

NOTICE

NOTICE is hereby given that the 70th Annual General Meeting of the Members of the Company will be held on Friday, 10th August, 2018 at 4:00 PM at MC Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K Dubash Marg, Kala Ghoda, Mumbai to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the Annual Accounts and reports thereon for the financial yearended on 31st March, 2018.

To receive, consider and adopt the audited Balance Sheet as at 31st March 2018 and the Statement of Profit and Loss for the year ended on that date together with their 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 appoint the Statutory Auditors of the Company, and to fix their remuneration.

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

"RESOLVED THAT pursuant to Sections 139 and 142 and other applicable provision of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, pursuant to the proposals of the audit committee of the Board and recommendation of the Board M/s. Srinivas and Subbalakshmi, Chartered Accountants (Firm Registration No. 011350S), Bangalore, be and is hereby appointed as the statutory auditors of the Company, to hold office for a period of five consecutive years commencing from the financial year 2018-19, on a remuneration that may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis.

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, 2019 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.

5. Approval for issue of equity shares on Preferential allotment basis

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended ("ICDR Regulations"); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 9,27,000 (Nine Lakhs Twenty Seven Thousand) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten) each ("Equity Shares") on Preferential allotment basis, at a price of Rs. 38/- (Rupees Thirty-Eight) (including a premium of Rs. 28/- (Rupees Twenty-Eight) per Equity Share aggregating to Rs. 3,52,26,000/- (Rupees Three Crores Fifty-Two Lakhs Twenty-Six Thousand) in accordance with ICDR Regulations, to the following subscribers:

Sr. No.	Name of proposed Subscriber	No. of shares to be subscribed
1	JB Advani & Co Pvt Ltd	1,40,000
2	Vimla Ashda Lalvani	30,000

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3	Reshma Ashda Lalvani	14,000
4	Deep Ashada Lalvani	65,000
5	Shirin Aditya Malkani	20,000
6	Gaurav Lalwani	30,000
7	Bakhai Bijal Biharilal	27,000
8	Tushar Rohinton Balsara	30,000
9	Caravan Freight Carrier Private Limited	30,000
10	Japan Mahesh Vyas	70,000
11	Pikesh Jain	27,000
12	Priya Ashwath Venkataraman	1,06,000
13	Shibani Lal	30,000
14	Sandesh Prabhakar Shetty	40,000
15	Fourth Axis Advisors LLP	66,000
16	SmitaImpex LLP	40,000
17	YutiKunal Jhaveri	66,000
18	Gaurav Gehani	10,000
19	C.K.Venugopal	10,000
20	Sorabh Gupta	66,000
21	Alexander Peter	10,000
		9,27,000

(Collectively known as "Subscribers").

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be July 11, 2018, being the date falling 30 (thirty) days prior to the date of this Annual General Meeting being held on August 10, 2018 to approve this offer.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account to be opened by the Company and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, Mr. Deep A Lalwani, Whole-time Director and Mrs. Ninotchka M Nagapal, Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, stabilizing agent, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

By order of the Board
For Ador Multi Products Ltd.
Sd/-
Deep A Lalwani
Whole Time Director
DIN: 01771000
Mumbai
11th July, 2018

Registered Office:

CIN: L85110MH1948PLC310253
Ador House, 5th Floor, 6 K Dubash Marg,
Fort, Mumbai – 400 001
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.
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 2018 of the 70th AGM will be available on the Company's website www.adormultiproducts.com.
4. The Explanatory Statement pursuant to section 102 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-560003.
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 4th August, 2018 to 10th August, 2018 [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.

As on 31st March, 2018 there is no unclaimed dividend amount to be transferred into Investor Education and Protection Fund' (IEPF).
10. Pursuant to section 124(6) and rules made there under of the Companies Act, 2013 require 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).

As on 31st March, 2018 there is no unclaimed dividend amount and shares to be transferred into Investor Education and Protection Fund' (IEPF).
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.

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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 Mrs. Ninotchka Malkani Nagpal 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 along with 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.

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 70th AGM to be held on Friday, 10th August, 2018. 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 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 70th the Annual General Meeting of the Company to be held on Friday, 10th August, 2018.

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 (Remotee -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, "remotee-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.

