



maithan alloys ltd

CIN : L27101WB1985PLC039503

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

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

Ph : 033-6450-2228 Fax : 033-3987-7201

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013

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Companies (Management and Administration) Rules, 2014

Dear Member(s),

The NOTICE is hereby given that the Company is seeking the approval of its members by passing resolutions through postal ballot in accordance with the provision of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of following special business:

- 1] Modification of terms of re-appointment of Sri B K Agarwalla (DIN: 00129140) as the Chairman and Whole-time Director of the Company.
- 2] Modification of terms of re-appointment of Sri S C Agarwalla (DIN: 00088384) as the Managing Director and Chief Executive Officer (CEO) of the Company.
- 3] Modification of terms of re-appointment of Sri Subodh Agarwalla (DIN: 00339855) as the Whole Time Director and Chief Operating Officer (COO) of the Company.
- 4] Authority to increase remuneration of Sri Sudhanshu Agarwalla, President of the Company.
- 5] Approval of Related Party Transactions.

The proposed resolutions and the explanatory statement thereto, stating the material facts are being sent along with a postal ballot form for your consideration and approval. You are requested to send your assent or dissent in writing on postal ballot form (as enclosed) or through electronic means (e-voting), within 30 days from the date of dispatch of this Notice.

You are requested to carefully read and follow the instructions printed on the postal ballot form and return the same duly completed, in the enclosed postage pre-paid self-addressed business reply envelope, so as to reach the Scrutinizer on or before Monday 5th January, 2015. Alternatively, you may choose to vote through electronic means.

In accordance with the provisions of clause 35B of the listing agreement, Company is also providing e-voting facility to its members, which would enable them to cast their vote electronically, instead of through physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

The Company has appointed Sri Jitendra Patnaik, a company secretary in whole time practice, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman of the Company after completion of the scrutiny and the results of the postal ballot will be announced through a press release. The result of the postal ballot will be posted on the Company's website: www.maithanalloys.com.

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

Date : 08.11.2014

Place : Kolkata

Rajesh K Shah
Company Secretary

Enclosures :

1. Postal Ballot Resolution along with Explanatory Statement
2. Postal Ballot Form
3. Postage Pre-paid Self-addressed Business Reply Envelope.

NOTES :

1. The Explanatory Statement and reasons for the proposed special resolutions pursuant to Section 102 of the Companies Act, 2013 setting out material facts are appended to the Notice.
2. The special resolutions as enclosed shall be declared as passed, if the number of votes cast in favour of the resolution is three times more than the votes, if any, cast against the said resolution.

3. The Scrutinizer will submit the report to the Chairman, after completion of the scrutiny and the results of the postal ballot will be announced by Chairman or Managing Director of the Company on Thursday the 8th January, 2015. The results along with the Report will be posted on the website of the Company: www.maithanalloys.com and shall also be published in the newspapers.
4. The Board has appointed Sri Jitendra Patnaik, a company secretary in whole time practice at Kolkata, as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
5. The postal ballot notice is being sent to all the members, whose names appear in the register of members/list of beneficial owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on close of working hours on 21st November, 2014.
6. As per Companies (Management and Administration) Rules, 2014, notice of postal ballot may be served on the members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent notice of postal ballot by e-mail and members who have not registered their e-mail IDs will receive notice of postal ballot alongwith postal ballot form through post/ courier. Members who have received postal ballot notice by e-mail and who wish to vote through physical postal ballot form may download the postal ballot form from the link www.evotingindia.com or from the Company's website www.maithanalloys.com.
7. The members are requested to exercise their voting rights by using the attached postal ballot form. Members who do not receive the postal ballot form may apply to the Company/ Registrars and Transfer Agents, M/s Maheshwari Datamatics Pvt. Ltd., 6 Mangoe Lane, Kolkata- 700001 and obtain a duplicate thereof.
8. The members are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed potage pre-paid self-addressed envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 6:00 P.M. on Monday the 5th January, 2015 or before. Any postal ballot form received after this date and time shall be treated as if the reply from the member has not been received. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final and binding on the members.
9. Members can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-a-versa. However, in case member cast his/her vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be invalid.
10. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional.
11. The members who are falling under the definition of related parties for the respective resolutions are in terms of Section 188 of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement, required to be abstain from voting irrespective of whether such member(s) is/are party to the transaction or not. Any vote cast by them either electronically or physically shall not be considered.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail :

