



ADHUNIK METALIKS LIMITED

Regd. Office : 14, Netaji Subhas Road, Kolkata - 700 001

Dear Members,

Notice is hereby given in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 as amended by the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 to transact the following Special Business by Postal Ballot :

ITEM NO. 1

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Section 17 and all other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other necessary approvals, permissions and sanctions from the appropriate authorities, as may be required and subject to such terms and modifications as may be specified while according such approvals, permissions and sanctions, the consent of the members be and is hereby accorded to the Company to alter Clause III A of the Memorandum of Association of the Company by substituting existing sub- clause 3 with the following new sub- clause 3 and by adding following new sub- clause 5 after sub- clause 4 relating to Main Objects of the Company :-

3. To manufacture, produce, beneficiate, refine, work, alter, process, exchange, improve, transport, handle, buy, sell, market, deal, trade, distribute, import, export all kinds of iron ores, manganese ore, lime stone, quartz, dolomite etc. and all types of natural resources, concentrates, minerals and mineral based products, coal, coke, coal dust, charcoal, petroleum cake, copper, bauxite, uranium and all types of allied products and by-products, ferrous and non-ferrous metals and their alloys including iron & steel, alloy steel products, stainless steel products, ferro alloy, other alloys and their products whether domestic or international.

5. To purchase, take on lease, tenancy or in exchange, hire or on royalty basis or otherwise acquire any mine, mining rights and to carry on any business relating to exploration, prospecting, mining, or washing or preparation of ores, minerals and other products or to execute any contract/subcontract or to work as contractor/subcontractor/ raising contractor either on its own or through or jointly with any other party(ies) or through job work or to prospect for, to obtain exploring licences or through Job work or otherwise acquire all kinds of mines, quarries and mineral properties and lands in India or anywhere in the world believed to contain any type of natural resources such as ores or mineral, coal, limestone, dolomite, saline or chemical substances and also grants, concessions, leases, claims, licenses of or other interests in mines, mining rights and metalliferous land and any interest therein and to explore, work, exercise, develop and other rights and privileges which the company may think necessary or convenient for the purpose of its business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all acts, deeds and things already done by the Board or by any authorised representative of the Company in this regard be and are hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers granted or conferred herein to any Committee of Directors or its Chairman or any other Officials/Authorised Representative of the Company to give effect to the aforesaid resolutions including filing of necessary forms with the Registrar of Companies.

RESOLVED FURTHER THAT any Director be and is hereby authorised to submit copy of this resolution to all concerned as and when required/desired."

ITEM NO. 2

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act 1956, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "SEBI Guidelines"), as amended, listing agreement(s) entered into by the Company with the stock exchanges where the securities of the Company are listed, guidelines and regulations issued by the Reserve Bank of India and any other law for the time being in force as may be amended from time to time and subject to such other approvals, consents, permissions and sanctions, as may be applicable, including such conditions and modifications as may be prescribed or while granting such approvals, consents, permissions and sanctions, if any, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Compensation Committee of the Board), the consent of the members of the Company be and is hereby accorded to the Board for adoption and implementation of one or more ESOP Schemes and to create, offer, issue and grant/allot, at any time stock options being exercisable into not more than 12349954 equity shares (One Crore Twenty Three Lacs Forty Nine Thousand Nine Hundred Fifty Four Only) (10% of the Current Paid-up Equity Share Capital) of the Company of face value Rs. 10 each, to or for the benefit of the permanent employees of the Company, whether working in India or out of India, including the Directors of the Company, whether whole-time or not, pursuant to one or more ESOP Schemes, each option being convertible into one fully-paid up equity share of the Company having a face value of Rs. 10/-, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP Schemes.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, for the purpose of making a fair and reasonable adjustment, the number of options to be granted and / or the exercise price payable under the Schemes shall be appropriately adjusted, without affecting any other rights or obligations under the Schemes.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10 per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees.

