

NOTICE

NOTICE is hereby given that the 68th Annual General Meeting of the Members of the Company will be held at 9.00 am on Thursday, 4th August 2016, at "Rohini Hall" Hotel Ajantha, 22-A, M.G Road, Bengaluru - 560 001 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the annual Accounts and reports thereon for the financial year ended on 31st March, 2016.

To receive, consider and adopt the audited Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss for the year ended on that date together with there part of the Board of Directors and Auditors thereon.

2. To re-appoint Mrs. Ninotchka Malkani Nagpal

To appoint a director in place of Mrs. Ninotchka Malkani Nagpal [DIN: 00031985] who retires by rotation and being eligible offers herself for re-appointment.

**3. To ratify the appointment of Statutory Auditors
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for ratification of appointment of statutory auditor.**

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Amarnath Kamath and Associates, Chartered Accountants [Firm registration No.000099S], as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors."

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, 2017 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 authorized to decide & appoint such Branch/ Unit Auditors in consultation with the Company's Auditors and fix their remuneration and terms & conditions".

5. To re-appoint Mr. Deep A Lalvani as Whole Time Director and fix his remuneration

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 the Articles of Association of the Company, Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to such other approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Deep A Lalvani as Whole time Director of the Company for a further period of 5 years effective from 1 February, 2016 to 31 January, 2021 and whose term of office shall be liable to determination by retirement of Director by rotation, at a remuneration and perquisites as decided by the Board subject to approval of shareholders in next General Meeting held after such Board meeting in which remuneration of Mr. Deep Lalvani is decided, with authority and power to the Board of Directors to alter, vary or modify the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and in consultation with Deep A Lalvani, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof."

By order of the Board
for **Ador Multiproducts Ltd.**

Gaurav Kumar Jain
Company Secretary

Bengaluru
1st July, 2016
Registered Office:
CIN: L85110KA1948PLC000545
A-13 & 14, III Stage,
Peenya Industrial Estate
Bengaluru - 560 058.
email : cs.adormultiproducts@gmail.com

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.**
- 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

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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 Members as on 28th July 2016, 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 2016 of the 68th AGM will be available on the Company's website 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:
Cankbank Computer Services Limited
J. P. Royale, 1st Floor, 218, 2nd Main, Sampige Road,
(Near 14th Cross), Malleswaram, Bengaluru – 560 003.
Telephone Nos: 080 – 23469661 / 62/64/65
Fax No.: 080 – 23469667
Email id: canbankrta@ccsl.co.in
6. The Register of Members and Share Transfer Books of the Company will remain closed from 30th July, 2016 to 4th August 2016 [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.

Amount of unclaimed dividend as at March 31, 2016 for the year 2009-10 aggregate to Rs. 3,27,777/- (Rupees Three Lacs Twenty Seven Thousand Seven Hundred Seventy Seven only).

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and

Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote electronically (on resolutions proposed to be considered at the 68th AGM to be held on Thursday, the August 4, 2016). The business may be transacted through e-voting services. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The Notice is displayed on the Company's website viz., <http://www.adormultiproducts.com> / and on the website of NSDL viz., www.nsdl.co.in

2. The facility for voting through ballot (Poll) paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote-voting shall be able to exercise their right to vote at the meeting through ballot (Poll) paper.

Please read the below mentioned instructions before casting your vote:

These details and instructions form an integral part of the Notice for 68th the Annual General Meeting of the Company to be held on **August 4, 2016**.

3. The process and manner for remote e-voting are as under:

- A. For Members whose email IDs are not registered with the Company/Depository Participants and who have received physical copies of the documents, the following e-voting particulars are provided.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

- B. For members whose email IDs are registered with the Company/Depository Participants, the e-voting particulars will be sent by NSDL by e-mail. Open the e-mail and open the PDF file viz.," remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e- voting. Please note that the password is an initial password.
- C. Launch your internet browser and type the following URL:<https://evoting.nsdl.com/>
- D. Click on Share holder – **Login**
- E. Enter the user ID and password as initial password/ PIN provided in step (A)/(B) above. Click Login.
- F. Password change menu will appear. Change the password/PIN with a new password of your choice with Minimum 8 digits/characters or combination thereof. Note 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.