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
For CDSL : 16 digits beneficiary ID,
For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
For Physical Form : Members should enter Folio Number registered with the Company.
- (iv) Thereafter please enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below.
Now, fill up the following details in the appropriate boxes:

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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 the 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 Resolutions.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the password then enter the User ID, the image verification code and thereafter click on Forgot Password & then enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy :

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on **10:00 AM on Saturday, 6th December, 2014 and end on Monday, 5th January, 2015 at 6:00 PM**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on close of business hours of 21st November, 2014 (the cut-off date) 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.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The instructions for members for voting by physical Postal Ballot Form :

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the scrutinizer, on or before **Monday, 5th January, 2015** to be eligible for being considered, failing which, in will be strictly treated as if no reply has been received from the member.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy is permitted thereof.

PROPOSED POSTAL BALLOT RESOLUTIONS WITH EXPLANATORY STATEMENT

SPECIAL BUSINESS

SUB : TO MODIFY TERMS OF RE-APPOINTMENT OF SRI. B K AGARWALLA (DIN: 00129140) AS THE CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY.

Resolution No.1 : To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

"RESOLVED That the Ordinary Resolution passed by postal ballot result of which was declared on 25th March, 2011 for the re-appointment of Sri B K Agarwalla (DIN: 00129140) as the Chairman and Whole-time Director of the Company for a period of five years with effect from 1st April, 2011 be and is hereby ratified and amended to the effect that Sri B K Agarwalla shall be subject to retirement by rotation.

RESOLVED FURTHER That such retirement shall not, if Sri B K Agarwalla is reappointed at the same meeting at which he retires by rotation, affect his appointment as the Chairman and Whole-time Director of the Company which shall continue to be for a period of five years with effect from 1st April, 2011 and other terms and conditions of his appointment and remuneration shall remain unaltered as provided in the said Ordinary Resolution passed through postal ballot."

SUB : TO MODIFY TERMS OF RE-APPOINTMENT OF SRI. S C AGARWALLA (DIN: 00088384) AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY.

Resolution No.2 : To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

“RESOLVED That the Ordinary Resolution passed by postal ballot result of which was declared on 25th March, 2011 for the re-appointment of Sri S C Agarwalla (DIN: 00088384) as the Managing Director and Chief Executive Officer (CEO) of the Company for a period of five years with effect from 1st April, 2011 be and is hereby ratified and amended to the effect that Sri S C Agarwalla shall be subject to retirement by rotation.

RESOLVED FURTHER That such retirement shall not, if Sri S C Agarwalla is reappointed at the same meeting at which he retires by rotation, affect his appointment as the Managing Director and Chief Executive Officer (CEO) of the Company which shall continue to be for a period of five years with effect from 1st April, 2011 and other terms and conditions of his appointment and remuneration shall remain unaltered as provided in the said Ordinary Resolution passed through postal ballot.”

SUB : TO MODIFY TERMS OF RE-APPOINTMENT OF SRI. SUBODH AGARWALLA (DIN: 00339855) AS THE WHOLE TIME DIRECTOR AND CHIEF OPERATING OFFICER (COO) OF THE COMPANY.

Resolution No.3 : To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

“RESOLVED That the Special Resolution passed by postal ballot result of which was declared on 25th March, 2011 for the re-appointment of Sri Subodh Agarwalla (DIN: 00339855) as the Whole Time Director and Chief Operating Officer (COO) of the Company for a period of five years with effect from 1st April, 2011 be and is hereby ratified and amended to the effect that Sri Subodh Agarwalla shall be subject to retirement by rotation.