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- 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 toevoting@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
7th August, 9:00 A.M.	9th August, 2018 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. August 3, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5.00pm on 9th August, 2018. Once the vote on a resolution is cast by the member, the member shall not be allowed to change its 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 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. In case shareholders holding shares in demat mode, User ID is the combination of 'DP ID+ 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., August 3, 2018.
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. August 3, 2018 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. 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 11, 2018 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 2017-18 including Notice to the 70th 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 Multi Products Ltd.
Sd/-

Deep A Lalwani
Whole Time Director

DIN: 01771000

Mumbai

11th July, 2018

Registered Office:

CIN: L85110MH1948PLC310253

Ador House, 5th Floor, 6 K Dubash Marg,

Fort, Mumbai – 400 001

email: cs.adormultiproducts@gmail.com

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Details of director retiring by rotation and seeking Re-appointment at the 70th 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	Mrs.Ninotchka Malkani Nagpal
Father's Name	Mr. Gulu Hiranand Malkani
Date of Birth	06/07/1971
Date of Appointment	30/03/2015
	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	<ol style="list-style-type: none"> 1. Ador Fontech Limited 2. J B Advani And Company Private Limited 3. Ador Welding Limited 4. Piem Hotels Limited 5. Ador Green-Energy Private Limited 6. 3d Future Technologies Private Limited 7. 1908 E-Ventures Private Limited
Membership of committees of other public companies. (Committee includes: Audit Committee, CSR Committee, Stakeholder Relationship Committee And Nomination and Remuneration Committee.)	Two
Chairmanships of committees of other public companies. (Committee includes only Stakeholder Relationship Committee.)	One
Specific Functional Area	She is a non-executive director, hence she is not involved in day to day management but she actively participate in the Board and committee meetings.
Experience	Mrs. Ninotchka Malkani Nagpal is a graduate in Commerce with a Master's degree in Business Administration from the Imperial College, UK. She has also attained BSc in Business and Economics from Lehigh University, PA, USA. Her career started with Alliance Capital Asset Management in New York and she has nearly twenty years of experience with Ador Group of Companies
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

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, 4, 5 and 6 of the accompanying Notice.

Item No. 3: Appointment of the statutory auditors of the Company, and to fix their remuneration

Section 139 of the Companies Act, 2013 lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, Amarnath Kamath & Associates (Firm registration No. 000099S) will be completing the maximum number of period of two terms of five consecutive years (including transitional period) at the ensuing 70th AGM.

The Audit Committee of the Company has proposed and on 30th May, 2018, the Board of Directors of the Company has recommended the appointment of M/s. Srinivas and Subbalakshmi, Chartered Accountants (Firm Registration No. 011350S), Bangalore, as the statutory auditors of the Company. M/s. Madan & Co. will hold office for a period of five consecutive years from the conclusion of the 70th Annual General Meeting of the Company scheduled on 10th August 2018, till the conclusion of the 75th Annual General Meeting to be held in year 2023, subject to the approval of the shareholders of the Company. The first year of audit will be of the financial statement for the year ending 31st March, 2019.

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: Appointment of Branch Auditors

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, 2019 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.

Item No. 5: Approval for issue of Equity Shares to the Subscribers on a Preferential allotment basis

The Company proposes to issue of 9,27,000 Equity shares of Rs. 10 each at a premium of Rs. 28 per share to following subscribers on Preferential allotment basis:

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Sr. No.	Name of proposed Subscriber	Address of proposed Subscriber	No. of shares to be subscribed
A.	PROMOTER GROUP		
1	JB Advani & Co Pvt Ltd	Ador House, 4th Floor, Plot-6, Kakushroo Dubash Marg, Kala Ghoda, Fort Mumbai Mumbai City Mh 400001 In	1,40,000
2	Vimla Ashda Lalvani	Flat No. 82, 8th Floor, 38/A, Ashutosh CHS, Nepean Sea Road, Mumbai – 400036	30,000
3	Reshma Ashda Lalvani	Ador House, 4th Floor, Plot-6, Kakushroo Dubash Marg, Kala Ghoda, Fort Mumbai Mumbai City Mh 400001 In	14,000
4	Deep Ashada Lalvani	Flat No. 82, 8th Floor, 38/A, Ashutosh CHS, Nepean Sea Road, Mumbai – 400036	65,000
5	Shirin Aditya Malkani	Sans Souci 26 A, B. G. KherMarg, Malbar Hill, Mumbai 400006 Mh In	20,000
B.	NON PROMOTERS		
6	Gaurav Lalwani	11, Keppel Bay View, #04-45, Singapore 098408 SG	30,000
7	Bakhai Bijal Biharilal	1G, 191/192, IRIS, Kalpataru Aura, LBS marg, Ghatkopar(w) , Mumbai 400086	27,000
8	Tushar Rohinton Balsara	802, Glen Heights,Hiranandani Gardens, Powai, mumbai-400076	30,000
9	Caravan Freight Carrier Private Limited	105 - B , 1st Floor , Commercial Manor , 68 / 70 Clive Road , Dana Bunder , Masjid Bunder (East) ,, Mumbai-400009	30,000
10	Japan Mahesh Vyas	122, Building 1B, Kalpataru Aura, LBS Marg, Ghatkopar West, Mumbai 400086	70,000
11	Pikesh Jain	Rajendravihar society, 12th Khetwadi cross lane,Mumbai -400004	27,000
12	Priya Ashwath Venkataraman	20 Coleraine Road, London Se37pq.	1,06,000
13	Shibani Lal	34 Lotus Court, J Tata Road, Churchgate, Mumbai 20	30,000
14	Sandesh Prabhakar Shetty	E 1504, Raheja Vistas, RahejaVihar, Chandivali, Mum 400072	40,000
15	Fourth Axis Advisors LLP	Office No. 3P, 3rd Floor, Vijay Chambers, 1140- Tribhuvan Road, Grant Road(East), Mumbai 400004.	66,000

