



ADOR MULTIPRODUCTS LIMITED

Regd off.: A-13, III Stage, Peenya Industrial Estate, Bengaluru – 560 058

CIN L85110KA1948PLC000545

Phone No.(080) 2836 0271, Fax No.(080) 2836 1631, Website:www.adormultiproducts.com, Email ID:ampblbr@yahoo.co.in

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014 and read with regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof, for the time being in force, for obtaining assent of the Shareholders of the company by means of Postal Ballot and Voting through electronic means ("Remote e-Voting") on the Resolutions set out in this Notice.

Pursuant to section 102 of the Companies Act, 2013, the explanatory statement pertaining to the resolutions setting out the material facts and the reasons for the resolutions are appended herewith for your consideration along with a postal ballot form and addressed postage pre-paid Business Reply Envelope.

The Company has appointed Mr. Dinesh Shivnarayan Birla, Practicing Company Secretary (Membership No. F7658 and CP No. 13029), as Scrutinizer for conducting the voting including e-voting in a fair and transparent manner.

Voting through postal ballot/ remote E-voting shall commence from **Monday, October 2, 2017 at 9.00 A.M (IST) and end on Tuesday, October 31, 2017 at 5.00 P.M. (IST)**. The scrutinizer's decision on the validity of votes shall be final. If members cast their votes by both modes, then votes given via E-voting shall be finally considered by the scrutinizer.

Shareholders desiring to exercise their votes by postal ballot:

- * Read carefully instructions given at the back side of the postal ballot form.
- * Send duly filled form to Scrutinizer at below address:
Scrutinizer: Mr. Dinesh Shivnarayan Birla
(Unit: Ador Multiproducts Limited)
A-13, 3rd Stage, Peenya Industrial Estate, Bengaluru - 560058

Shareholders desiring to exercise their vote by E-Voting:

- * Read carefully "instructions for e-voting" given in the notice under notes.
- * Voting shall be closed by NSDL on October 31, 2017 at 5.00 P.M. (IST).

The Scrutinizer after completing the scrutiny of postal ballot forms (Including E-Voting) will submit his report to the Chairman or any other authorized person of the Company. The result of the postal ballot shall be declared by the Chairman or any other authorized person of the company on or before November 2, 2017 and communicated on the same day to the stock exchange, depository, registrar and share transfer agent and shall also be displayed on the company's website www.adormultiproducts.com.

In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of e-voting or Postal Ballot (whichever method the Shareholders opts for), those shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

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

By Order of the Board
For Ador Multiproducts Ltd.

Namrata Jain
Company Secretary

Place: Bengaluru
Date: 15th September, 2017

RESOLUTION:

ITEM NO. 1: DISPOSE-OFF LAND AND BUILDING SITUATED AT A-14, 3RD STAGE, PEENYA INDUSTRIAL ESTATE, BANGALORE - 560058.

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

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Agreement entered by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to transfer/sale or otherwise dispose off, the un-utilized land and building situated at A-14, 3rd Stage, Peenya Industrial Estate, Bangalore – 560058, together with rights, title and interest in such assets, as may be identified by the Board to any suitable party/parties for a consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Director (including Committee(s) thereof and /or any Director or any individual delegated with powers necessary for the purpose be and is hereby authorized to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution.”

ITEM NO. 2: SHIFTING OF REGISTERED OFFICE FROM THE STATE OF KARNATAKA TO THE STATE OF MAHARASHTRA.

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

“RESOLVED THAT pursuant to the provisions of Section 13(4) of the Companies Act, 2013 read with Rule 30 of The Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, and subject to the approval of Central Government (**Power delegated to Regional Director**) and such other approvals, as may be necessary, the consent of the Members of the Company be and are hereby accorded for shifting of Registered Office of the Company from the “**State of Karnataka**” to the “**State of Maharashtra**”.

RESOLVED FURTHER THAT the existing Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new Clause II:

“**II. The Registered Office of the Company shall be situated in the State of Maharashtra within the jurisdiction of ROC, Mumbai.**”

RESOLVED FURTHER THAT upon the aforesaid resolution become effective, the Registered Office of the Company be shifted from State of Karnataka to State of Maharashtra within the jurisdiction of ROC, Mumbai.