RESOLVED FURTHER That such retirement shall not, if Sri Subodh Agarwalla is reappointed at the same meeting at which he retires by rotation, affect his appointment as the Whole Time Director and Chief Operating Officer (COO) of the Company which shall continue to be for a period of five years with effect from 1st April, 2011 and other terms and conditions of his appointment and remuneration shall remain unaltered as provided in the said Special Resolution passed through postal ballot.”

SUB : INCREASE IN REMUNERATION OF SRI. SUDHANSHU AGARWALLA, PRESIDENT OF THE COMPANY :

Resolution No.4 : To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

“RESOLVED That pursuant to the provisions of Section 188(1)(f) and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with sub-rule (3)(b) of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, and pursuant to Clause 49 of the Listing Agreement with the Stock Exchange(s), (as amended from time to time by Stock Exchange or by the Securities and Exchange Board of India and for the time being in force), the consent of the Company be and is hereby accorded to Sri Sudhanshu Agarwalla, a related party of the Company, for holding and continuing to hold an office or place of profit as the President (or such other designation as may be assigned from time to time by the Nomination and Remuneration Committee and approved by the Board of Directors) at a remuneration of Rs 4,40,000 per month, with effect from 1st October 2014, with an authority to the Board of Directors to sanction at their discretion promotions and increments to Sri Sudhanshu Agarwalla and to pay annually such sum as commission not exceeding 0.50% of Free On Board (FOB) value of export sales, as they may deem fit and proper.”

“RESOLVED FURTHER That Sri B K Agarwalla, Chairman of the Company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications, documents, writings, that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto without being required to seek any further consent or approval thereto expressly by the authority of this resolution for the purpose of giving effect to this resolution.”

SUB: APPROVAL OF RELATED PARTY TRANSACTIONS

Resolution No.5 : To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

“RESOLVED That pursuant to the Clause 49 of the Listing Agreement with the Stock Exchange(s), (as amended from time to time by Stock Exchange or by the Securities and Exchange Board of India and for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members 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) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial for the Company with related parties of the Company, during the every financial year commencing after 31st March, 2014 up to the maximum amounts per financial year, as mentioned herein below :

SL. No.	Name of the Related Party	Nature of Transaction	Value of Transaction
1	Anjaney Alloys Ltd.	Financial Assistance in the form of Guarantee, Investment, Loans & Advances, Purchase & Sale of both goods and materials	Rs 1000 Crores per financial year
2	AXL-Exploration Pvt. Ltd.	Financial Assistance in the form of Guarantee, Investment, Loans & Advances.	Rs 25 Crores per financial year
3	Anjaney Minerals Ltd.	Financial Assistance in the form of Guarantee, Investment, Loans & Advances.	Rs 25 Crores per financial year
4	Anjaney Ferro Alloys Ltd.	Purchase & Sale of both goods and materials	Rs 1000 Crores per financial year
5	Maithan Steel & Power Ltd.	Purchase & Sale of both goods and materials	Rs 25 Crores per financial year

“RESOLVED FURTHER That the Board be and is hereby authorised to negotiate and settle the terms and conditions of related party transactions and all others matters incidental thereto and to give such directions as considered necessary including delegating all or any of the powers herein conferred to any committee of directors, executive chairman, managing director, whole time director(s), director(s) and/or any officers of the Company, and authorise them to sign and execute all agreements, applications, contracts, deeds, and/or documents that may be required, on behalf of the Company and the Board hereby further authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto without being required to seek any further consent or approval thereto, for the purpose of giving effect to this resolution.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Resolution No. 1 to 3

Members of the Company vide postal ballot resolutions result of which was declared on 25th March, 2011, had re-appointed:

- 1] Sri B K Agarwalla as the Whole Time Director and Chairman of the Company for a period of 5 years, with effect from 1st April, 2011 upto 31st March, 2016.
- 2] Sri S C Agarwalla as the Managing Director and Chief Executive Officer of the Company for a period of 5 years, with effect from 1st April, 2011 upto 31st March, 2016.
- 3] Sri Subodh Agarwalla as the Whole Time Director and Chief Operating Officer of the Company for a period of 5 years, with effect from 1st April, 2011 upto 31st March, 2016.

