



## ADOR MULTIPRODUCTS LIMITED

Regd off.: A-13 & 14, III Stage, Peenya Industrial Estate, Bangalore – 560 058

CIN#L85110KA1948PLC000545

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

Dear Members,

### POSTAL BALLOT NOTICE

Ador Multiproducts Limited is a Sixty Six year old Company and in the best interest of corporate governance and to be in conformity with the provisions of the NEW - COMPANIES ACT, 2013 WHICH BECAME EFFECTIVE FROM APRIL 1, 2014 read with rules there under, SEBI REGULATIONS including amendments and modifications thereof and STOCK EXCHANGE GUIDELINES, the Company hereby re-presents to its Members for consideration, the issue of 2,50,000 number of Warrants convertible to Equity.

In view of the above, the earlier resolution passed vide Postal Ballot dated March 20, 2014 stands withdrawn.

Legislative provisions which have a bearing on the proposed issue:

- Section 42 of the Companies Act, 2013** which deals with offer or invitation for subscription of securities on private placement, stipulates compliance w.r.t Securities Contracts (Regulation) Act, Securities and Exchange Board of India Act and in terms of sub-section 7 mandates that all offers covered under the Section shall be made only to such persons whose names are recorded by the Company prior to the invitation to subscribe and that such person(s) shall receive offer by name and that a complete record of such offers shall be kept by the Company in such manner as may be prescribed. Besides, complete information about such offer to be filed with the Registrar within a period of thirty days of circulation of relevant private placement offer letter.
- Section 62 of the Companies Act, 2013** which deals with further issue of share capital stipulates in terms of proviso (c) that offer to persons other than holders of Equity Shares shall be permissible subject to passing of special resolution by the Members of the Company.
- Section 102 of the Companies Act, 2013** provides that where any item of special business to be transacted at a meeting of the Company relates to or affects any other company, the extent of shareholding interest in that other company of every Promoter, Director, Manager, if any, and of every other Key Managerial Personnel of the first mentioned company shall, if the extent of such shareholding is not less than two percent of the paid-up share capital of that company, be set out in the statement annexed to the Notice.
- Section 188 of the Companies Act, 2013** which deals with transactions with related parties stipulates in terms of proviso (2) that every contract or arrangement entered in to under the said sub-section (1) shall be referred to in the Board's report to the shareholders along with justification for entering in to such contract or arrangement and also provides for ratification, if any, within three months from the date of contract.
- SEBI (ICDR) Regulations**, provides for lock-in on pre-preferential shareholding for a period of six months from the date of in-principle/relevant approval of the Stock Exchange and lock-in shall commence from the Relevant Date. Further, on issue and conversion of Warrants in to Equity Shares, the lock-in shall be for a period of three years, from the date of in-principle approval and trading approval, respectively. Regulation 73 (1) (e) requisites disclosure of the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them and changes in control, if any, of the issuer consequent to the preferential allotment.
- Rules and regulations as specified in the Companies (Management and Administration) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014, as may become applicable.

In consonance with the above requirements:

#### SPECIAL BUSINESS

NOTICE is hereby given that pursuant to Section 2(65) and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration Rules) 2014 and all other applicable Acts, Rules, Regulations including modifications or re-enactment thereof, Ador Multiproducts Limited (hereinafter referred to as the 'Company') is seeking the consent of its Members by way of Special Resolution for:

**Preferential issue of 2,50,000 Share Warrants convertible to Equity to the Promoter, J B Advani and Company Private Limited.**

