director shall hold office for a term of five consecutive years but shall be eligible for re-appointment on passing of special resolution by the Company and disclosure of such appointment in the Board's Report.

Further, Regulation 17(1A) of Listing Regulations prohibits the appointment or continuation of the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Mr. Nand Kishore Agarwal, formed an opinion that his continued association will be beneficial for the Company and it is therefore desirable to continue to avail his service as an Independent Director. Accordingly, the Committee recommended his re-appointment, for second term of five consecutive years with effect from 22 September 2019, to the Board of Directors of the Company.

The Board of Directors at their meeting held on 30 April 2019 considered the said recommendation of Nomination and Remuneration Committee along with the said report of performance evaluation and the declaration received from Mr. Nand Kishore Agarwal to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Listing Regulations and formed an opinion that Mr. Nand Kishore Agarwal is independent of the management as well as he is a person of integrity and possesses requisite expertise and qualification required by the Company. Further, it was concluded that his continued association as an Independent Director of the Company is desirable and will be of immense benefit to the Company. His vast

and varied experience in the Accounts and Taxation matters justifies his re-appointment and continuance as an Independent Director of the Company.

Accordingly, it is proposed to re-appoint Mr. Nand Kishore Agarwal as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, on the Board of the Company, with effect from 22 September 2019.

Further, Mr. Nand Kishore Agarwal will attain the age of seventy-five years during his second tenure of five consecutive years. Accordingly approval is also sought for continuation of his directorship as a Non-Executive Director of the Company, after his attainment of the age of seventy-five years.

A brief profile of Mr. Nand Kishore Agarwal, as required pursuant to the Listing Regulations and Secretarial Standard on General Meetings is annexed herewith as **Annexure 2** and forms part of this Explanatory Statement.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors.

A copy of draft letter of re-appointment of Mr. Nand

Kishore Agarwal setting out the terms and conditions of his re-appointment is available for inspection at the Registered Office of the Company from 10:00 a.m. to 5:00 p.m. on all working days up to the date of the Meeting and also at the Meeting.

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

Mr. Nand Kishore Agarwal and his relatives are deemed to be interested in the resolution as set out at Item No. 7 of the Notice.

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. 7 of this Notice.

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

Date : 30 April 2019  
Place: Kolkata

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

**Rajesh K. Shah**  
Company Secretary

## Annexure 1

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

### I. General Information:

- 1) **Nature of Industry:** The Company is engaged in manufacturing of Ferro Alloys and generation of Electricity through Wind Mill.
- 2) **Date or expected date of commencement of commercial production:** Not Applicable, as the Company has already commenced its commercial production since 1997.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4) **Financial performance based on given indicators:**

The financial performance based on Financial Statement of the Company for the last three years are given below:

Particulars	(₹ in crore)		
	2018-19	2017-18	2016-17
Net Worth	1,120	875	592
Operating Revenue (Net of Excise)	1,988	1,879	1,342
Operating Profit (EBIDTA)	322	381	277
Operating Margin Movement	16.2%	20.3%	20.6%
Debt-Equity Ratio	0.01	0.03	0.06

**5) Foreign investments or collaborations, if any:** None

**II. Information about the appointee:**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Background details	Mr. Subhas Chandra Agarwalla is an eminent industrialist and possesses rich and varied experience in the Ferro Alloys Industry.
2	Past remuneration	₹1,077.64 lakh
3	Recognition or awards	-
4	Job profile and his suitability	Company has emerged as one of the top Ferro Alloys Company in India under the leadership of Mr. Subhas Chandra Agarwalla. In view of his contribution in the affairs of entire Company and nurturing the Company for more than two decades, it is considered necessary to continue availing his services as the 'Chairman and Managing Director.'
5	Remuneration proposed	As mentioned in the Explanatory Statement at Item No. 5
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Subhas Chandra Agarwalla, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies, which is within the overall limit prescribed under the Companies Act, 2013.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Subhas Chandra Agarwalla has no pecuniary relationship directly or indirectly with the Company or its managerial personnel save and except his entitlement of remuneration as the 'Chairman and Managing Director' and his relation with Mr. Subodh Agarwalla, 'Whole-time Director and Chief Executive Officer.' As on date he holds 13,91,250 equity shares of the Company in his personal capacity.