In terms of their appointments they are not liable to retire by rotation.

As per Section 152 of the Companies Act, 2013, at least two-thirds of the total number of Directors (excluding independent directors) of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation. Accordingly, as on date the Company has five directors other than independent directors, at least four directors (being more than two thirds of the number of non-independent directors) will have to be liable to retire by rotation. As per provisions of Section 149(13) of the Companies Act, 2013, independent directors are not liable to retire by rotation.

To comply with the provisions of Section 152 of the Companies Act, 2013, the Chairman and Whole Time Director, Managing Director and Chief Executive Officer and Whole time Director & Chief Operating Officer are proposed to be made directors whose period of office is liable to determination by retirement of directors by rotation. Further in accordance with the revised provisions of Clause 49 of the Listing Agreement the Company also proposes to ratify their appointments.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' boards and committees in respect of Sri B K Agarwalla, Sri S C Agarwalla and Sri Subodh Agarwalla are given below:

Detailed profile of Sri B. K. Agarwalla is given as under :

- a) **Date of Birth** : 06.02.1946
- b) **Qualifications** : B.Com
- c) **Expertise in specific functional area** : Sri B K Agarwalla is an eminent industrialist and is associated with various Industries such as refractories, ferro alloys, iron & steel, coal mining, etc. He has rich experience of more than 40 years in the fields of Finance, Marketing, General Management, Corporate Governance, Strategic issues, Corporate & Financial structuring, Resource Mobilization etc.
- d) **Shareholding in Maithan Alloys Limited as on the date of this Notice** : 292750 shares of Rs 10/- each.
- e) **Directorships held in other Indian Public Limited Companies**
 1. Anjaney Ferro Alloys Ltd.
 2. Anjaney Alloys Ltd.
 3. Maithan Ispat Ltd.
- f) **Membership / Chairmanship of Committees in Indian Public Limited Companies**
 1. Maithan Ispat Ltd. (Chairman –Audit Committee)
 2. Maithan Ispat Ltd. (Chairman –Remuneration Committee)

g) **No. of ESPOs granted** : NIL

h) **Relationship between Directors inter-se** : None

Detailed profile of Sri S.C. Agarwalla is given as under:

- a) **Date of Birth** : 27.11.1951
- b) **Qualification** : B.Com
- c) **Expertise in specific functional area** : Sri S C Agarwalla possesses over 35 years of rich experience in ferro alloys and various other industries. He has a strong understanding of business processes and excellent communication & man management skills. He focuses on Project Setup, Corporate Planning & Business Development, Human Resource Development, Planning & Budgeting and related functions
- d) **Shareholding in Maithan Alloys Limited as on the date of this Notice** : 98750 shares of Rs 10/- each.
- e) **Directorships held in other Indian Public Limited Companies**
 1. Anjaney Alloys Ltd.
 2. Anjaney Ferro Alloys Ltd.
 3. Jibralter Traders Ltd.
 4. Damodar Valley Power Consumers' Association
- f) **Membership / Chairmanship of Committees in Indian Public Limited Companies**
 1. Anjaney Alloys Ltd. (Member- Audit Committee)
 2. Anjaney Ferro Alloys Ltd. (Member- Remuneration Committee)

g) **No. of ESPOs granted** : NIL

h) **Relationship between Directors inter-se** : Sri S C Agarwalla is the father of Sri Subodh Agarwalla, Whole Time Director

Detailed profile of Sri Subodh Agarwalla is given as under :