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

"RESOLVED THAT, pursuant to the provisions of Section 42, Section 62, Section 188 and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the

time being in force; various enactments, rules, regulations, circulars, press notes, clarifications issued by various authorities from time to time and subject to the provisions, regulations and guidelines of the Securities and Exchange Board of India including amendments thereof; Provisions of the Foreign Exchange Management Act; Notifications of the Reserve Bank of India (RBI); Listing agreement entered with the Stock Exchange (BSE); Enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and/or sanctions if any, of the Registrar of Companies, SEBI, Stock Exchange and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission 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 in exercise of one or more of its power including powers conferred hereunder); the Board be and is hereby authorised to create, offer and allot up to 2,50,000 (Two lakhs and fifty thousand) Share Warrants of the face value of Rs.10/- (Rupees ten only) each at a premium of Rs.6.50 (Rupees six and paise fifty only) per Share Warrant, to be issued and allotted on preferential basis, to **J B Advani and Company Private Limited**, the Promoter, having Corporate Identity Number (CIN)# U51900MH1925PTC004217, which shall be convertible in to Equity Shares of the Company, not later than 18 months from the date of allotment of Warrants in accordance with SEBI (ICDR) Regulations and/or any other provisions of law, as may be prevailing at the time of allotment of Equity Shares/Conversion of Warrants, with each Share Warrant entitling the holder thereof to apply for and be allotted one Equity Share of the face value of Rs.10/- (Rupees ten only) at a premium of Rs.6.50 (Rupees six and paise fifty only) per Equity Share.

RESOLVED FURTHER THAT, the Relevant Date for the preferential issue of Warrants as per ICDR Regulations, for determination of applicable price for issue of the above mentioned Warrants shall be 09.06.2014, viz. 30 days prior to 09.07.2014, the date on which the result of the Postal Ballot will be announced by the Company.

RESOLVED FURTHER THAT, the Warrants to be allotted to the proposed allottee pursuant to the aforesaid preferential allotment and the Equity Shares to be allotted upon conversion of Warrants shall rank pari passu in all respects including as to dividend, with the existing fully paid up Equity Shares of the face value of Rs.10/- (Rupees ten only) each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the aforementioned issue of Share Warrants shall be subject to the following terms and conditions:

- The Warrants shall be convertible (at the option of the Warrant holder) at any time, in one or more tranches, within a period of 18 months from the date of allotment of Warrants.
- Each Warrant shall be convertible in to one Equity Share of the nominal value of Rs.10/- (Rupees ten only) each at a premium of Rs.6.50 (Rupees six and paise fifty only) per share, subject to SEBI guidelines for preferential issue.
- The Warrant holder shall on or before the date of allotment of Warrants, pay an amount equivalent to 25% of the total consideration per Warrant.
- The amount referred in (3) above shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date allotment of Warrants.
- The Warrant holder shall on or before the date of conversion of Warrants in to Equity Shares pay balance 75% of the consideration applicable with respect to the number of Warrants converted.
- The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the provisions of the Companies Act and SEBI guidelines, as may be requisite and for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- The lock in requirements shall be made applicable (a) On the pre-preferential share holding (b) On the issue and allotment of Warrants and (c) Conversion of Warrants in to Equity as per SEBI (ICDR) regulations and as per the mandate of the Stock Exchange, if any.

RESOLVED FURTHER THAT the Board in its absolute discretion be and is hereby authorised to accept and make in the interest of the Company, any alteration(s), modification(s) to the terms and conditions as it may, deem necessary, concerning any aspect of the issue including decrease in the aggregate quantum of preferential issue and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board, may deem necessary and to settle all questions, difficulties or doubts that may arise in relation to the proposed issue, offer and allotment of the said Warrants, as also utilisation of the issue proceeds at any stage without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval hereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of the Board or any Director(s) / Executive(s) / Officer(s) of the Company as may be necessary to give effect to the aforesaid resolution."