**III. Other information:**

**1) Reasons of loss or inadequate profits:** The Company has consistently posted profitability for last several years. However, the proposed remuneration to be paid to the above appointee may exceed the prescribed limit as specified under Section 197 of the Companies Act, 2013 resulting in the inadequate profits.

Accordingly, Company proposes to pay Mr. Subhas Chandra Agarwalla such remuneration as provided in the Agreement dated 28 January 2019 as the Minimum Remuneration in terms of 1<sup>st</sup> Proviso to Item (A) of Section II, Part II of Schedule V to the Companies Act, 2013

**2) Steps taken or proposed to be taken for improvement:**

Although the Company has posted profitability for more than a decade, it is continuous endeavour of the management of the Company to improve its

performance by cutting the costs and achieving higher sales realisation. The management of the Company has taken various initiatives to effectively mobilise the financial and non-financial resources to improve its performance.

**3) Expected increase in productivity and profits in measurable terms:**

The Company's productivity and profitability is directly related to the market conditions and demand-supply situation. All plants are presently operating almost at full capacity. The Company expects to improve its profitability by achieving higher sales realisation.

**IV. Disclosures:**

Necessary disclosures pursuant to Schedule V to the Companies Act, 2013 have been made in the Corporate Governance Report forming part of the Director's Report attached to the Annual Report 2018-19 of the Company.

## Annexure 2

### Details relating to Directors proposed to be re-appointed:

A brief profile of the Directors who are proposed to be re-appointed, as required pursuant to the Listing Regulations and Secretarial Standard on General Meetings is given below:

1]

Name of Director	<b>Mr. Subhas Chandra Agarwalla</b>
Director Identification Number (DIN)	00088384
Date of Birth and Age	27 November 1951; 67 years
Qualification	B.Com.
Experience	49 years
Date of first appointment on the Board of Directors of the Company	15 April 1992
The number of Meetings of the Board attended during the year 2018-19	Attended 4 out of 5 Board Meetings
Nature of expertise in specific functional areas	Experienced in the field of Human Resources Development, Planning and Budgeting, Corporate Planning, Accounts, Finance and Tax laws
Name(s) of other companies in which directorships are held	Super Bright Textiles & Finance Pvt. Ltd. Summit Packaging Pvt. Ltd. Bhagwati Syndicate Pvt. Ltd. Shakti Auto Finance Pvt. Ltd. H S Consultancy Pvt. Ltd. Damodar Valley Power Consumers' Association <i>(Mr. Subhas Chandra Agarwalla does not hold any directorship or committee membership in any other listed company.)</i>
Name(s) of other companies in which Committee chairmanship(s)/membership(s) are held	None
Shareholding in the Company	13,91,250 Equity Shares of ₹10/- each
Number of ESOPs granted	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Mr. Subhas Chandra Agarwalla is father of Mr. Subodh Agarwalla, Whole-time Director and Chief Executive Officer and Mr. Sudhanshu Agarwalla, President and Chief Financial Officer.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As mentioned in the Explanatory Statement at Item No. 5
The remuneration last drawn (financial year 2018-19)	Fixed pay of ₹7.50 lakh per month and variable pay up to 2.50% of the Company's profits

2]