RESOLVED FURTHER THAT the Board / Compensation Committee would formulate the terms and conditions of the ESOP Schemes including the total number of options to be granted, identification of eligible employees entitled to participate, requirements of vesting and period of vesting, maximum period within which the option shall be vested, exercise price or pricing formula, exercise period and process of exercise, maximum number of options to be issued per eligible employee and in aggregate, accounting policies, method of valuation of options, disclosure in Directors' Report etc. and the grant of any Options under the schemes shall be in accordance with such terms and conditions as decided by the Board and/or Compensation Committee from time to time in accordance with the SEBI Guidelines.

RESOLVED FURTHER THAT the Equity shares to be issued and allotted by the Company under the ESOP Schemes, shall in all respects rank pari passu with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the ESOP Schemes on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate/ sub-delegate such of its powers, privileges and authorisations as may be required to be delegated/ sub-delegated in connection with the adoption and implementation of the ESOP Schemes, to Compensation Committee or a Committee of Directors and/or Officer(s) of the Company appointed by the Board for the purpose, in its full and absolute discretion, as may be deemed appropriate by it.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make such modifications, changes, variations, alterations or revisions in the ESOP Schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle matters and do all such acts, matters, and things including but not limited to finalising and executing agreements, contracts and other documents, as it may, in its discretion deem necessary or expedient, to give effect to the foregoing resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

ITEM NO. 3

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (herein referred to as the "SEBI Guidelines"), as amended, listing agreement(s) entered into by the Company with the stock exchanges where the securities of the Company are listed, guidelines and regulations issued by the Reserve Bank of India and any other law for the time being in force as amended from time to time and subject to such other approvals, consents, permissions and sanctions, as may be applicable, including such conditions and modifications as may be prescribed or while granting such approvals, consents, permissions and sanctions, if any, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which shall be deemed to include any Committee including Compensation Committee of the Board), the consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of one or more ESOP Schemes as proposed in the Resolution No. 002 in this Notice to create, offer, issue and grant/allot at any time stock options being exercisable into not more than 12349954 equity shares (One Crore Twenty Three Lacs Forty Nine Thousand Nine Hundred Fifty Four Only) (10% of the Current Paid-up Equity Share Capital) of the Company of face value Rs. 10 each, to or for the benefit of the permanent employees of the following subsidiaries, whether working in India or out of India including the Directors of the subsidiaries namely M/s. Orissa Manganese & Minerals Limited and M/s. Adhunik Power & Natural Resources Limited whether whole-time or not, each option being convertible into one fully-paid up equity share of the Company having face value of Rs. 10/- at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP schemes :

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, for the purpose of making a fair and reasonable adjustment, the number of options to be granted and / or the exercise price payable under the Schemes shall be appropriately adjusted, without affecting any other rights or obligations under the Schemes.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the ESOP schemes , shall in all respects rank pari-passu with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps, if required, for listing of the Equity Shares allotted under the ESOP schemes on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate/sub-delegate such of its powers, privileges and authorisations as may be required to be delegated/ sub-delegated in connection with the adoption and implementation of the ESOP schemes, to a Committee of Directors and/or Officer(s) of the Company appointed by the Board for the purpose, in its full and absolute discretion, as may be deemed appropriate by it.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make such modifications, changes, variations, alterations or revisions in the ESOP Schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle matters and do all such acts, deeds, matters and things including but not limited to finalising and executing agreements, contracts, deeds and other documents, as it may, in its discretion deem necessary or expedient, to give effect to the foregoing resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution. "

ITEM NO. 4

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT pursuant to sections 198, 269, 309 and 310 and Schedule XIII and other applicable provisions of the Companies Act, 1956 and in furtherance to the resolution passed unanimously by the members of the Company at the Annual General Meeting held on 11.09.2009 relating to the re-appointment & remuneration of Shri Manoj Kumar Agarwal w.e.f. 16.03.2009, the consent of the members of the Company is further granted to the payment of the remuneration as approved to Shri Manoj Kumar Agarwal, even if it is beyond the minimum remuneration as provided in Part II, Section II of Schedule XIII of the Companies Act, 1956 in case of absence or inadequacy of profits for the balance period of his existing tenure of appointment which is 5 years w.e.f 16.03.2009, provided that such excess remuneration shall be paid only w.e.f. such date as the Central Government may approve.