By Order of the Board  
For Ador Multiproducts Limited

Place : Bangalore  
Date : 17.05.2014

Sriee Aneetha M  
Company Secretary

#### NOTES:

1. Explanatory statement and statement setting out material facts as required under Section 102 of the Companies Act, 2013 and disclosures required under SEBI (ICDR) Regulations are annexed hereto.
2. Voting rights have been reckoned on the paid-up value of shares registered in the name of the Member(s) as on 23.05.2014.
3. **The Board of Directors at its meeting held on 17.05.2014 has appointed Mr. S P Nagarajan, Practising Company Secretary, as the Scrutiniser, for conducting the Postal Ballot process in a fair and transparent manner.**
4. **Duly completed Postal Ballot to reach the Scrutiniser on or before the close of working hours (17.30) on 08.07.2014. Postal Ballot Form received after the said date shall be treated as if reply from the Member has not been received. Alternatively, you may choose to cast your votes electronically, which shall be open from 10.06.2014 (9:30 hrs) to 08.07.2014 (17:30 hrs). Instructions for voting by Postal Ballot or by Electronic means has been provided. Kindly read the same carefully before exercising your vote.**
5. **The Scrutiniser will submit his report to the Chairman after completion of scrutiny and the result of the Postal Ballot will be announced at the Registered Office of the Company in Bangalore on Wednesday, 09.07.2014. The Company shall immediately intimate the Stock Exchange (BSE) and have the result posted on the website 'www.adormultiproducts.com'. It will also be published on the following day in the newspaper - Financial Express - Mumbai and Bangalore editions and in the regional language, Kannada.**

#### EXPLANATORY STATEMENT / STATEMENT OF MATERIAL FACTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the Notice and to be taken as forming part of the Notice.

##### 1. Meaning, scope and implications of the Special Business as required under Section 102 of the Companies Act, 2013:

Your Directors are of the opinion that there is imminent need to fund (i) Working capital and (ii) On going projects of the Company. In this regard, it was thought at best, that it is the Promoter's prerogative to contribute in exigencies and hence, it is proposed / recommended to issue and allot up to 2,50,000 (Two lakhs and fifty thousand) Share Warrants of the face value of Rs.10/- (Rupees ten only) each at a premium of Rs.6.50 (Rupees six and paise fifty only) per Share Warrant, subject to the approval of the Members of the Company by way of Special Resolution.

##### 2. Brief profile of the proposed allottee:

Established in 1908, **J B Advani and Company Private Limited (JBA) is a Century Old Entity** which has grown from a small trading company, to become the Promoter of Ador Group. JBA's objective is to nurture businesses for select industrial segments, with the aim of attaining market leadership. With this goal in mind, the Group has expanded its stronghold in core industrial and manufacturing sectors besides, cosmetic products and green energy solutions. The group's strong ethical and social practices are a source of pride for all stakeholders and ensure the highest levels of business excellence.

##### 3. Details of the proposed allottee:

###### (a) Name/Address/CIN/PAN/Bank:

J B Advani and Company Private Limited (JBA)  
Ador House, 6 K Dubash Marg, Fort, Mumbai-400 001  
CIN#U51900MH1925PTC004217 PAN#AAACJ1966D Bank:HDFC

###### (b) Category (Promoter/Non-Promoter): Promoter

(c) \*Identity of the natural person who are the ultimate beneficial owners: Details of the Shareholders of J B Advani and Company Private Limited has been provided in serial number 7 under disclosures.

###### (d) Number of securities to be allotted:

2,50,000 Warrants (with each Warrant convertible to Equity Share of the nominal value of Rs.10/- each within a period of eighteen months from the date of allotment of Warrants).

##### 4. Consent of J B Advani and Company Private Limited:

J B Advani and Company Private Limited has provided its consent to subscribe and pay amounts on the issue and conversion of Warrants in to Equity Shares, within the stipulated time period.

##### 5. Purpose of the proposed issue of Warrants:

| Sl No. | Details                           | Amount (Rs.)     |
|--------|-----------------------------------|------------------|
| 1.     | Working capital                   | 13,75,000        |
| 2.     | On going developmental projects** | 27,50,000        |
|        | <b>Total</b>                      | <b>41,25,000</b> |

\*\*Manufacture of own range of branded personal care products.

The consideration amount receivable/received from J B Advani and Company Private Limited, would be placed in escrow and would be spent for the above said purpose of which details will be made available to the Members of the Company from time to time, as per listing requirement.

##### 6. Documents for perusal

In pursuance of Section 102 (3) of the Companies Act, 2013 documents can be inspected at the Registered office of the Company and shall remain open for inspection during business hours (10.00 hours to 17.30 hours) on all working days (except Saturday, Sunday and National Holidays), from 10.06.2014 until the date of declaration of the result.

