



ADOR MULTIPRODUCTS LIMITED

Regd off: Ador House, 5th Floor 6 K Dubash Marg, Fort Mumbai Mumbai City MH - 400 001 IN
CIN:L85110MH1948PLC310253, Phone No. (91) 22 66239300
Website:www.adormultiproducts.com, E-mail ID- cs.adormultiproducts@gmail.com

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 and other applicable laws and regulations, 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 **Saturday, 3rd November , 2018 at 9.00 A.M (IST) and end on Sunday, 2nd December, 2018 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 back side of the postal ballot form.
- Send duly filled form to Scrutinizer at below address:
- Scrutinizer: Mr. Dinesh Shivnarayan Birla
(Unit: Ador Multi Products Limited)
A-13, III Stage, Peenya Industrial Estate, Bengaluru - 560 058.

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 2nd December, 2018 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 4th December, 2018 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.

SPECIAL BUSINESS:

1. Ratification Resolution No. 5 for allotment of Equity Shares issued on Preferential Basis:

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

"RESOLVED THAT there being inadequate disclosures being made in the Special Resolution no. 5 for issue of equity shares of the Company on Preferential basis, proposed for approval of the members of the company vide notice for annual general meeting of the members dated July 11, 2018 and as approved by the members in their annual general meeting on August 10, 2018, and now to satisfy the pre-condition for listing of the said equity shares pursuant to the BSE In-principle Approval letter no. DCS / PREF / PB / PRE / 3187 / 2018-19 dated September 24, 2018, the original Special Resolution No. 5 for issue of equity shares of the Company is now corrected and ratified as follows:

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 only) (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 only) in accordance with ICDR Regulations, to the following subscribers:

Sr. No.	Name of the proposed Allottees	Nature of persons who are ultimate beneficial owner	No. of equity shares to be allotted	Category	Allottee is: QIB/MF/FI/Trust/Banks
1	J B Advani and Company Private Limited	Individual shareholders: 1.Ninotchka Malkani Nagpal 2.Aditya T Malkani 3.Aruna B Advani 4.Ravin A Mirchandani 5. Deep Ashada Lalvani	1,40,000	Promoter	N.A.
2	Vimla Ashda Lalvani	Individual	30,000	Promoter	N.A.
3	Reshma Ashda Lalvani	Individual	14,000	Promoter	N.A.
4	Deep Ashada Lalvani	Individual	65,000	Promoter	N.A.
5	Shirin Aditya Malkani jointly with Aditya Malkani	Individuals	20,000	Promoter	N.A.
6	Gaurav Lalwani jointly with Mohan Lalwani and Rima Lalwani	Individuals	30,000	Director	N.A.
7	Bakhai Bijal Biharilal	Individual	27,000	Non-Promoter	N.A.
8	Tushar Rohinton Balsara	Individual	30,000	Non-Promoter	N.A.
9	Caravan Freight Carrier Private Limited	Individual shareholders: 1.Sachin Deepak Lulla 2.Deepak Lulla 3.Karuna Lulla 4.Snehlata Lulla	30,000	Non-Promoter	N.A.
10	Japan Mahesh Vyas	Individual	70,000	Non-Promoter	N.A.
11	Pikesh Jain	Individual	27,000	Non-Promoter	N.A.
12	Priya Ashwath Venkataraman	Individual	1,06,000	Non-Promoter	N.A.
13	Shibani Lal	Individual	30,000	Non-Promoter	N.A.
14	Sandesh Prabhakar Shetty	Individual	40,000	Non-Promoter	N.A.
15	Fourth Axis Advisors LLP	Individual shareholders: 1.Preksha Kanungo 2.Bhavik Mehta	66,000	Non-Promoter	N.A.