- a) **Date of Birth** : 12.09.1978
- b) **Qualifications** : B.Tech (ITBHU) & MBA (IIM-Bangalore)
- c) **Expertise in specific functional area** : Sri Subodh Agarwalla has experience in production management and cost control.
- d) **Shareholding in Maithan Alloys Limited as on the date of this Notice** : 1,80,000 shares of Rs 10/- each.
- e) **Directorships held in other Indian Public Limited Companies**
 1. Jibralter Traders Ltd.
 2. Snowtex Securities Ltd.
- f) **Membership / Chairmanship of Committees in Indian Public Limited Companies** : None
- g) **No. of ESPOs granted** : NIL
- h) **Relationship between Directors inter-se** : Sri Subodh Agarwalla is the son of Sri S.C. Agarwalla, Managing Director.

Copies of the resolutions passed vide postal ballot, result of which was declared on 25th March, 2011 and Original Agreement entered into with Sri B

K Agarwalla, Sri S C Agarwalla and Sri Subodh Agarwalla for their reappointment are available for inspection at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on all working days (Monday to Saturday) upto the last date of submission of postal ballot form.

There is no change in remuneration paid to Sri B K Agarwalla and Sri S C Agarwalla. The Board of Directors at its meeting held on 8th November, 2014, pursuant to the authority granted by the shareholders while approving the reappointment of Sri Subodh Agarwalla, approved an increase in his remuneration from 3.50 lacs per month to Rs 4.40 per month which is within the overall limit of Rs 10 lac per month as set earlier by the members. Apart from monthly remuneration Sri Subodh Agarwalla is also entitled to such sum to be paid as commission not exceeding 1.50% of the Net Profit of the Company.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to applicable provisions of the Companies Act, 2013 and information pursuant to Clause 49 of the Listing agreement.

Save and except Sri B K Agarwalla, Director of the Company and their respective relatives, none of the other directors, key managerial personnel of the Company and/or their respective relatives are, in any way, concerned or interested financially or otherwise in the resolution as proposed at Item No. 1.

Save and except Sri S C Agarwalla and Sri Subodh Agarwalla Directors of the Company and their respective relatives, none of the other directors, key managerial personnel of the Company and/or their respective relatives are, in any way, concerned or interested financially or otherwise in the resolution as proposed at Item No. 2 & 3.

Resolution No. 4

Sri Sudhanshu Agarwalla was appointed as Vice President with effect from 01.04.2004 and subsequently elevated as President of the Company with effect from 01.4.2007 with the consent of the members of Company. Pursuant to the applicable provisions of the Companies Act, 1956 the Company accorded necessary approval from the Central Government for payment of remuneration to him. The Company since 01.04.2010, paid him a consolidated remuneration of Rs 3,00,000/- per month (till date).

The Nomination and Remuneration Committee reviewed the performance of Sri Sudhanshu Agarwalla (President) and formed an opinion that he has effectively handled Export Marketing, efficiently managed the import of raw materials and significantly contributed for development of overseas business. The Nomination and Remuneration Committee was also of opinion that he should be adequately compensated matching with his capability and potential to drive future initiative in terms of business growth & increased marketing activities of the Company. Audit Committee also accorded their approval with respect to appointment of Sri Sudhanshu Agarwalla as the President of the Company and payment of remuneration, as provided in the resolution.

Pursuant to the recommendation made by the Nomination and Remuneration Committee and upon approval of Audit Committee, the Board of Directors at its' meeting held on 8th November, 2014 reappointed Sri Sudhanshu Agarwalla as President at higher remuneration subject to the approval of Shareholders.

The Board of Directors further observed that Sri Sudhanshu Agarwalla has unique quality of leadership to tap the foreign market. This has helped him to boost the sales even in the stagnant market. The Board of Directors, accordingly, considered and approved an increase in remuneration of Sri Sudhanshu Agarwalla from Rs 3,00,000/- (Rupees Three Lac only) per month to Rs. 4,40,000/- (Rupees Four Lac Forty Thousand only) per month with effect from 1st October 2014. The Board has also approved the payment of such sum as commission not exceeding 0.50% of Free On Board (FOB) value of export sales, as they may deem fit and proper. The increase in remuneration is subject to approval of shareholders.