##### 7. Service of documents

In line with 'Green Initiative as part of the Corporate Governance' launched by the Ministry of Corporate Affairs and as per the Companies Act, 2013 allowing paperless compliances by recognising emails as one of the modes for, service of notice/documents, the Company will be sending this 'Notice' electronically to the email addresses as obtained from the Depositories/Members and for those Members to whom addresses are not available or in case the email sent bounces back, the Company will organise to send the documents by post/courier.

##### 8. Voting by electronic mode

The Company is providing E-Voting mechanism as per the provisions of the Companies Act, 2013.

##### 9. The nature of concern or interest, financial or otherwise, if any:

(a) None of the Directors/Managers are concerned or interested, financial or otherwise, other than Mr. Deep Ashda Lalvani-Chairman and Mr. Aditya Tarachand Malkani - Director, in the resolution.

(b) None of the other Key Managerial Personnel are concerned or interested financial or otherwise in the resolution.

(c) Other than relatives of Mr. Deep Ashda Lalvani, Director - (i) Mrs. Vimla Ashda Lalvani and (ii) Ms. Reshma Ashda Lalvani (currently holding shares in Ador Multiproducts Limited), none of the relatives of other Director(s)/Manager(s)/Key Managerial Personnel are concerned or interested, financial or otherwise in the resolution.

#### DISCLOSURES

The following disclosure sets out all the material facts relating to the aforesaid Special Resolution in terms of the Securities and Exchange Board of India (Issue of capital and disclosure requirements / ICDR Regulations):

##### 1. The object(s) of the preferential issue:

The Company's performance during the last two years has not been very encouraging. Taking in to consideration the imminent requirement for working capital and maintenance of ongoing projects, the Board at its meeting held on 17.05.2014 decided to seek the consent of Members for issue of 2,50,000 Share Warrants in one or more tranches on preferential basis with an option to convert in to equal number of Equity Shares to **J B Advani and Company Private Limited**, the Promoter of the Company.

While the Company had obtained approval of the Members for 4,00,000 Warrants, the Companies Act, SEBI regulations and Stock Exchange mandating compliances before allotment of Warrants, the Board hereby places the matter for consideration of the Members once again. While doing so, it has reduced the quantum of securities/shares to 2,50,000 to be in compliance with the SEBI (Substantial Acquisition of Shares and Takeover Guidelines), retaining all other terms set out in the Notice dated 31.01.2014 as may become applicable viz-a-viz the new enactment & requirements.

**2. The proposal of the Promoters, Directors or Key Management Personnel of the Issuer to subscribe to the offer:**

The preferential offer is being made to J B Advani and Company Private Limited, Promoter of the Company. It has given its consent to subscribe to the proposed issue. No other Promoter, Director, Key Management Personnel, Member, Investor except J B Advani and Company Private Limited intend to subscribe to the offer.

|  |  |
|--|--|
| Associate Company - Promoter               | <b>J B Advani and Company Private Limited</b>              |
| Address of the Registered/Corporate Office | <b>'Ador House', 6 K Dubash Marg, Fort, Mumbai 400 001</b> |
| PAN  | <b>AAACJ1966D</b>  |