Name of Director	<b>Mr. Subodh Agarwalla</b>
Director Identification Number (DIN)	00339855
Date of Birth and Age	12 September 1978; 40 years
Qualification	B.Tech (ITBHU) & MBA (IIM-Bangalore)
Experience	18 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 2018-19	Attended 5 out of 5 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	AXL-Exploration Pvt. Ltd. Jibraltar Traders Ltd. Summit Packaging Pvt. Ltd. Bhagwati Syndicate Pvt. Ltd. Salanpur Sinters Pvt. Ltd. Aaklaya (India) Pvt. Ltd. Sumeer Trading Pvt. Ltd. Snowtex Securities Ltd. Rosewood Real Estate Pvt. Ltd. Unmukt Tracom Pvt. Ltd. <i>(Mr. Subodh Agarwalla does not hold any directorship or committee membership in any other listed company.)</i>
Name(s) of other companies in which Committee chairmanship(s)/membership(s) are held	None
Shareholding in the Company	4,09,250 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
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As mentioned in the Explanatory Statement at Item No. 6
The remuneration last drawn (financial year 2018-19)	Fixed pay of ₹6.00 lakh per month and variable pay up to 2.00% of the Company's Profits

**3]**

Name of Director	<b>Mr. Nand Kishore Agarwal</b>
Director Identification Number (DIN)	00378444
Date of Birth and Age	11 February 1949; 70 years
Qualification	B.Com. (Hons.), FCA
Experience	47 years
Date of first appointment on the Board of Directors of the Company	17 August 2001
The number of Meetings of the Board attended during the year 2018-19	Attended 4 out of 5 Board Meetings
Nature of expertise in specific functional areas	Experienced in the field of Accounts, Finance and Taxation
Name(s) of other companies in which directorships are held	Enbee Securities Pvt. Ltd.
Name(s) of other companies in which Committee chairmanship(s)/membership(s) are held	None
Shareholding in the Company	750 Equity Shares of ₹10/- each
Number of ESOPs granted	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the company	None
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As mentioned in the Explanatory Statement at Item No. 7
The remuneration last drawn (financial year 2018-19)	Sitting Fees: ₹0.75 lakh



# 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.: 033-4063-2393 ; Fax: 033-2290-0383

## 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 and DP ID*:	

# applicable for Members holding shares in physical form.

\*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 34<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, 20 August 2019, at 11:00 a.m. at 'The Conclave', 216, AJC Bose Road, Kolkata - 700 017 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

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 2019 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 2019 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. Subhas Chandra Agarwalla (DIN: 00088384), who retires by rotation and being eligible, offers himself for re-appointment.			
<b>Special Business</b>				
04.	To ratify the remuneration of the Cost Auditors.			
05.	To re-appoint Mr. Subhas Chandra Agarwalla (DIN: 00088384) as the 'Chairman and Managing Director' of the Company.			
06.	To re-appoint Mr. Subodh Agarwalla (DIN: 00339855) as the 'Whole-time Director and Chief Executive Officer of the Company.			
07.	To re-appoint Mr. Nand Kishore Agarwal (DIN: 00378444) as an Independent Director of the Company.			

Signed this..... day of..... 2019

Please affix ₹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 filled, stamped, signed and deposited at the Registered Office of the Company at 'Ideal Centre', 4<sup>th</sup> Floor, 9, AJC Bose Road, Kolkata - 700 017, not less than 48 (Forty Eight) hours before the commencement of the aforesaid 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, and Rules made thereunder, 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 person or shareholder.





# 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: 033-4063-2393 Fax: 033-2290-0383

## ATTENDANCE SLIP

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

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

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

I hereby record, my presence at the 34<sup>th</sup> Annual General Meeting of the Company ('the Meeting') convened on Tuesday, 20 August 2019 at 11:00 a.m. at 'The Conclave', 216, AJC Bose Road, Kolkata - 700 017.

.....  
Members/Proxy's Signature

### Note:

1. Please fill in the attendance slip and hand over the same, duly signed, at the entrance of the Meeting hall.
2. Please bring your copy of the Annual Report for reference at the Meeting.

**Route map of the venue of 34<sup>th</sup> Annual General Meeting of Maithan Alloys Limited**  
(Venue: 'The Conclave', 216, AJC Bose Road, Kolkata - 700 017)