RESOLVED FURTHER THAT the Board of Directors (including Committee thereof) be and are hereby authorised to obtain all approvals as may be required and to file all necessary Returns and to do all such other acts, deeds and things as may be necessary to give effect to the above resolution and matters incidental thereto or in connection therewith."

By Order of the Board of Directors of

Adhunik Metaliks Limited

Sd/-

Anand Sharma

Company Secretary

Dated : 29.08. 2012

Place : Kolkata

NOTES :

1. Explanatory Statement pursuant to Sections 173(2) and 192A of the Companies Act, 1956 is appended hereto and forms part of this Notice.
2. The Board of Directors of the Company has appointed **FCS Deepak Kumar Khaitan, a Practising Company Secretary, as Scrutiniser** for conducting the Postal Ballot process in a fair and transparent manner.
3. You are requested to peruse the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed envelope, so as to reach the Scrutinizer **on or before 16th October, 2012**. Postal Ballot Form received after the said date will not be valid.
4. The members are requested to exercise their voting rights by using the enclosed Postal Ballot Forms only.
5. The result of the Postal ballot will be announced on **19th October, 2012 at 4:00 P.M.** at the Registered Office of the Company as per the applicable Rules in the presence of the members who attend as above and the resolution will be taken as passed as on that date, if the result of the Postal Ballot indicates that the requisite majority of Members has assented to the Resolution.
6. The Result of the Postal Ballot will also be published in the newspaper(s) within 48 hours of its declaration and will be placed at the Company's website - www.adhunikgroup.com.
7. The Company is providing voting only through Postal Ballot.

By Order of the Board of Directors of

Adhunik Metaliks Limited

Sd/-

Anand Sharma

Company Secretary

Dated : 29.08. 2012

Place : Kolkata

Members who wish to be present at the time of declaration of the result may do so at the above venue.

ITEM NO. 1

Your Company is carrying out business of Iron & Steel for over a decade and has established itself as one of the leading steel manufacturing concern in East India. Your Company is one of the first in a decade to open up Captive Mine (Iron ore Mine) to start with.

The Indian economy is currently growing at a robust rate and it is expected that the pace of growth will get further momentum in the coming years. In this era of rapid economic liberalization and growth, the Company is also looking at various other business opportunities in the area of mining and metal in India and in other Countries.

In order to capitalize such opportunities and to wider the gamut of working of the company, it is proposed to amend Clause III A of the Memorandum of Association of the Company by substituting existing sub-clause 3 with a new sub-clause 3 and by adding a new sub-clause 5 after sub-clause 4 relating to Main Objects of the Company. The proposed business under the existing circumstances may conveniently and advantageously be combined with the existing business of the Company.

The aforesaid substitution and addition of Object Clause will enable the Company to carry on its business more economically and efficiently and to attain its main purpose by new or improved means.

As Section 17 of the Companies Act, 1956 requires any alteration of the objects clause of the Memorandum of Association of the Company to be approved only by means of Special Resolution passed by the Shareholders of the Company and section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2001 as amended by the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 requires the same to be approved by the shareholders only through postal ballot. Your approval is being sought for the same by means of a special resolution through postal ballot.

Therefore these Resolutions are being sent to seek your consent, by way of Postal Ballot as per the requirements of the Companies Act, 1956.

A copy of Memorandum & Articles of Association and a copy of Board Resolutions dated 29.08.2012 are open for inspection by members on any working day during 11.00 a.m. to 1.00 p.m. upto the date of declaration of results of postal ballot at the registered office of the company.

Your Directors consider the said resolution in the interest of the Company and therefore recommends the same for your approval.

None of the Directors are concerned / interested in the proposed resolution except to the extent of shareholding in the Company.