**3. Shareholding pattern of the Company:**

| Category code              | Category of the shareholder   | Pre-issue capital             |                        |               | Post-issue capital     |               |
|----------------------------|---|-------------------------------|------------------------|---------------|------------------------|---------------|
|                            |   | Total number of share holders | Total number of shares | Percentage    | Total number of shares | Percentage    |
| <b>(A)</b>                 | <b>Shareholding of the Promoter and Promoter Group</b>                                  |                               |                        |               |                        |               |
| <b>1. Indian</b>           |   |                               |                        |               |                        |               |
| (a)                        | Individuals / HUF   | 5                             | 75721                  | 2.90          | 75721                  | 2.64          |
| (b)                        | Central / State Government  |                               |                        |               |                        |               |
| (c)                        | Bodies Corporate  | 1                             | 744444                 | 28.48         | 994444                 | 34.72         |
| (d)                        | Financial Institutions / Banks  |                               |                        |               |                        |               |
| (e)                        | Any Other (specify)   |                               |                        |               |                        |               |
|                            | Directors & their Relatives {other than classified under 1(a)}                          | 1                             | 500                    | 0.02          | 500                    | 0.02          |
|                            | <b>SUB- Total(A)(1)</b>   | <b>7</b>                      | <b>820665</b>          | <b>31.40</b>  | <b>1070665</b>         | <b>37.38</b>  |
| <b>2. Foreign</b>          |   |                               |                        |               |                        |               |
| (a)                        | Individuals (NRI / Foreign Individuals)   |                               |                        |               |                        |               |
| (b)                        | Bodies Corporate  |                               |                        |               |                        |               |
| (c)                        | Institutions  |                               |                        |               |                        |               |
| (d)                        | Qualified Foreign Investor  |                               |                        |               |                        |               |
|                            | <b>Sub-Total (A)(2)</b>   |                               |                        |               |                        |               |
|                            | <b>Total Shareholding of the Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>        | <b>7</b>                      | <b>820665</b>          | <b>31.40</b>  | <b>1070665</b>         | <b>37.38</b>  |
| <b>(B)</b>                 | <b>Public Shareholding</b>  |                               |                        |               |                        |               |
| <b>1. Institutions</b>     |   |                               |                        |               |                        |               |
| (a)                        | Mutual Funds / UTI  | 1                             | 500                    | 0.02          | 500                    | 0.02          |
| (b)                        | Financial Institutions / Banks  | 3                             | 600                    | 0.02          | 600                    | 0.02          |
| (c)                        | Central / State Government  |                               |                        |               |                        |               |
| (d)                        | Foreign Institutional Investors   |                               |                        |               |                        |               |
| (e)                        | Foreign Venture Capital Investors   |                               |                        |               |                        |               |
| (f)                        | Qualified Foreign Investor  |                               |                        |               |                        |               |
| (g)                        | Any Other (specify)   |                               |                        |               |                        |               |
|                            | <b>Sub-Total (B)(1)</b>   | <b>4</b>                      | <b>1100</b>            | <b>0.04</b>   | <b>1100</b>            | <b>0.04</b>   |
| <b>2. Non-Institutions</b> |   |                               |                        |               |                        |               |
| (a)                        | Bodies Corporate  | 61                            | 216720                 | 8.29          | 216720                 | 7.57          |
| (b)                        | Individuals   |                               |                        |               |                        |               |
|                            | i. Individual shareholders holding nominal share capital up to Rs.1 lakh                | 4870                          | 1295146                | 49.54         | 1295146                | 45.21         |
|                            | ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh        | 6                             | 230194                 | 8.81          | 230194                 | 8.04          |
| (c)                        | Qualified Foreign Investor  |                               |                        |               |                        |               |
| (d)                        | Any Other (specify)   |                               |                        |               |                        |               |
| (e)                        | Clearing Members  | 2                             | 1956                   | 0.07          | 1956                   | 0.07          |
| (f)                        | NRI   | 10                            | 24267                  | 0.93          | 24267                  | 0.85          |
| (g)                        | HUF   | 48                            | 24130                  | 0.92          | 24130                  | 0.84          |
|                            | <b>Sub-Total (B)(2)</b>   | <b>4997</b>                   | <b>1792413</b>         | <b>68.56</b>  | <b>1792413</b>         | <b>62.58</b>  |
|                            | <b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>                                    | <b>5001</b>                   | <b>1793513</b>         | <b>68.60</b>  | <b>1793513</b>         | <b>62.62</b>  |
|                            | <b>TOTAL (A)+(B)</b>  | <b>5008</b>                   | <b>2614178</b>         | <b>100.00</b> | <b>2864178</b>         | <b>100.00</b> |
| <b>(C)</b>                 | <b>Shares held by Custodians and against which Depository Receipts have been issued</b> |                               |                        |               |                        |               |
| (a)                        | Public  |                               |                        |               |                        |               |
|                            | <b>Sub-Total (C)</b>  |                               |                        |               |                        |               |
|                            | <b>GRAND TOTAL (A)+(B)+(C)</b>  | <b>5008</b>                   | <b>2614178</b>         | <b>100.00</b> | <b>2864178</b>         | <b>100.00</b> |

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

As required under ICDR Regulations, the Company shall complete the allotment(s) of Warrants on or before the expiry of 15 days from the date of passing of the resolution by Postal Ballot (i.e announcement of result of the Postal Ballot) or in the event that allotment of Warrants 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.

