

## 69th Annual Report 2017

### NOTICE

NOTICE is hereby given that the 69th Annual General Meeting of the Members of the Company will be held at 9.00 am on Wednesday, 2nd August 2017, at "Swathi 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, 2017.**

To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2017 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 Mr. Deep A Lalvani, Whole Time Director.**

To appoint a director in place of Mr. Deep A Lalvani (DIN: 01771000) who retires by rotation and being eligible offers himself 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 2017-18 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, 2018 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".

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

Bengaluru

1st July, 2017

**Namrata Jain**

*Company Secretary*

### 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/ HER SELF 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. Proxies submitted on behalf of limited companies, Societies, etc., must be supported by appropriate resolutions/ Authority, as applicable. 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 for e-voting is being sent along with Annual Report to the Members 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 2017 of the 69th 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:  
Canbank Computer Services Limited  
J. P. Royale, 1st Floor, 218, 2nd Main, Sampige Road,  
(Near 14th Cross), Malleswaram, Bengaluru – 560

## Ador Multiproducts Limited

003. Telephone Nos: 080 – 23469661 / 62/64/65  
Fax No.: 080 – 23469667  
Emailid:canbankrta@ccsl.co.in

6. The Register of Members and Share Transfer Books of the Company will remain closed from 27th July, 2017 to 2nd August, 2017 [both days inclusive].
7. Members / Authorized representative / Proxies are requested to bring the attendance slip duly filled and signed for attending the Meeting.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Canbank Computer Services Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Canbank Computer Services Ltd.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Canbank Computer Services Ltd.

9. 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, 2017 for the year 2009-10 aggregate to Rs. 3,27,777/- (Rupees Three Lacs Twenty Seven Thousand Seven Hundred Seventy Seven only).**

10. Pursuant to section 124(6) and rules made thereunder of the Companies Act, 2013 requires that all shares in respect of which dividend has not been paid or claimed for the Seven consecutive years or more shall be transferred to Investor Education and Protection Fund (IEPF). Hence, Shareholder who have not encashed their dividend warrants are requested to write to the Company for claiming outstanding dividends, if any for the F.Y. 2009-10.

Company has sent notice to the members whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more. Members

are requested to claim the same on or before August 31, 2017. In case the dividends are not claimed by the said date, necessary step will be initiated by the company to transfer the shares held by members to IEPF without further notice. Please note that no claim lie against the Company in respect of the shares so transferred to IEPF. Simultaneously newspaper advertisement has been published for transfer of shares to Investor Education and Protection Fund. List of members who has not claimed their dividend for financial year 2009-2010 is also been uploaded on the website of the company at [www.adormultiproducts.com](http://www.adormultiproducts.com).

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

11. All documents referred to in the notice and the explanatory statement requiring the approval of the members at the meeting and the statutory register shall be available for inspection by the Members at the registered office of the company during office hours on all working days between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and public holiday, from the date hereof up to the date of the Annual General Meeting.
12. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to address their questions to the company so as to reach at least 7 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extend possible.
13. To support "Green Initiative", members who have not registered their e-mail addresses are requested to register the same with DPs/Canbank Computer Services Limited.
14. Brief resume and other particulars, as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of Mr. Deep A Lalvani are enclosed herewith.
15. Members are entitled to make nomination in respect of shares held in physical form. Members desirous of making nominations are requested to send their request in Form SH-13 (specimen available on request) to the registered office of the company. Members holding shares in electronic mode may contact their respective Depository Participants for availing the nomination facility.
16. A Route Map alongwith Prominent Landmark for easy location to reach the Venue of Annual General Meeting is annexed with the notice of Annual General Meeting and is also available on the website of company.

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### 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 69th AGM to be held on Wednesday, the August 2, 2017). 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](http://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 e- 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 69th the Annual General Meeting of the Company to be held on August 2, 2017.

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.

Note: Shareholders already registered with NSDL will not receive the pdf file "remote e-voting.pdf". Please refer point No. 6 below.

- C. Launch your internet browser and type the following URL:<https://evoting.nsdl.com/>
- D. Click on Shareholder – 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.
- G. The home page of remote e-voting will open. Click on remote e-voting: **Active Voting Cycles**.
- H. Select "**EVEN**" (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](mailto:csdineshbirla@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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
30th July, 2017 at 9:00 A.M.	1st August, 2017 at 5.00 P.M.

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 26, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5.00pm on 1st August, 2017. 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

## Ador Multiproducts Limited

manual for Members available at the 'Downloads' section of [www.evoting.nsdl.com](http://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 for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or Physical user reset password option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case shareholders holding shares in demate mode, User ID is the combination of 'DPID+ Client ID' and in case of those holding shares in physical mode, User ID is the combination of 'EVEN+Folio number'.
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 26, 2017.
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 26, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ravi@ccsl.co.in](mailto: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. Mr. Dinesh Shivnarayan Birla, Practicing Company Secretary (Membership No. F 7658, C.P.No.13029) of M/s. Dinesh Birla & Associates, Pune-411 033, 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 "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 48 hours 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 3, 2017 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 2016-17 including Notice to the 69th 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 Members has requested for 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.

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

Bengaluru  
1st July, 2017

**Namrata Jain**  
Company Secretary

**Registered Office:**

CIN: L85110KA1948PLC000545  
A-13 & 14, III Stage,  
Peenya Industrial Estate Bengaluru - 560 058.  
email : [cs.adormultiproducts@gmail.com](mailto:cs.adormultiproducts@gmail.com)

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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 and 4 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.

None of the Directors, Manager or Key Managerial Personnel or any of their relatives, is concerned or interested, whether financially or otherwise, in this Resolution.

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

Bengaluru  
1st July, 2017

**Namrata Jain**  
Company Secretary

#### Registered Office:

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

## Ador Multiproducts Limited

**Details of director retiring by rotation and seeking Re-appointment at the 69th Annual General meeting pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard 2 issued by Institute of Company Secretaries of India and approved by Central Government.**

Name of the Director	Mr. Deep A. Lalvani
Father's Name	Mr. Ashda Lalvani (late)
Date of Birth	February 24, 1981(36 years)
Date of Appointment	August 8, 2007
	A commerce graduate with distinction in Marketing & Advertising and Masters in commerce with specialization in Accounting; pursued MBA from Manchester Business School, UK and did courses at London School of Economics, UK
Directorships held in other public Companies	Ador Welding Limited Ador Powertron Limited
Membership of committees of other public companies. (Committee includes: Audit Committee, CSR Committee, Stakeholder Relationship Committee And Nomination and Remuneration Committee.)	Ador Powertron Limited Ador Welding Limited
Chairmanships of committees of other public companies. (Committee includes only Stakeholder Relationship Committee.)	Ador Welding Limited
Specific Functional Area	Involved across various functions within Ador Group including strategizing at Ador Welding Academy, new business ideas and e-commerce initiatives at the group
Experience	12 years hands on experience across reputed National and International firms
Number of meeting of Board of director attended during the year	Four

Note: For other details such as remuneration drawn and relationship with other directors and Key managerial personnel in respect of the above director please refer to the Board's report