16	Smita Impex LLP	Individual shareholders: 1.Preksha Kanungo 2.Lekhraj Kanungo 3.Manju Kanungo 4.Smita Salecha	40,000	Non-Promoter	N.A.
17	Yuti Kunal Jhaveri	Individual	66,000	Non-Promoter	N.A.
18	Gaurav Gehani	Individual	10,000	Non-Promoter	N.A.
19	Chinglepat Kothadaram Venugopal	Individual	10,000	Non-Promoter	N.A.
20	Sorabh Gupta	Individual	66,000	Non-Promoter	N.A.
21	Alexander Peter	Individual	10,000	Non-Promoter	N.A.
	Total		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."

2. Special Resolution for issue of Equity Shares on Preferential 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 “CA2013”); 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 3,26,000 (Three Lakhs Twenty Six Thousand) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten) each (“Equity Shares”) on Preferential allotment basis, to promoters, director and non-promoters, at a price of Rs. 39/- (Rupees Thirty Nine only) (including a premium of Rs. 29/- (Rupees Twenty Nine) per Equity Share aggregating to Rs. 1,27,14,000/- (Rupees One Crore Twenty Seven Lakh Fourteen Thousand only) in accordance with ICDR Regulations, to the following subscribers:

Sr. No.	Name of the proposed Allottees	Nature of persons who are ultimate beneficial owner	No. of equity shares to be allotted	Category	Allottee is: QIB/MF/FI/Trust/Banks
1	J B Advani and Company Private Limited	Individual shareholders: 1.Ninotchka Malkani Nagpal 2.Aditya T Malkani 3.Aruna B Advani 4.Ravin A Mirchandani 5.Deep Ashada Lalvani	1,40,000	Promoter	N.A.
2	Vimla A Lalvani	Individual	20,000	Promoter	N.A.
3	Reshma Ashda Lalvani	Individual	10,000	Promoter	N.A.
4	Deep Ashada Lalvani	Individual	60,000	Promoter	N.A.
5	Gaurav Lalwani jointly with Mohan Lalwani and Rima Lalwani	Individuals	30,000	Director	N.A.
6	Sorabh Gupta	Individual	66,000	Non-Promoter	N.A.
	Total		3,26,000		

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 November 2, 2018, being the working day immediately preceding the date 30 (thirty) days prior to the date of declaration of results of Postal Ballot Process 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 Nagpal, 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.”

Registered Office:

CIN: L85110MH1948PLC310253

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

Fort, Mumbai – 400 001

email: cs.adormultiproducts@gmail.com

By order of the Board
For **Ador Multi Products Ltd.**

Sd/-

Deep A Lalwani.

Whole Time Director

DIN: 01771000

Mumbai

23rd October, 2018

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., October 24, 2018. 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., October 24, 2018 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@gmail.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., October 24 2018. The postal ballot period commences on 3rd November, 2018 at 9.00 A.M. (IST) and ends on December 2, 2018 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. In case, shares are jointly held, for the Members voting through physical Postal Ballot Form, the said form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member and for the Members voting through electronic means, e-voting to be done by the first named Member and in his/her absence by the next named Member.
10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter etc. together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form, in case the voting is done in the physical form. In case, the said Members are voting through electronic means, they are requested to send the aforesaid documents together with the specimen signature of authorized signatory to the scrutinizer through e-mail at cs.adormultiproducts@gmail.com
11. Members cannot exercise votes by proxy.
12. 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 December 2, 2018. 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 December 2, 2018 shall be deemed invalid.
13. 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 December 4, 2018 at 5.00 P.M. at the registered office at Ador House, 5th Floor, 6 K Dubash Marg, Fort, Mumbai – 400 001 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.
14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on December 2, 2018 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 Multi Products 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/ grievances , members may refer Frequently Asked Questions(FAQ) and remote e- voting user manual for shareholders available at the ‘Downloads’ section of www.evoting.nsdl.com or contact Ms. Pallavi Mhatre, Asst. Manager, NSDL, Mumbai at Telephone No.022-24994545 or call on toll free No.1800-222-990 or email id :pallavid@nsdl.co.in or evoting@nsdl.co.in.
 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).