RESOLVED FURTHER THAT Mr. Deep A Lalvani, Whole-Time director and Chief Financial Officer of the Company and/or Mr. C.K. Venugopal, Chief Operating Officer and/or Ms. Namrata Jain, Company Secretary and Compliance Officer of the company or any other person duly authorized by any director or Company Secretary or Chief Financial Officer of the company hereby authorized (alongwith power of delegation) to appear before the concerned Regional Director/ Registrar of Companies or any other Statutory Authority, to plead for the aforesaid application, to file the necessary vakalatnama and /or Memorandum of Appearance with the concerned Authority, to sign, authenticate and make any kind of declaration and submit all kind of documents, papers, deed, petition, forms relating to aforesaid application and to act for every purpose connected with the proceedings of the application and to take such other step as may be required by the concerned Regional Director/Registrar of the Companies or any other Statutory Authority or otherwise become necessary in this regard.”

Notes:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reason for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose name appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) as on cut-off date i.e., September 22, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participants (in case of electronic shareholding)/ the Company’s registrar and Share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage-prepaid self-addressed Business Reply envelope.
3. Members whose name appears on the Registrar of Members/List of Beneficial Owners as on Cut-off date i.e., September 22, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant that should treat this notice for information purpose only.
4. Resolution passed by Members with requisite majority, through postal ballot shall have been passed at the General Meeting of Members convened on that behalf.
5. Members can opt for any mode of voting i.e, either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting case through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to cs.adormultiproducts.com. The registrar and share Transfer agent/Company shall forward the same along with postage-prepaid self-attested Business Reply Envelope to the Members.

7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Cut-off date i.e., September 22, 2017. The postal ballot period commences on Monday, October 2, 2017 at 9.00 A.M. (IST) and ends on Tuesday, October 31, 2017 at 5.00 P.M. (IST)
8. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this notice.
9. Members cannot exercise votes by proxy.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the postal Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reached the Scrutinizer not later than the close of working hours (i.e., 5.00 P.M. IST) on October 31, 2017. The postage will be borne by the company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Postal Ballot Forms received after 5.00 P.M. (IST) on October 31, 2017 shall be deemed invalid.
11. The scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before November 2, 2017 and will also be displayed on the Company's website www.adormultiproducts.com and communicated to the stock exchange, depository, registrar and share transfer agent on the said date.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on October 31, 2017 i.e, the last date specified for receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.

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) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its members, to exercise their right to vote electronically (on resolution proposed to be passed by Postal Ballot) and 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 website of the Company viz., <http://www.adormultiproducts.com/> and on the website of NSDL viz., www.nsdl.co.in
- A. 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.3 below.

- B. Launch your internet browser and type the URL: <https://evoting.nsdl.com/> - Click on Shareholder – Login
- C. Enter the user ID and password as initial password/PIN as provided in step (A) above or as provided in the Postal Ballot Form overleaf. Click on Login.
- D. 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.
- E. The homepage of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
- F. Select "EVEN" (E-Voting Event Number) of "Ador Multiproducts Ltd."
- G. Now you are ready for remote e-voting as „Cast Vote' page opens.
- H. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- I. Upon confirmation, the message "Vote cast successfully" will be displayed.
- J. Once you have voted on the resolution, you will not be allowed to modify your vote.
- K. 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
2. 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.
3. 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
4. In case shareholders holding shares in demat 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'.
5. 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).

Explanatory Statement Pursuant to Sections 102 (1) and 110 of the Companies Act, 2013

Item No. 1.

To bring sharper focus to Company's core business segments and to expand its Puducherry Unit, partial repayment of loan, to ease out the Cash Flow & enhance financial flexibility to create and promote company's own brand, the Board of Directors of the Company in their meeting held on August 30, 2017, decided to transfer/sale/ otherwise dispose-off the un-utilized Land and Building situated at A-14, 3rd Stage, Peenya Industrial Estate, Bangalore – 560058, to any suitable party/parties as may be identified by the Board for a consideration and on such terms and condition which is most favorable to the company.

The action required approval of the members in the form of Special Resolution in terms of Section 180(1) of the Companies Act, 2013.

The Board recommends the above resolution to be passed, as the same is in the interest of the company.

None of the Directors or key managerial personnel of the Company or their relatives is in any way, Concerned or interested, in the proposed resolution.

Item No. 2

Presently, the Registered Office of the Company is situated in the State of Karnataka. However, keeping in view the administrative convenience since the majority of Directors are residing in Mumbai, cost effectiveness, growth potential & the opportunities, it is proposed to shift the registered office of the Company to the State of Mumbai, Maharashtra.

The Management has an outlook that the Company's future growth and for smoothening day to day activities it will be preferable to shift the registered office to Maharashtra. Hence, the Management is of the view that for further development, the Company's registered office should be shifted from the "State of Karnataka" to "State of Maharashtra". It will be more beneficial for the company in terms cost effectiveness as well as for better control of day to day affairs of the Company.