Since, Sri Sudhanshu Agarwalla is a relative of a Director, and the proposed monthly remuneration paid or to be paid is in excess of the prescribed limit of Rs 2.5 Lakhs per month, therefore prior approval of members by means of a special resolution is required under the provisions of sub-rule (3) (b) of Rule 15 of Companies (Meetings of Board and its Powers), Rules 2014 read with Section 188 of the Companies Act, 2013 and also to hold and continue to hold an office or a place of profit in the Company. The proposed remuneration will be paid, to Sri Sudhanshu Agarwalla upon sanction of the shareholders with effect from 1st October, 2014.

The details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is given below:

Name of the Related Party	Sri Sudhanshu Agarwalla
Name of the Director or Key Managerial Personnel who is related, if any	Sri S C Agarwalla and Sri Subodh Agarwalla
Nature of Relationship	Sri Sudhanshu Agarwalla is son of Sri S C Agarwalla and brother of Sri Subodh Agarwalla
Nature, Material Terms, monetary value and Particulars of Contract or Arrangement	Appointment of Sri Sudhanshu Agarwalla as the President of the Company at a remuneration of Rs 4,40,000/- per month and annual payment of such sum as commission not exceeding 0.50% of Free On Board (FOB) value of export sales.
Any other information relevant or important for the members to take a decision on the proposed transactions.	Sri Sudhanshu Agarwalla is MBA (Finance) and is looking after the export and import of the goods of the Company over the last 10 years under the guidance of Chairman & Managing Director of the Company.

The Company is accordingly proposing this resolution for appointment of Sri Sudhanshu Agarwalla as the President of the Company for the consideration of the Members except those members falling under the definition of related parties. The members who are falling under the definition of related parties are in terms of section 188 of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement required to be abstain from voting irrespective of whether such member(s) is/are party to the transaction or not.

Your Directors recommend the special resolution in terms of the provisions of Clause 49 of the Listing Agreement and Section 188 of the Companies Act, 2013 for your approval by voting through postal ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Sri Sudhanshu Agarwalla is son of Sri S C Agarwalla and brother of Sri Subodh Agarwalla. Hence, Sri S C Agarwalla being Key Management Person and his relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. Sri Subodh Agarwalla, Director and his relatives are also deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Except Sri S C Agarwalla and Sri Subodh Agarwalla, none of the other directors or other key managerial personnel of the Company and their respective relatives is/are, in any way, concerned or interested, financially or otherwise in the resolution, set out at item no. 4.

Resolution No. 5

Section 188(1) of the Companies Act, 2013 provides that subject to such conditions as prescribed in rules framed in this regard, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein. It is further provided that in case of a company having paid up share capital of not less than such amount or transactions not exceeding such sums as are prescribed in the rules framed in this regard, no contract or arrangement shall be entered into except with the prior approval of the company by a special resolution. It is further provided that nothing in Section 188(1) shall apply to any transactions entered into by the company which are entered in its ordinary course of business and are at arm's length.

In terms of the Clause 49 of the Listing Agreement, all material related party transactions even though exempted under Section 188(1) of the Companies Act, 2013, have to be approved by the Members by way of a special resolution.

The Company in the course of its business is required to enter into contracts or arrangements with its related parties as defined under the Companies Act, 2013, for purchase & sale of both raw material and finished goods and are also required to provide financial assistance in the form of corporate guarantee, investment, loans & advances.

Your Company's transactions with Anjaney Alloys Limited, AXL-Exploration Pvt. Ltd. Anjaney Minerals Limited (Subsidiaries of the Company), Anjaney Ferro Alloys Limited, Maithan Steel & Power Limited qualifies as 'Related Parties Transactions' pursuant to the applicable provisions of the Companies Act, 2013 and/or Clause 49 of the Listing Agreement with the Stock Exchange(s), (as amended and made applicable with effect from 1st October, 2014 by Stock Exchange/ Securities and Exchange Board of India and herein after referred as "the Clause 49"). The transactions relates to among others, purchase/sale of plant & machineries, equipment(s), spare part(s), raw material(s), finished goods, etc. and rendering or availing of services, corporate guarantees, borrowings and interest thereon and/or other related transactions thereof.