Registered Office:

CIN: L85110MH1948PLC310253

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

Fort, Mumbai – 400 001

email: cs.adormultiproducts@gmail.com

By order of the Board
For **Ador Multi Products Ltd.**

Sd/-

Deep A Lalwani.

Whole Time Director

DIN: 01771000

Mumbai

23rd October, 2018

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. 1 and 2 of the accompanying Notice.

Item No. 1: Ratification Resolution for allotment of Equity Shares issued on Preferential Basis

The Company had, vide resolution no. 5 in the notice for annual general meeting of the members dated July 11, 2018, proposed to issue 927,000 equity shares of Rs. 10/- each to various allottees. However, the disclosures made were inadequate. Hence, BSE while giving the In-principle approval to the said issue has directed the Company vide its Approval letter no. DCS / PREF / PB / PRE / 3187 / 2018-19 dated September 24, 2018 to make corrected disclosures and seek ratification of the same from the members of the Company. As such, the resolution and relevant explanatory notes to the said resolution no. 5 are being put forth for ratification. The relevant corrected explanatory statement is put forth for your reference:

“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:

Sr. No.	Name of proposed Subscriber	Address of proposed Subscriber	No. of shares to be subscribed
1	J B Advani and Company Private Limited	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 jointly with Aditya Malkani	Sans Souci 26 A, B. G. Kher Marg, Malbar Hill, Mumbai 400006 MH IN	20,000
6	Gaurav Lalwani jointly with Mohan Lalwani and Rima 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

Sr. No.	Name of proposed Subscriber	Address of proposed Subscriber	No. of shares to be subscribed
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, Raheja Vihar, Chandivali, Mumbai 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
16	Smita Impex LLP	Office No. 3P, 3rd Floor, Vijay Chambers, 1140- Tribhuvan Road, Grant Road (East), Mumbai - 400004.	40,000
17	Yuti Kunal Jhaveri	193B Heera Panna CHS, bhulabhai Desai road, Mumbai-400026	66,000
18	Gaurav Gehani	23A, 6th floor, Jagdambe, 15th road, Near Khar gymkhana, Khar West, Mumbai-400052	10,000
19	Chinglepat Kothadaram 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	10,000
	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/- 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. No.	Details of Subscriber	Category / Class of Subscriber	No. of Shares held prior to the proposed Issue	Pre Issue % holding	Number of Equity Shares proposed to be allotted	No. of Shares after allotment	Post Issue % holding	Beneficial Ownership
1	J B Advani and Company Private Limited	Promoter	9,94,544	34.72%	1,40,000	11,34,544	29.93%	Individual shareholders: 1.Ninotchka Malkani Nagpal 2.Aditya T Malkani 3.Aruna B Advani 4.Ravin A Mirchandani 5.Deep Ashada Lalvani
2	Vimla Ashda Lalvani	Promoter	31,928	1.11%	30,000	61,928	1.63%	Vimla Ashda Lalvani
3	Reshma Ashda Lalvani	Promoter	6,150	0.21%	14,000	20,150	0.53%	Reshma Ashda Lalvani
4	Deep Ashada Lalvani	Promoter	75,020	2.62%	65,000	1,40,020	3.69%	Deep Ashada Lalvani
5	Shirin Aditya Malkani jointly with Aditya Malkani	Promoter	-	0.00%	20,000	20,000	0.53%	Shirin Aditya Malkani jointly with Aditya Malkani