ITEM NO. 2 & 3

The Company recognizes and appreciates the critical role played by the employees of the Company and its subsidiaries in bringing about growth of the organization. It strongly feels that the value created by them should be shared with them.

In order to provide incentive and to retain, attract, reward and motivate the employees for high levels of individual performance and for extraordinary efforts thereby resulting into improved financial performance of the Company and to promote the culture of employee ownership in the Company, it is imperative that the employees should be made partners in the long term growth of the Company.

The main features of the employee stock option schemes and the information as required to be given pursuant to clause 6.2 of the SEBI Guidelines are as under :

1. Total number of options to be granted :

Employee Stock Options exercisable into not more than 12349954 equity shares (One Crore Twenty Three Lacs Forty Nine Thousand Nine Hundred Fifty Four Only) (10% of the Current Paid-up Equity

Share Capital) of the Company of face value Rs. 10 each, would be available for being granted to eligible employees of the Company and its subsidiaries, under one or more Employee Stock Option Schemes. Each option when exercised would be converted into one Equity share of Rs.10 each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

2. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s) :

All permanent employees, including the Directors of the Company and the subsidiaries but excluding the promoters of the Company, as may be decided by the Compensation Committee of the Company from time to time, would be entitled to be granted stock options under the ESOP Scheme(s).

3. Transferability of employee stock options

The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

4. Requirements of vesting and period of vesting

The options granted shall vest so long as the employee continues to be in the employment of the Company and its subsidiaries, as the case may be. The Compensation Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

The options would vest not earlier than one year and not later than six years from the date of grant of options.

5. Maximum period within which the options shall be vested :

The options would vest not later than six years from the date of grant of options. The exact proportion in which and the exact period over which the options would vest would be determined, and may be altered or amended, by the Compensation Committee, subject to the minimum vesting period of one year from the date of grant of options.

6. Exercise Price :

The options will be granted at a price equal to the market price, being latest available closing price, prior to the date of the meeting of the Board of Directors / Compensation Committee, in which options are granted, on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered.

7. Exercise Period and the process of Exercise :

The Exercise period would commence from the date of vesting and will expire not later than two years from the date of vesting of options.

The options will be exercisable by the Employees by a written application to the Company / Trust, in such manner, and on execution of such documents, as may be prescribed by the Compensation Committee from time to time. The options will lapse if not exercised within the specified exercise period.

8. Appraisal Process for determining the eligibility of the employees to ESOP :

The appraisal process for determining the eligibility of the employee will be specified by the Compensation Committee of the Company, and will be based on criteria such as criticality of the role, designation, length of service, past performance record, future potential of the employee and/or

such other criteria that may be determined by the Compensation Committee of the Company at its sole discretion.

9. Maximum number of options to be issued per employee and in aggregate :

The total number of options that may be granted to any specific employee under one or more Schemes during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) at the time of grant and in aggregate shall not exceed 10% of Current Paid-up Equity Share Capital of the Company.

10. Disclosure and Accounting Policies :

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI Guidelines and other concerned Authorities.

11. Method of option valuation

To calculate the employee compensation cost, the Company may use either the Fair Value Method or Intrinsic Value Method for valuation of the options granted.

In case the Company calculates the employee compensation cost using the Intrinsic Value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall be disclosed in the Directors' Report.

The other terms and conditions for issue of stock options will be as per one or more ESOP schemes and subject to modification/ variation made by the Board of Directors/ Compensation Committee of the Company from time to time.

As the employee stock option schemes provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 and the SEBI Guidelines.

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the schemes.