It is therefore, proposed to seek approval of such transactions which are either existing or proposed to be entered into by the Company with its related parties as stated in the resolution by way of a special resolution on an ongoing basis in every financial year commencing after 31st March, 2014 subject to an aggregate limit as stated for the total value of all such transactions in each financial year of the Company.

Your Company always strives to enter into transactions with its related parties in the course of business at arm's length basis and, the management also believes that related party transactions are on arm's length basis as explained under section 188 of the Companies Act, 2013. However, Members' approval is sought under the relevant provisions of the Act as an abundant caution.

The details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is given below:

1]	Name of the Related Party	Anjaney Alloys Limited
	Name of the Director or Key Managerial Personnel who is related, if any	None
	Nature of Relationship	Wholly owned Subsidiary Company
	Nature, Material Terms, monetary value and Particulars of Contract or Arrangement	a) Nature of Transaction : 1] Financial Assistance in the form of guarantee, investment, loans & advances. 2] Purchase & Sale of both goods and materials. b) Material Terms : 1] The Company has provided corporate guarantees in support of Anjaney Alloys Ltd. for term loan and external commercial borrowing (ECB) availed by them from their bankers. As on 30.09.2014 Guarantee provided to bank in respect of term loan and ECB extended by them to Anjaney Alloys Limited is Rs. 174.47 Crore. No fees is charged by the Company for providing such corporate guarantees. The Company also provides loans to Anjaney Alloys Ltd. 2] Commercial terms for purchase and sale of goods & materials are usually as per standard contracts. For contracts to contracts, the terms that change are shipment period, price, packing quantity, delivery and quality for sale/purchase of goods and materials. The price for purchase and sale of finished goods shall be at prevailing market rate. For sale/purchase of raw materials price shall be the aggregate of rate of cost of purchase plus such sum not exceeding 3% of the cost of such purchase. Price for sale and purchase of spare parts shall be at negotiated price. All other terms shall be as per standard agreed format between both the parties. c) Monetary value : INR 1000 Crores per financial year d) Particulars of the Contract or arrangement : Financial Assistance in the form of guarantee, investment, loans & advances in the course of business and purchase and sale of goods & materials.
	Any other information relevant or important for the members to take a decision on the proposed transactions.	None
2]	Name of the Related Party	AXL-Exploration Pvt. Ltd.
	Name of the Director or Key Managerial Personnel who is related, if any	None
	Nature of Relationship	Subsidiary Company
	Nature, Material Terms, monetary value and Particulars of Contract or Arrangement	a) Nature of Transaction : Financial Assistance in the form of guarantee, advances, investment advances and loans. b) Material Terms : The Company provides loans and advances to AXL-Exploration Pvt. Ltd for its general corporate purposes. c) Monetary value : INR 25 Crores per financial year d) Particulars of the Contract or arrangement : Financial Assistance in the form of guarantee, investment, advances, loans, etc in the course of business.
	Any other information relevant or important for the members to take a decision on the proposed transactions.	None
3]	Name of the Related Party	Anjaney Minerals Ltd.
	Name of the Director or Key Managerial Personnel who is related, if any	None
	Nature of Relationship	Subsidiary Company
	Nature, Material Terms, monetary value and Particulars of Contract or Arrangement	a) Nature of Transaction : Financial Assistance in the form of guarantee, investment, loans and/or advance. b) Material Terms : The Company provides loans & advances to Anjaney Minerals Ltd. for its business purpose and general corporate purposes. c) Monetary value : INR 25 Crores per financial year d) Particulars of the Contract or arrangement : Financial Assistance in the form of guarantee, investment, loans & advances in course of business.
	Any other information relevant or important for the members to take a decision on the proposed transactions.	

