

## 67th Annual Report 2015

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### NOTICE

NOTICE is hereby given that the 67<sup>th</sup> Annual General Meeting of the Members of the Company will be held at 9.00 am on Wednesday, 26<sup>th</sup> August 2015, at "Rohini Hall" Hotel Ajantha, 22-A, M.G Road, Bangalore - 560 001 to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Accounts

To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2015 and the Statement of Profit and Loss for the year ended on that date together with the report of the Board of Directors and Auditors thereon.

#### 2. Re-appointment of Mrs. N. Malkani Nagpal

To appoint Mrs. N. Malkani Nagpal [DIN:00031985] who retires by rotation and being eligible offers herself for re-appointment.

#### 3. Appointment of Statutory Auditors

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.**

"RESOLVED that, pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s.Amarnath Kamath and Associates, Chartered Accountants [Firm registration No.000099S], be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting [AGM] till the conclusion of the Seventieth AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors".

### SPECIAL BUSINESS

#### 4. Appointment of Branch Auditors

**To consider and if thought fit, to pass, with or without modifications(s), the following resolution as an Ordinary Resolution.**

"RESOLVED that pursuant to section(s) 143, 139 and other applicable provisions of the Companies Act, 2013, read with Rules made there under, the accounts for the year ending March 31, 2016 of the manufacturing plants of the Company, be audited by the Company's Auditors or such other person or persons, other than the Company's Auditors and as are qualified for appointment as Auditors under Section 141 of the Companies Act, 2013 and that the Board of Directors be and are hereby authorised to decide & appoint such Branch/Unit Auditors in consultation with the Company's Auditors and fix their remuneration and terms & conditions".

#### 5. Appointment of Mr. Gaurav Lalwani, Director as an Independent Director of the Company.

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.**

"RESOLVED that pursuant to the provisions of sections 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Gaurav Lalwani [DIN:06928792], Director of the Company, who has submitted necessary forms as per Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the period of five years and is not liable to retire by rotation".

#### 6. Appointment of Mrs. N.Malkani Nagpal, Additional Director as Promoter Director of the Company.

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.**

"RESOLVED that pursuant to the provisions of sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 framed there under, as amended from time to time, Mrs. N.Malkani Nagpal [DIN:00031985 ], Director of the Company, who has submitted necessary forms as per Companies Act 2013 and is eligible for appointment, be and is hereby appointed as an Promoter Director of the Company and is liable to retire by rotation".

Mumbai  
30th April, 2015

Registered Office:  
CIN: L85110KA1948PLC000545  
A-13 & 14, III Stage,  
Peenya Industrial Estate  
Bangalore - 560 058.  
email : amplblr@yahoo.co.in

By order of the Board  
**SRIEE ANEETHA.M**  
Company Secretary

### NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxy form must reach the Company's Registered Office not later than 48 hours before the Commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 and such person shall not act as a proxy for any other person or shareholder.
3. The Company is pleased to provide e-Voting facility to its Members of the Company to enable them to cast their votes electronically on the items mentioned in the notice. A separate communication / Notice is being sent to Members whose names appear on the Register of

## Ador Multiproducts Limited

Members as on 19<sup>th</sup> August 2015, to enable them to cast their votes through e-Voting. We encourage your participation and expect your support in this green initiative. To receive communications from the Company in electronic form, please register your e-mail address with DP/ RTA. Members may also note that the Annual Report 2015 of the 67<sup>th</sup> AGM will be available on the Company's website [www.adormultiproducts.com](http://www.adormultiproducts.com)

4. The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the special business to be transacted at the AGM is annexed hereto.
5. Members are requested to intimate any changes, if any, in their Registered Addresses and advise to inform/register their email IDs to the Share Transfer Agents of the Company at the following Address:  
M/s.Canbank Computer Services Limited,  
No.218 J P Royale, 1st Floor, 2<sup>nd</sup> Main,  
Sampige Road, Near 14<sup>th</sup> Cross,  
Malleshwaram, Bangalore 560 003.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 15<sup>th</sup> August 2015 to 26<sup>th</sup> August 2015 [both days inclusive].
7. Members / Bodies Corporate / Proxies are requested to bring the attendance slip duly filled and signed for attending the Meeting.
8. Pursuant to the provisions of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of declaration is required to be transferred to the 'Investor Education and Protection Fund' (IEPF). As such, shareholders who have not encashed their dividend warrants are requested to write to the Company for claiming outstanding dividends, if any, in respect of the previous years.
9. Amount of unclaimed dividend as at March 31, 2015 for the years 2007–08 and 2009–10 aggregate to Rs.5,57,338/- (Rupees Five Lakhs, Fifty Seven Thousand, Three Hundred and Thirty eight only ).

### VOTING THROUGH ELECTONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, the Company is pleased to provide its Members facility to exercise their right to vote at the 67<sup>th</sup> Annual General Meeting [AGM] by electronic means and the business to be transacted through e-voting services provided by National Securities Depository Limited [NSDL].

#### Instructions for E-Voting:

1. **In case a Member receives an email from NSDL [for Members whose email ids are registered with the Company/Depository Participant(s)]:**
  - a. Open email and open PDF file 'Ador Multiproducts – e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN. Please note that the password is an initial password.