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16	SmitaImpex LLP	Office No. 3P, 3rd Floor, Vijay Chambers, 1140- Tribhuvan Road, Grant Road(East), Mumbai 400004.	40,000
17	YutiKunalJhaveri	193B Heera Panna CHS, bhulabhai Desai road, Mumbai-400026	66,000
18	GauravGehani	23A, 6th floor, Jagdambe, 15th road, Near Khar gymkhana, Khar West, Mumbai-400052	10,000
19	C.K.Venugopal	NO: 375, Sri Nilayam, Kudlu Main Road, Kudlu, Bangalore-560068	10,000
20	Sorabh Gupta	Flat No.701,Building No.55, NRI PHASE II, Seawoods Estate, Nerul, Navi Mumbai - 400706	66,000
21	Alexander Peter	Raheja Residency, B-7087th Cross Rd, 3rd Block, Koramangala 3 Block, Koramangala, Bengaluru, Karnataka 560034	
	TOTAL		9,27,000

(collectively known as “Subscribers”) on a Preferential allotment basis, which has been approved by the Board of Directors of the Company at its meeting held on 30th May, 2018.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the “CA 2013”) as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“ICDR Regulations”).

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 9,27,000 (Nine Lakhs Twenty-Seven Thousand) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten) each (“Equity Shares”) on preferential allotment/Preferential allotment basis, at a price of Rs. 38/- (Rupees Thirty-Eight) (including a premium of Rs. 28/- (Rupees Twenty-Eight) per Equity Share aggregating to Rs. 3,52,26,000/- (Rupees Three Crores Fifty-Two Lakhs Twenty-Six Thousand), on a Preferential allotment basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

Objects of the Preferential Issue:

To meet general business requirements addressing Working Capital needs as well as expansion of Business activities, creation of company's own brand and making investments in the existing as well as new subsidiaries /joint ventures /associate companies.

Therefore, the Company has proposed the Issue of Shares on Preferential allotment basis to selected person to meet its capital requirements.

The total number of equity shares to be issued

9,27,000 (Nine Lakhs Twenty-Seven Thousand) Equity Shares.

Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.

Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is July 11, 2018 (“Relevant Date”) (i.e. 30 days prior to the date of proposed AGM which is August 10, 2018, to approve the proposed preferential issue).

Pricing of Preferential Issue: The price of equity shares to be issued is fixed at Rs.38/- per equity share of Rs.10/-

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- each for preferential issue. The price is determined in compliance with of Regulation 76 of SEBI (ICDR) Regulations, 2009 for Preferential Issues. Currently SEBI (ICDR) Regulations 2009, provides that the issue of shares on preferential basis can be made at a price calculated as per regulation 76A of SEBI (ICDR) Regulations, 2009 taking into account valuation parameters in case of infrequently traded shares. Since shares of the company are infrequently traded on the Bombay Stock Exchange, the price of the shares of the Company to be allotted has been determined taking into account valuation parameters and the Company shall submit a certificate obtained from an Independent chartered accountant to Bombay Stock Exchange for the same.

Auditor's Certificate: A copy of the certificate of the Auditor of the Company certifying the adherence in SEBI's Regulations for Preferential Issues, being Chapter VII to the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 by the proposed issue shall be made available for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) upto the date of Annual General Meeting i.e. 10th August, 2018.

Undertakings: I. The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provisions of SEBI (ICDR) Regulations, 2009, as amended where it is required to do so. II. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees. III. The entire pre-preferential holding of the proposed allottees will be locked for a period commencing from the relevant date to a period of six months from the date of trading approval granted by Bombay Stock Exchange.

Intention of promoters / directors / key managerial personnel to subscribe to the offer:

Promoters, directors or key managerial personnel details of which given below are intending to subscribe to the proposed issue.