ITEM NO. 4

Shri Manoj Kumar Agarwal was appointed as the Managing Director of the Company for a period of 5 (five) years from 16.03.2004 to 15.03.2009 as per the unanimous resolution passed by the members of the Company at the Extra - Ordinary General Meeting held on 15.03.2004. He was further re-appointed for another period of 5 (five) years as per the unanimous resolution passed by the members of the Company at the Annual General Meeting held on 11.09.2009. The members have resolved that in case of profits, the remuneration and perquisites to Shri Manoj Kumar Agarwal may be such as has been approved by them on 11.09.2009. However in case of absence of profits, the remuneration & perquisites payable to him shall be within the limits prescribed under Schedule XIII of the Companies Act, 1956. The Company had sufficient profits for the purpose of payment of the aforesaid remuneration and perquisites during the last 3 (three) financial years i.e. 2008-09, 2009-10 and 2010-11. However, profits in the financial year 2011-12 are not sufficient for the purpose of paying the same remuneration and perquisites. It is now proposed that since the remuneration and perquisites payable to Shri Manoj Kumar Agarwal has not been increased since his re-appointment as Managing Director w.e.f 16.03.2009, the Board considers prudent that the agreed remuneration and the perquisites be paid to Shri Manoj Kumar Agarwal even in case of absence or inadequacy of profits or beyond the conditions of Schedule XIII of the Companies Act, 1956, provided that necessary approval of the members of the Company and the Central Government is available in this regard.

Shri Manoj Kumar Agarwal has been instrumental in his efforts for streamlining the growth and development of the Company in all times. Considering his knowledge, expertise and acknowledging his continuing efforts towards catalyzing the Company's socio-financial development, it is recommended that in case

of absence or inadequacy of profit, the remuneration structure to Shri Manoj Kumar Agarwal, Managing Director be continued which was approved w.e.f 11.09.2009. The Remuneration Committee vide its resolution dated 29.08.2012 has unanimously approved the payment of remuneration to Shri Manoj Kumar Agarwal, in case of absence or inadequacy of profits or even in case the conditions of Schedule XIII of the Companies Act, 1956 are not met, provided the approval of the Board of Directors and the members of the Company and the Central Government is available for the purpose of payment of such remuneration & perquisites. The Board of Directors also, pursuant to its resolution dated 29.08.2012 has approved the resolution recommended by the Remuneration Committee as aforesaid.

Statement pursuant to Part II, Section II, Para 1 (C) of Schedule XIII of the Companies Act, 1956 is as follows :-

I. General Information

(1) Nature of the industry - Steel Industry.

Date or expected date of commencement of commercial production -

Unit	Capacity	Date or Expected Date of commencement of commercial production
Coal Washery	0.70 MTPA	26.10.2004
Sponge Iron Plant (DRI) Klin 1	100 TPD	09.05.2003
Sponge Iron Plant (DRI) Klin 2	100 TPD	26.06.2003
Sponge Iron Plant (DRI) Klin 3	100 TPD	01.04.2004
Sponge Iron Plant (DRI) Klin 4	100 TPD	01.04.2004
Sponge Iron Plant (DRI) Klin 5	100 TPD	03.07.2005
Mini Blast Furnace (MBF)	0.21 MTPA	25.06.2005
Captive Power Plant (CPP 1)	17 MW	29.03.2007
Captive Power Plant (CPP 2)	17 MW	01.07.2009
Steel Melting Shop (SMS 1)	0.25 MTPA	26.09.2005
Steel Melting Shop (SMS 2)	0.20 MTPA	01.07.2009
SMS - Stainless Steel	0.12 MTPA	15.11.2008
Oxygen Plant 1	9.79 MMCU	15.11.2008
Oxygen Plant 2	26.18 MMCU	01.10.2008
Rolling Mill	0.22 MTPA	01.01.2008
Ferro Alloy Plant 1	0.03 MTPA	23.03.2007
Ferro Alloy Plant 2	0.02 MTPA	16.03.2009
Ferro Alloy Plant 3	0.03 MTPA	30.03.2010
Sinter Plant	0.30 MTPA	01.10.2008
Lime Plant	0.06 MTPA	01.10.2008
Coke Oven Plant	0.12 MTPA	31.03.2010
Railway Siding 1	2.822 KM	18.11.2008
Railway Siding 2	Two Additional Line beside of main line 2.6 KM	31.03.2010