	Any other information relevant or important for the members to take a decision on the proposed transactions.	None
4]	Name of the Related Party	Anjaney Ferro Alloys Limited
	Name of the Director or Key Managerial Personnel who is related, if any	Sri B K Agarwalla, Chairman, Sri S C Agarwalla Managing Director (Key Managerial Personnel) and Sri Subodh Agarwalla
	Nature of Relationship	Company in which Director is also a director and holds together with its relative more than 2% of equity capital of the Company
	Nature, Material Terms, monetary value and Particulars of Contract or Arrangement	a) Nature of Transaction: Purchase & Sale of both goods and materials. b) Material Terms: Commercial terms for purchase and sale of goods & materials are usually as per standard contracts. For contracts to contracts, the terms that change are shipment period, price, packing quantity, delivery and quality for sale/purchase of goods and materials. The price for purchase and sale of finished goods shall be at prevailing market rate. For sale/purchase of raw materials price shall be the aggregate of rate of cost of purchase plus such sum not exceeding 3% of the cost of such purchase. Price for sale and purchase of spare parts shall be at negotiated price. All other terms shall be as per standard agreed format between both the parties. c) Monetary value: INR 1000 Crores per financial year d) Particulars of the Contract or arrangement: Financial Assistance in the form of guarantee, investment, advances & loans in the course of business and purchase & sale of both raw materials and finished goods.
	Any other information relevant or important for the members to take a decision on the proposed transactions.	None
5]	Name of the Related Party	Maithan Steel & Power Limited
	Name of the Director or Key Managerial Personnel who is related, if any	Sri B K Agarwalla, Chairman
	Nature of Relationship	Company in which Director holds together with its relative more than 2% of equity capital of the Company.
	Nature, Material Terms, monetary value and Particulars of Contract or Arrangement	a) Nature of Transaction: Purchase & Sale of goods & materials. b) Material Terms : Commercial terms for purchase and sale of goods are usually as per standard contracts. For contracts to contracts, the terms that change are shipment period, price, packing quantity, delivery and quality for sale/purchase of finished goods and raw materials. The price for purchase and sale of finished goods shall be at prevailing market rate. Price for sale and purchase of goods & spare parts shall be at negotiated price. All other terms shall be as per standard agreed format between both the parties. c) Monetary value : INR 25 Crores per financial year d) Particulars of the Contract or arrangement : purchase & sale of good and materials.
	Any other information relevant or important for the members to take a decision on the proposed transactions.	None

The proposed transactions qualify as material related party transactions as defined under Clause 49(VII) of the Listing Agreement and monetary value of transactions are in excess of limit prescribed under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The Company is accordingly proposing this resolution to authorize the Board of Directors to enter into the related party transactions upto such limit as provided in the resolution and for the consideration of the Members except those members falling under the definition of related parties. The members who are falling under the definition of related parties are in terms of section 188 of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement required to be abstain from voting irrespective of whether such member(s) is/are party to the transaction or not.

Your Directors recommend the special resolution in terms of the provisions of Clause 49 of the Listing Agreement and Section 188 of the Companies Act, 2013 for your approval by voting through postal ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

None of the directors, promoters and key managerial personnel of the Company hold more then 2% of the paid-up capital of Anjaney Alloys Ltd., Anjaney Minerals Limited, AXL-Exploration Pvt. Ltd. & Maithan Steel & Power Ltd. Sri Subodh Agarwalla holds 216000 equity shares (being 4.83% of paid up capital) of Anjaney Ferro Alloys Ltd.

Save and except Sri B K Agarwalla, Sri S C Agarwalla and Sri Subodh Agarwalla Directors of the Company and their respective relatives, none of the other directors, key managerial personnel of the Company and/or their respective relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

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

Date : 08.11.2014
Place : Kolkata

Rajesh K Shah
Company Secretary