Therefore, it is proposed to change the situation of the registered office of the Company from the "State of Karnataka" to "State of Maharashtra" and this needs an alteration of Memorandum of Association of the Company in relation to the Situation clause i.e. Clause II. This alteration is aimed to carry on the business of the Company more economically or more efficiently and smooth functioning of various operations of the Company as well as enlarge local area of its operations.

The above change cannot be effected without amending clause II of the Memorandum of Association of the Company. Hence, the special resolution(s) as set out in the notice are submitted for your consideration and approval. On obtaining the sanction of members, steps will be taken to obtain the sanction of Regional Director as required under Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014.

Accordingly, pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 the proposed resolution is recommended for your approval by Way of Special Resolution.

None of the Directors or key managerial personnel of the Company or their relatives is in any way, Concerned or interested, in the proposed resolution.

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

By Order of the Board
For Ador Multiproducts Ltd.

Namrata Jain
Company Secretary

Place: Bengaluru
Date: 15th September, 2017



ADOR MULTIPRODUCTS LIMITED

Regd off.: A-13, III Stage, Peenya Industrial Estate, Bengaluru - 560 058.
CIN#L85110KA1948PLC000545 / Phone No.(080) 2836 0271, Fax No.(080) 2836 1631
Website:www.adormultiproducts.com, Email ID:amplblr@yahoo.co.in

POSTAL BALLOT FORM

Sr. No.

Last Date:October 31, 2017 at 5.00 PM

- Name and Registered Address of the Sole/first named member :
- Names of the Joint Holder(s), if any :
- Registered Folio No./ DP ID No. / Client ID No.* :
(*Applicable only to Shareholders holding shares in dematerialized form).
- No. of Equity Shares held :
- I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated August 31, 2017 by sending my/our assent or dissent to the said resolution(s) by placing tick () mark at the appropriate box below:

Item No.	Description Of Resolutions	Type of Resolution	No. of Shares held by me /us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
SPECIAL BUSINESS					
1	Dispose-Off Land And Building Situated At A-14, 3rd Stage, Peenya Industrial Estate, Bengaluru - 560058.	Special			
2	Shifting Of Registered Office From The State Of Karnataka To the State Of Maharashtra.	Special			

Date :
Place :
E Mail ID:

Signature of the Member(s)

Electronic Voting particulars*

The e-voting facility is available at the link <http://evoting.nsdl.com>. The electronic voting particulars are set out as follows:

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

* For members who are voting through e-voting.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
October 02, 2017 at 9.00 A.M (IST)	October 31, 2017 up to 5:00 P.M (IST)

Notes:

- Please read the instructions printed below carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is October 31, 2017 up to 5.00 P.M. (IST)

INSTRUCTIONS FOR VOTING BY POSTAL BALLOT

1. Members desiring to cast their vote by physical Postal Ballot should fill-up this Postal Ballot Form overleaf completely and send it to the Scrutinizer, in the enclosed postage prepaid self-addressed Business Reply envelope, which shall be properly sealed with adhesive or adhesive tape. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other manner shall be considered invalid.
2. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
3. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
4. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/ appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
5. Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e., at 5.00 p.m. on Tuesday, October 31, 2017. Postal Ballot Forms received after this date will be considered invalid. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizers decision in this regard shall be final and binding.
7. Members are requested not to send any paper [other than the resolution/authority as mentioned in point 4 above] along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate should reach the Scrutinizer not later than the date specified in point no. (5) above.
9. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
10. The votes should be cast either in favour of or against by putting the tick () mark in the column provided for assent or dissent. Postal Ballot Form bearing () in both the assent and dissent columns will be invalid.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
12. The Postal Ballot form shall not be exercised by a Proxy.

INSTRUCTIONS FOR E-VOTING

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the 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 the facility to its members, to exercise their right to vote electronically (on resolution proposed to be passed by Postal Ballot) and 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 website of the Company viz., <http://www.adormultiproducts.com/> and on the website of NSDL viz., www.nsdl.co.in
 - A. 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.3 below.
 - B. Launch your internet browser and type the URL: <https://evoting.nsdl.com/> - Click on Shareholder – Login
 - C. Enter the user ID and password as initial password/PIN as provided in step (A) above or as provided in the Postal Ballot Form overleaf. Click on Login.
 - D. 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.
 - E. The homepage of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
 - F. Select "EVEN" (E-Voting Event Number) of "Ador Multiproducts Ltd."
 - G. Now you are ready for remote e-voting as 'Cast Vote' page opens.
 - H. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - I. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - J. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - K. 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 at csdineshbirla@gmail.com with a copy marked to evoting@nsdl.co.in
2. 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.
3. 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
4. In case shareholders holding shares in demat 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'.
5. 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).