- b. Launch the internet browser and type the URL **<https://www.evoting.nsdl.com>**.
  - c. Click on Shareholder-Login.
  - d. Input User ID, Password and Click Login.
  - e. Password change menu appears. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Please note down the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of e-voting opens. Click on e-voting – Active voting cycles.
  - g. Select "EVEN" of Ador Multiproducts Limited.
  - h. Now you are ready for e-voting as 'Cast Vote' page opens.
  - i. Cast your vote by selecting the appropriate option and click on 'Submit' and also 'Confirm' when prompted.
  - j. Upon confirmation, the message 'Vote cast successfully' will be displayed.
  - k. Once you have voted on the resolutions, you will not be allowed to modify your vote.
  - l. Institutional shareholders (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scanned (PDF/JPEG format) of the relevant Board resolution/ Authority letter, etc. together with attested specimen signature of duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail 'gthirupal@gmail.com' with a copy marked to 'evoting@nsdl.co.in'.
2. **In case a Member receives physical copy of the Notice to the AGM [for Member(s) whose email ids are not registered with the Company/Depository Participant(s) or who have requested for physical copy]:**
    - a. Kindly refer User ID and Password provided in the enclosed Ballot Form **EVEN (E Voting Event Number) USER ID PASSWORD/PIN**.
    - b. Please follow all steps from SI No. (b) to SI No.(i) of point no. 1 above, to cast vote.
    - c. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
    - d. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
    - e. **The e-voting period commences from 23.08.2015 (9.00 am) and ends on 25.08.2015 (5.00 pm)**. During this period, the Shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date - August 19, 2015, may cast their vote electronically. Once the vote on a resolution is cast by the Shareholder(s), it shall not be allowed to change subsequently.
    - f. The voting rights of the Shareholder(s) shall be in proportion to their shares reckoned on the paid-up equity

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share capital of the Company as on the cut off date – August 19, 2015.

- g. Mr.Thirupal Gorige, Practicing Company Secretary (FCS Membership#6680 and CP#6424) having office at No.87, 2<sup>nd</sup> Floor, 21<sup>st</sup> Cross, 7<sup>th</sup> Main, N.S.Palya, BTM 2<sup>nd</sup> Stage, Bangalore 560 076, Company Secretary(ies) in practice have been appointed as the Scrutiniser(s) to scrutinise the e-voting process in a fair and transparent manner.
- h. The Scrutiniser(s) shall form the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company, make a Scrutiniser's Report of the votes cast in favour or against and submit it to the Chairman of the Company.

**In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the download section of <https://www.evoting.nsdl.com> or contact NSDL – Tel: (022) 24994600.**

Copies of Annual Report 2014–15 including Notice to the 67th Annual General Meeting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses or if e-mail sent bounces back, physical copies of the Annual Report are being sent by the permitted mode.

### Explanatory Statement

#### [Pursuant to section 102 of the Companies Act, 2013]

##### Item No.4:

The Company's manufacturing plants are situated at diverse locations. In view of the same, it is proposed to authorize the Board of Directors to appoint, in consultation with the Company's Auditors, such persons as are qualified for appointment as Branch Auditors under Section 141 of the Companies Act, 2013, and amendments thereof, to audit the accounts, for the year ending March 31, 2016 and to fix their remuneration.

The Board recommends the resolution set out at item no.4 for approval.

No Director of the Company is concerned or interested in the said resolution.

##### Item No.5:

The Company had, pursuant to provisions of Clause 49 of the Listing Agreements, appoint Mr. Gaurav Lalwani, Director, as Independent Director of the Company.

Pursuant to the provisions of Section 149 of the Act, which came in to effect from April 1, 2014 every listed public company is required to have at least one-third of the total number of director as Independent director, who are not liable to retire by rotation.

Mr. Gaurav Lalwani is a national of Indian origin. He holds a Masters in Commerce, Bachelors in Commerce and Economics, with a Diploma in Advertising, Marketing & Sales Promotion . He was appointed as an Director by the Board

of Directors on 20<sup>th</sup> October, 2014, In the opinion of the Board, Mr. Gaurav Lalwani fulfills the conditions specified in the Chapter XI section 160 of the Companies Act 2013 and proposes his appointment as an Independent Director of the Company. Name of Companies in which he is a Director are given below:

Sl.No.	Name of the Company	Board Position held
1	Ador Welding Ltd	Director

In compliance with the provisions of section 149 read with Schedule IV of the Act. The Board recommends the resolution set out at Item No.5 the appointment of Independent Director and is now being placed before the Members for their approval.

None of the Directors or Key Managerial Personnel [KMP] or relatives of directors and KMP is concerned or interested in the Resolutions at Item No.5 of the accompanying Notice.

##### Item No.6:

Mrs. N .Malkani Nagpal was appointed as women Director by the Board of Directors on 30<sup>th</sup> March 2015, through Board resolution. She is from family of Promoter group and holds degree in Master of Business Administration. In the opinion of the Board, Mrs. N.Malkani Nagpal, holding directorship in group companies , proposes her appointment as Promoter Director of the Company and is liable to retire by rotation. Name of Companies in which she is a Director are given below:

##### Brief profile of the Director:

Name	<b>Mrs. N. Malkani Nagpal</b>
Educational qualification(s)	MBA
Specific area of expertise	Finance
Directorship in other companies	Ador Welding Limited J B Advani & Co. Pvt. Ltd. Ador Fontech Limited Ador Green Energy Private Limited Piem Hotels Limited
Work experience	Experience in Admin
Number of shares held in the Company	500

In compliance with the provisions of section 149 of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 of the Act, The Board recommends the resolution set out at Item No.6 the appointment of Director and is now being placed before the Members for their approval.

None of the Directors or Key Managerial Personnel [KMP] or relatives of directors and KMP is concerned or interested in the Resolutions at Item No.6 of the accompanying Notice.

By order of the Board

Mumbai  
30th April, 2015

**SRIEE ANEETHA.M**  
Company Secretary