In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus - Not applicable

Financial performance based on given indicators

(Rs. in lakhs)

Particulars	FY 2010-2011	FY 2009-2010	FY 2008-2009
Total Income	148,977.10	129,553.97	120,047.04
Total Expenditure	142,316.49	122,764.60	116,620.33
Profit/(Loss) after tax	5,686.09	5,390.68	3,014.72

Other Financial Data	FY 2010-2011	FY 2009-2010	FY 2008-2009
Dividend (%)	15%	12.5%	10%
Earnings Per Share (Rs.)			
Basic	4.60	4.80	3.30
Diluted	4.60	4.74	2.90
Return on Networth*	8.87%	8.76%	10.33%

* Net profit after interest and tax/Shareholders fund (Equity+Preference+All Reserves) X 100

Export performance and net foreign collaborations

(Rs. in lakhs)

Particulars	FY 2010-2011	FY 2009-2010	FY 2008-2009
FOB Value of Exports	10,471.17	298.44	6623.26

Foreign Investments or Collaborators, if any - None

II. Information about the appointee

Background Details :

He is a graduate in engineering from REC Kurukshetra. He has over two decades of experience in the steel industry. He was instrumental in setting up 0.45 Mn integrated steel plant at Rourkela in a time span of 4 years. He helps in planning strategies and policy matters of the group. He is also the Managing Director in one of its step down subsidiary company viz. Adhunik Power & Natural Resources Ltd.

Past remuneration :

(Rs. in lakhs)

Name	FY 2010-11	FY 2009-2010	FY 2008-2009
Shri Manoj Kumar Agarwal	120.00	117.38	100.47

Recognition or Awards -

By the Institute of Engineers (India) for his contribution in the field of Metallurgical and Minerals Engineering

Jharkhand Ratna Award for his contribution towards social service.

Rotary Young India Leadership Award in the Industrialist category organized by Rotary International District

Think Odisha Leadership Award - 2010 for contribution towards women empowerment.

Job Profile and his suitability and comparative remuneration profile with respect to industry, size of the company, profile of the position & person.

Name of the Director	Position Description	Person Description & suitability	Market benchmark in compensation* (based on secondary market research data - including reports from leading Compensation Surveys)
Mr. H.M. Nerukar	Managing Director of Tata Steel	B. Tech in Metallurgical Engineering from the College of Engineering, Pune University. He is associated with several professional organizations, such as Indian Institute of Metals, 'INSDAG' and 'AIMA' among others. Awards and recognitions : Tata Gold Medal 2004, 'SMS Demag Excellence Award 2002', Steel 80's Award - 1990, 'SAIL Gold Medal - 1989' Visveswaraya Award - 1988, 'NMD Award 1987' and CEO of the Year Award-2011 by Indian Institute of Materials Management (IIMM).	4.15 crores
Mr. Vishal Agarwal	Managing Director of Visa Steel	Bachelors Degree in Economics from London School of Economics in 1996 and a Masters Degree in Economics for Development from Oxford University in 1997. He has developed the international trading business for the VISA Group in minerals and metals including Chrome Ore, Manganese Ore, Iron Ore, Alumina and Ferro Alloys. He is a member of the YPO Kolkata Chapter, ICDA Paris, CII Eastern Regional Council and Indian Chamber of Commerce in Kolkata.	2.22 crores

Remuneration Proposed :-

Basic Salary : Rs. 5,00,000/- (Rupees Five Lacs only) per month

House Rent Allowance : Rs. 3,00,000/- (Rupees Three Lacs only) per month.

Special Allowance : Rs. 74,220/- (Rupees Seventy Four Thousand Two Hundred Twenty only) per month.

Bonus/Ex-gratia : Rs. 5,00,000/- (Rupees Five Lacs only) will be paid as bonus for each completed year of service.

Perquisites : Reimbursement of actual expenses incurred for and on account company's work like Credit card expenses, Hotel expenses, Tour expenses including Foreign tour, Professional encouragement, Uniform allowances, Children education allowances including hostel expenses, Medical allowances.