6	Gaurav Lalwani jointly with Mohan Lalwani and Rima Lalwani	Director	500	0.02%	30,000	30,500	0.80%	Gaurav Lalwani jointly with Mohan Lalwani and Rima Lalwani
7	Bakhai Bijal Biharilal	Individual - Resident	-	0.00%	27,000	27,000	0.71%	Bakhai Bijal Biharilal
8	Tushar Rohinton Balsara	Individual Non - Resident	-	0.00%	30,000	30,000	0.79%	Tushar Rohinton Balsara
9	Caravan Freight Carrier Private Limited	Corporate Body - domestic	-	0.00%	30,000	30,000	0.79%	Individual share holders: 1.Sachin Deepak Lulla 2.Deepak Lulla 3.KarunaLulla 4.Snehlata Lulla
10	Japan Mahesh Vyas	Individual - Resident	-	0.00%	70,000	70,000	1.85%	Japan Mahesh Vyas
11	Pikesh Jain	Individual - Resident	-	0.00%	27,000	27,000	0.71%	Pikesh Jain
12	Priya Ashwath Venkataraman	Individual - Non Resident	-	0.00%	1,06,000	1,06,000	2.80%	Priya Ashwath Venkataraman
13	Shibani Lal	Individual Non - Resident	-	0.00%	30,000	30,000	0.79%	Shibani Lal
14	Sandesh Prabhakar Shetty	Individual - Resident	-	0.00%	40,000	40,000	1.06%	Sandesh Prabhakar Shetty
15	Fourth Axis Advisors LLP	Limited Liability Partnership	22,984	0.80%	66,000	88,984	2.35%	Individual shareholders: 1.Preksha Kanungo 2.Bhavik Mehta
16	Smita Impex LLP	Limited Liability Partnership	5,000	0.17%	40,000	45,000	1.19%	Individual shareholders: 1.Preksha Kanungo 2.Lekhraj Kanungo 3.Manju Kanungo 4Smita Salecha
17	Yuti Kunal Jhaveri	Individual - Resident	-	0.00%	66,000	66,000	1.74%	Yuti Kunal Jhaveri
18	Gaurav Gehani	Individual - Resident	-	0.00%	10,000	10,000	0.26%	Gaurav Gehani
19	Chinglepat Kothadaram Venugopal	Individual - Resident	1,400	0.05%	10,000	11,400	0.30%	Chinglepat Kothadaram Venugopal
20	Sorabh Gupta	Individual - Resident	-	0.00%	66,000	66,000	1.74%	Sorabh Gupta
21	Alexander Peter	Individual - Resident	-	0.00%	10,000	10,000	0.26%	Alexander Peter
			11,37,526		9,27,000	20,64,526		

SHAREHOLDING PRE AND POST ISSUE

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

SR. NO.	CATEGORY	PRE ISSUE*		POST ISSUE	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding :				
	Individual	116038	4.05%	245038	6.46%
	Bodies Corporate	994544	34.72%	1134544	29.93%
	Sub Total (A)	1110582	38.77%	1379582	36.39%
B	Non-Promoters' holding :				
	Individual	1340501	46.80%	1862501	49.13%
	Bodies Corporate	133233	4.65%	269233	7.10%
	IEPF Authorities	279862	9.77%	279862	7.38%
	Sub Total (B)	1753596	61.23%	2411596	63.61%
	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. 05 of the Notice for approval of Members.”

Item No. 2: Issue of Equity Shares on Preferential Basis

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Postal Ballot is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act,2013 and as per Regulation 73(1) of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:-

- 1. Objects of this 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.

- 2. Proposal of Promoters / Directors / Key Management Persons to subscribe to the preferential issue:** Promoters - J B Advani and Company Private Limited, Vimla A Lalvani, Reshma Ashda Lalvani, Deep Ashada Lalvani and Director - Gaurav Lalwani have subscribed to 260,000 equity shares in the proposed issue. Other than the Promoters and Directors mentioned therein no other promoter, director or key management personnel are have subscribed to the preferential issue.
- 3. The shareholding pattern before and after completion of the proposed preferential issue would be as under:-**

SR. NO.	CATEGORY	PRE ISSUE*		POST ISSUE	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding :				
	Individual	245038	6.95%	335038	8.69%
	Bodies Corporate	994544	28.19%	1134544	29.44%
	Sub Total (A)	1239582	35.13%	1469582	38.13%
B	Non-Promoters' holding :				
	Individual	1561109	44.25%	1627109	42.22%
	Bodies Corporate	268330	7.61%	268330	6.96%
	Director & Relatives	1000	0.03%	31000	0.80%
	Others [including IEPF Authorities]	458157	12.99%	458157	11.89%
	Sub Total (B)	2288596	64.87%	2384596	61.87%
	GRAND TOTAL (A+B)	3528178	100.00%	3854178	100.00%

* **Notes:-**The above shareholding pattern has been prepared on the basis of shareholding as on 12/10/2018 as provided by the Registrar and Share Transfer Agent.