The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control-

Sr.	Details of No.	Category/ Subscriber Subscriber	Pre Issue Class of % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
1	JB Advani & Co Pvt Ltd	Promoter	38.48%	1,40,000	32.31%	JB Advani & Co Pvt Ltd
2	Vimla Ashda Lalvani	Promoter	1.00%	30,000	1.59%	Vimla Ashda Lalvani
3	Reshma Ashda Lalvani	Promoter	0.15%	14,000	0.51%	Reshma Ashda Lalvani
4	Deep Ashada Lalvani	Promoter	2.90%	65,000	3.99%	Deep Ashada Lalvani
5	Shirin Aditya Malkani	Promoter	0.00%	20,000	0.57%	Shirin Aditya Malkani
6	Gaurav Lalwani	Directors	0.02%	30,000	0.87%	Gaurav Lalwani
7	Bakhai Bijal Biharilal	Individual - Resident	0.02%	27,000	0.79%	Bakhai Bijal Biharilal
8	Tushar Rohinton Balsara	Individual - Resident	0.00%	30,000	0.85%	Tushar Rohinton Balsara
9	Caravan Freight Carrier Private Limited	Corporate Body - domestic	0.00%	30,000	0.85%	Caravan Freight Carrier Private Limited
10	Japan Mahesh Vyas	Individual - Resident	0.00%	70,000	1.99%	Japan Mahesh Vyas
11	Pikesh Jain	Individual - Resident	0.00%	27,000	0.77%	Pikesh Jain
12	Priya Ashwath Venkataraman	Individual - Non Resident	0.00%	1,06,000	3.02%	Priya Ashwath Venkataraman
13	Shibani Lal	Individual - Resident	0.00%	30,000	0.85%	Shibani Lal
14	Sandesh Prabhakar Shetty	Individual - Resident	0.00%	40,000	1.14%	Sandesh Prabhakar Shetty
15	Fourth Axis Advisors LLP	Limited Liability Partnership	0.89%	66,000	2.53%	Fourth Axis Advisors LLP
16	Smita Impex LLP	Limited Liability Partnership	0.19%	40,000	1.28%	Smita Impex LLP
17	YutiKunal Jhaveri	Individual - Resident	0.00%	66,000	1.88%	YutiKunal Jhaveri
18	Gaurav Gehani	Individual - Resident	0.00%	10,000	0.28%	Gaurav Gehani
19	C.K.Venugopal	Individual - Resident	0.05%	10,000	0.32%	C.K.Venugopal
20	Sorabh Gupta	Individual - Resident	0.00%	66,000	1.88%	Sorabh Gupta
21	Alexander Peter	Individual - Resident	0.00%	10,000	0.28%	Alexander Peter
				9,27,000		

Ador Multiproducts Limited

SHAREHOLDING PRE AND POST ISSUE

The pre issue and post issue shareholding pattern of the Company:

SR. NO.	CATEGORY	PRE ISSUE* No. of Shares Held	% of Share Holding	POST ISSUE No. of Shares Held	% of Share Holding
A	Promoters' holding :				
	Individual	116038	4.05%	245038	6.98%
	Bodies Corporate	994544	34.72%	1134544	32.31%
	Sub Total (A)	1110582	38.77%	1379582	39.29%
B	Non-Promoters' holding :				
	Individual	1340501	46.80%	1862501	53.04%
	Bodies Corporate	133233	4.65%	269233	7.67%
	PF Authorities	279862	9.77%	279862	7.97%
	Sub Total (B)	1753596	61.23%	2411596	60.71%
	GRAND TOTAL (A+B)	2864178	100.00%	3791178	100.00%

*As on June 22, 2018.

Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

No. of persons to whom allotment on preferential basis/Preferential allotment basis has already been made during the year, in terms of number of securities as well as price:

During the year, no allotment has been made to any person on preferential basis/Preferential allotment basis.

Change in control, if any, in the Company that would occur consequent to the private placement offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

Lock in period:

The proposed allotment of the equity shares, shall be subject to a lock-in as per the requirements of ICDR Regulations.

Auditors certificate:

A certificate from Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

The Promoters details of which are given above, Mr. Deep A. Lalvani, Wholetime Director & CFO, Mr. Gaurav Lalwani, Director of the company is interested in the Resolution. No other Directors, Key Managerial personnel of the Company and their relatives are in any way, directly or indirectly concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 03 of the Postal Ballot Notice for approval of Members.

By order of the Board
For Ador Multi Products Ltd.
Sd/-

Registered Office:

CIN: L85110MH1948PLC310253
Ador House, 5th Floor, 6 K Dubash Marg,
Fort, Mumbai – 400 001
email: cs.adormultiproducts@gmail.com

Deep A Lalwani
Whole Time Director
DIN: 01771000
Mumbai
11th July, 2018