**5. Lock-in period:** The pre-preferential shareholding of the proposed allottee shall be subject to lock-in from the Relevant Date up to a period of six months from the date of Requisite / Trading approval of the Bombay Stock Exchange (BSE). The Equity Warrants and Shares on conversion shall be subject to lock-in for a period of three years from the date of Trading / Requisite approval of the BSE. Further, the lock-in-requirements shall be consistent with SEBI (ICDR) regulations with amendment / changes / extensions requisite of the Stock Exchange (BSE).

## 6. Terms and Conditions:

- The proposed allottee of the Warrants shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the ICDR Regulations.
- The Warrant holder will be entitled to apply for and obtain one Equity Share of the face value of Rs.10/- each and exercise option on or before the expiry of 18 months from the date of allotment of Warrants, in one or more tranches. At the time of exercise of entitlement, the warrant holder shall pay the balance consideration towards subscription of each Equity Share. The amount so paid will be adjusted / set off against issue price of the resultant Equity Share(s).
- If the entitlement against the Warrants to apply for Equity Shares is not exercised within the aforesaid period, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
- Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one Equity Share per Warrant by appropriating from the amount paid against each Warrant/Share, Rs.10/- towards Equity Share Capital and the balance towards Securities Premium.
- In the event of the Company making a bonus issue by way of capitalisation of its reserves prior to the allotment of Equity Shares resulting from exercise of option under the Warrants, the number of shares to be allotted against such Warrants shall stand augmented in the same proportion in which the Equity Share Capital increases as a consequence of such bonus issue.
- In the event of the Company making a rights offer by way of issue of new Equity Shares prior to allotment of Equity Shares resulting from the exercise of option under the Warrants, the entitlement of the Equity Shares under the Warrants shall stand increased in the same proportion in the rights offer and such additional Equity Shares will be offered to the Warrant holder(s) at the same price at which the existing Members are offered Equity Shares.
- The Allotment shall be made only in dematerialised form.
- Warrant(s) until converted into Equity Shares, does not give the holder thereof any right with respect to that of a Shareholder of the Company except as specified above.
- The Equity Shares that would be issued as above shall rank *pari passu* in all respects including with respect to dividend, with the then fully paid up Equity Shares of the Company, subject to the provisions of the Memorandum and Articles of Association of the Company.

## 7. \*The identity of the natural persons who are the ultimate beneficial owners of shares proposed to be allotted and/or who ultimately control the proposed allottee and the percentage of post preferential issue capital:

- The proposed allottee is J B Advani and Company Private Limited, Promoter of the Company. The percentage of pre and post preferential issue holding would be 28.48% and 34.72% respectively.

### (b) Shareholding pattern (Current) of J B Advani and Company Private Limited is as under:

| SI No. | Folio No. | Shareholders                                 | Type of Share | No. of Shares | Face value per Share | Percentage |
|--------|-----------|--|---------------|---------------|----------------------|------------|
| 1.     | 28        | Ms. Aruna Bhagawan Advani and family         | Equity        | 585           | Rs.5000              | 20         |
| 2.     | 30        | Mr. Ajitkumar Tolaram Mirchandani and family | Equity        | 585           | Rs.5000              | 20         |
| 3.     | 32        | Mr. Aditya Tarachand Malkani and family      | Equity        | 585           | Rs.5000              | 20         |
| 4.     | 34        | Mrs. Ninotchka Malkani Nagpal and family     | Equity        | 585           | Rs.5000              | 20         |
| 5.     | 35        | Mr. Deep Ashda Lalvani and family            | Equity        | 585           | Rs.5000              | 20         |

Note: (i) None of the Key Management Personnel of Ador Multiproducts Limited hold shares in J B Advani and Company Private Limited except Mr. Deep Ashda Lalvani and Mr. Aditya Tarachand Malkani. (ii) In respect of the first holder mentioned above, each of the folios have joint holding comprising their family member(s). (iii) J B Advani and Company Private Limited has intimated that no declaration of beneficial interest in shares is warranted as per the Companies Act, 2013.