- 4. Proposed time within which the preferential issue shall be completed:**

The Company proposes to complete the preferential issue on or before the fifteenth day from the date of passing of this resolution or from the date of receipt of any approval for such allotment from any regulatory authority or the Central Government, whichever is later, as per SEBI Regulations, as amended.

- 5. The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them :**

The proposed allottees were interested to invest in our company and they approached us in the past when the company decided to raise funds by way of issue of equity shares on preferential basis. Subsequently the company approached the allottees to find out their intention to subscribe to preferential issue and the proposed allottees have given their consent to subscribe to the same. The percentage of the post-preferential issue capital held by the proposed allottees is follows:-

Sr. No.	Name of the proposed allottee owner	The natural persons who are ultimate beneficial allotted	Number of Equity Shares proposed to be	No. of shares		% of Shares held		Category (Promoter /Non Promoter)
				Pre-Issue	Post-Issue	Pre-issue	Post- Issue	
1.	J B Advani and Company Private Limited	Individual shareholders :1. Ninotchka Malkani Nagpal 2. Aditya T Malkani 3. Aruna B Advani 4. Ravin A Mirchandani 5. Deep Ashada Lalvani	1,40,000	9,94,544	11,34,544	28.19	29.44	Promoter
2.	Vimla A Lalvani	Individual	20,000	61,928	81,928	1.76	2.13	Promoter
3	Reshma Ashda Lalvani	Individual	10,000	20,150	30,150	0.57	0.78	Promoter
4	Deep Ashada Lalvani	Individual	60,000	1,40,020	2,00,020	3.97	5.19	Promoter
5	Gaurav Lalwani jointly with Mohan Lalwani and Rima Lalwani	Individuals	30,000	500	35,000	0.01	0.91	Director
6	Sorabh Gupta	Individual	66,000	-	66,000	-	1.71	Non -Promoter
	Total		3,26,000	12,17,142	15,47,642			

6. Lock in period:

The equity shares to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI ICDR Regulations, 2009

7. Change in the control, if any. :-

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

8. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.

9. Price of the issue:-

The price of equity shares to be issued is fixed at Rs.39/- per equity share of Rs.10/- 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.

10. Relevant Date:-

The Relevant Date on the basis of which the price of the Equity Shares will be calculated is Friday, November 2, 2018, i.e. working day immediately preceding the date 30 days prior to the date of declaration of the results of the Postal Ballot process.

11 . Auditor's Certificate

A copy of the certificate of the Company's Statutory Auditor, M/s Srinivas and Subbalakshmi., Chartered Accountants, Bangalore certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of Postal Ballot results.

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.

11. Other terms of issue of equity shares:

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, Whole time Director & CFO, Mr. Gaurav Lalwani, Director of the company is interested in the Resolution.

Relatives of Mr. Deep Ashda Lalvani, Director are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

No other Directors other than Mr. Gaurav Lalwani, Key Managerial personnel of the Company and their relatives other than specified above, are in any way, directly or indirectly concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 02 of the Postal Ballot Notice for approval of Members.

Registered Office:

CIN: L85110MH1948PLC310253

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

Fort, Mumbai – 400 001

email: cs.adormultiproducts@gmail.com

By order of the Board
For **Ador Multi Products Ltd.**

Sd/-

Deep A Lalwani.

Whole Time Director

DIN: 01771000

Mumbai

23rd October, 2018

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