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- G. The home page of remote e-voting will open. Click on remote e-voting: **Active Voting Cycles**.
- H. Select **"REVEN"** (E-Voting Event Number) of **"Ador Multi Products Ltd"**.
- I. Now you are ready for remote e-voting as **'Cast Vote'** page opens.
- J. Cast your vote by selecting appropriate option and click on **"Submit"** and also **"Confirm"** when prompted.
- K. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
- L. Once you have voted on the resolution, you will not be allowed to modify your vote.
- M. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **csdineshbirla@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
4. The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
1st August, 2016 at 9:00am	3rd August, 2016 at 5:00pm.

- During this period members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e., July 28, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting there after. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available at the 'Downloads' section of **www.evoting.nsdl.com** or call on toll free no.:1800-222-990.
6. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN or casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on **www.evoting.nsdl.com**.
7. 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).
8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., July 28, 2016.
9. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 28, 2016, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **ravi@ccsl.co.in**.

10. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot (poll) paper.
12. Shri. Dinesh Shivnarayan Birla, Practising Company Secretary (Membership No. F 7658, C.P.No.13029) of M/s. Dinesh Birla & Associates, Pune-411 027, has been appointed as the Scrutinizer for providing facility to the members of the Company, to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of **"e-voting"** or **"Ballot Paper"** for all those members who are present at the AGM and have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall submit, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.adormultiproducts.com/> on August 7th, 2016 and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Copies of Annual Report 2015-16 including Notice to the 68th 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.

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ANNEXURE TO THE NOTICE OF THE ANNUAL GENERAL MEETING

EXPLANATORY STATEMENTS AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice.

Item No. 3

M/s. Amarnath Kamath and Associates, Chartered Accountants [Firm registration No.000099S], were appointed as the Statutory Auditors of the Company at the 67th Annual General Meeting of the Company held on 26th August, 2015, for a period of 3 years, to hold office from the conclusion of the 67th Annual General Meeting until the conclusion of the 70th Annual General Meeting of the Company to be held in the year 2018, subject to ratification of their appointment by the Members at every Annual General Meeting.

M/s. Amarnath Kamath and Associates, has furnished a certificate expressing their intention to be appointed as the Statutory Auditors, and stating that their appointment if made, at the forth coming Annual General Meeting, would be in accordance with the conditions laid down under Section 139 & 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014.

Based on the recommendation of the Audit Committee, the Board of Directors here by proposes ratification of the appointment of M/s. Amarnath Kamath and Associates, Chartered Accountants, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of 70th Annual General Meeting to be held in the year 2018, at such remuneration plus service tax, out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee.

Accordingly, the Board recommends the Ordinary Resolution for approval of the Shareholders of the Company, as laid down in Ordinary Business item no.3.

None of the Directors, Manager or any other key managerial personnel or any of their relatives, is concerned or interested, whether financially or otherwise, in this Resolution.

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, 2017 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 Board, considering the significant contribution made by Mr. Deep A Lalvani to the growth and development of the Company, re-appointed Deep A Lalvani as Whole Time Director, for a further period of five years from 1 February, 2016 to 31 January, 2021, subject to the approval of the Shareholders at the next Annual General Meeting.

Mr. Deep A Lalvani is Master of Business Administration from Manchester Business School U.K. He has also done the courses on international business strategy, business analysis & valuations, from London School of Economics. Mr. Deep A Lalvani has rich and varied experience in the industry and involved in the operations of the Company over a period of 10 years.

Deep A Lalvani holds the office of Directorship with J B Advani and Company Private Limited, Ador Welding Limited, Ador Powertron Limited, Ador Green-Energy Private Limited, Ador Welding Academy Private Limited, Ador Digatron Private Limited and 1908 E-Ventures Private Limited. He holds total 47203 Equity Shares in the Ador Multiproducts Ltd.

He is a Member of the Audit Committee and Stakeholders' Relationship Committee of the Board of the Company. Although he is not a Member of the Nomination & Remuneration Committee, he attends all the Meetings as he is a permanent invitee to these Meetings.

The Board of Directors recommends the Ordinary Resolution for approval of the Shareholders of the Company as laid down in Special Business item no.5

None of the Directors, Manager or any other key managerial personnel or any of their relatives, other than Deep A Lalvani, in his capacity of being the Whole Time Director is concerned or interested, whether financially or otherwise, in this Resolution.

By order of the Board
For **Ador Multiproducts Ltd.**

Bengaluru
1st July, 2016

Gaurav Kumar Jain
Company Secretary