Medical Reimbursement : Reimbursement of medical expenses incurred by the Managing Director on himself and his family members, subject to the ceiling of one month's basic salary in a year or 3 month's basic salary over a period of 3 years.

Leave & Leave Travel Concession : Leave as per rules of the Company including encashment of leave. Leave Travel concession for self and his family once in a year incurred in accordance with the service Rules of the Company.

Club Fees : Monthly subscription of maximum two clubs will be paid at actual and will be reimbursed by the Company.

Personal Accident Insurance : Personal Accident Insurance of an amount the annual premium of which does not exceed Rs. 10,000/-.

Car : Provision of cars for use on Company's business purposes. The use of the Company's Car for the business purposes will not be considered as perquisite.

Telephone : Provision of telephone at residence will not be considered as perquisite but personal long distance calls shall be billed by the Company.

Entertainment Expenses : Reimbursement of entertainment expenses actually and properly incurred for the business of the Company.

Contribution to Super-Annuation Fund and Provident Fund : Contribution towards Provident Fund will be subject to a ceiling of 12% of the salary. Contribution to the Pension/Superannuation Fund together with provident fund shall not exceed 25% of the salary as laid down in the Income Tax Act, 1961. Contribution towards Provident fund, Superannuation fund and annuity fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity : Gratuity payable shall be equal to one half month's salary for each completed year of service.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director the Company has no profits or its profits are inadequate, the Company shall pay remuneration as agreed by the shareholders in their Annual General Meeting held on 11.09.2009 for the balance period of his existing tenure of appointment i.e. upto 15.03.2014 subject to the approval of shareholders of the Company and Central Government in this regard.

Shri Manoj Kumar Agarwal shall not so long as he functions as the Managing Director entitled to receive any fee for attending any meeting of the Board or Committees thereof.

There has not been any default in repayment of any debts, deposits, debentures or interest thereon, by the Company as implied in the said Schedule XIII.

Pecuniary relationship directly and indirectly with the company, or relationship with the managerial personnel if any - Promoter

III. Other information :

(1) Reasons of loss or inadequate profit

Due to steep rise in raw material prices, shrinking of margins, adverse market scenario, fluctuation in foreign exchange rates, sluggish sales.

(2) Steps taken or proposed to be taken for improvement

Commencement of operation of captive iron ore mines to control raw material prices. The ramp up of production from captive mines. The operationalisation of captive coal mines as soon as possible. Increase in capacity utilization, efficiency of various facilities at plant and sale of non - core assets, Integrate sourcing and other centralized functions to derive better economies of scale, Enhance production of value added grades and products, Penetrate the retail segment and explore new segments in domestic markets and Identify potential iron ore areas in India and abroad.

(3) Expected increase in productivity and profits in measurable terms

Increase in productivity will be difficult to measure in profitable terms, as all such initiatives will be taken step by step taking into consideration the domestic and international market conditions. However, such process in steps will definitely bring back the company into profits.

IV. Disclosures :

The shareholders of the company are being informed of the remuneration package of the managerial person through the explanatory statement annexed to the notice dated 29.08.2012.

Disclosures in the Board of Director's Report under the heading "Corporate Governance", if any, attached to the Annual Report: As per the Corporate Governance Report.

This may be treated as an abstract under Section 302 of the Companies Act, 1956. Your Board of Directors recommends the approval of the resolution by the members as a special resolution.

None of the Directors except Shri Jugal Kishore Agarwal, Shri Ghanshyamdas Agarwal, Shri Nirmal Kumar Agarwal, Shri Mohan Lal Agarwal, Shri Mahesh Kumar Agarwal and Shri Manoj Kumar Agarwal are in any way interested or concerned in the accompanying resolution.

By Order of the Board of Directors of

Adhunik Metaliks Limited

Sd/-

Anand Sharma

Company Secretary

Dated : 29.08. 2012

Place : Kolkata