### (c) Directors of J B Advani and Company Private Limited:

- Mrs. Ninotchka Malkani Nagpal – Chairman
- Mr. Ravin Ajitkumar Mirchandani
- Mr. Aditya Tarachand Malkani
- Mr. Deep Ashda Lalvani
- Ms. Aruna Bhagawan Advani

### (d) Shareholding of the Promoter, Promoter Group, Directors, Key Management Personnel and their relatives in Ador Multiproducts Limited:

| SI No. | Name(s) {First name - Middle - Surname} | Pre-issue capital |            | Post-issue capital |            |
|--------|---|-------------------|------------|--------------------|------------|
|        |   | Number            | Percentage | Number             | Percentage |
|        | <b>Promoter / Promoter Group</b>        |                   |            |                    |            |
| 1.     | J B Advani and Company Private Limited  | 744444            | 28.48      | 994444             | 34.72      |
| 2.     | Mr. Ajitkumar Tolaram Mirchandani       | 1940              | 0.07       | 1940               | 0.07       |
| 3.     | Mr. Deep Ashda Lalvani                  | 47203             | 1.81       | 47203              | 1.65       |
| 4.     | Ms. Reshma Ashda Lalvani                | 6150              | 0.24       | 6150               | 0.21       |
| 5.     | Mrs. Vimla Ashda Lalvani                | 19928             | 0.76       | 19928              | 0.70       |
| 6.     | Mr. Aditya Tarachand Malkani            | 500               | 0.02       | 500                | 0.02       |
|        | <b>Director</b>                         |                   |            |                    |            |
| 1.     | Mr. N S Marshall                        | 500               | 0.02       | 500                | 0.02       |

Note: (i) Other than holdings of Members of the Promoter Group mentioned above, no other Member belonging to the group hold equity shares in Ador Multiproducts Limited as on date. (ii) No relative of the Independent Director, Mr. N S Marshall hold Equity share in the Company.

## 8. Change in control:

There will neither be any change in the composition of the Board nor any change in the control of the Company on account of the proposed preferential issue. However, there will be corresponding changes in the shareholding pattern as well as in the voting rights.

## 9. Certificate from the Statutory Auditors:

The certificate issued by M/s. Amarnath Kamath & Associates, Statutory Auditors will be available for inspection during office hours at the Registered Office of the Company on all working days up to the date of announcement of result of the Postal Ballot.

## 10. Price:

Equity Shares to be issued against Warrants will be allotted at a price not less than higher of the following:

- The average of the weekly high and low of the closing prices of the related Equity Shares quoted on the recognised stock exchange during twenty six weeks preceding the relevant date; or
- The average of the weekly high and low of the closing prices of the related Equity Shares quoted on a recognised stock exchange during two weeks preceding the relevant date.

**UNDERTAKING: The Company hereby undertakes that** (a) it shall re-compute the price of the Warrants / Shares in terms of the provisions of the ICDR Regulations if it is required to do so and (b) if the amount payable on account of re-computation of the price is not paid within the time stipulated under ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the allottee.

## 11. Others:

Since the price at which the Equity Shares shall be issued to J B Advani and Company Private Limited, Promoter of the Company cannot exactly be determined before the issue of this Notice to the Shareholders, as it depends on the average of the market price prevailing in the preceding twenty six weeks or two weeks preceding the Relevant Date as per ICDR Regulations, the Registered Valuer / Auditors' Certificate as required will be made available for inspection at the Registered Office of the Company from 10.06.2014 on all working days, between 10.00 hours to 17.30 hours, until the date of declaration of the result. It will also be uploaded on the website '[www.adormultiproducts.com](http://www.adormultiproducts.com)'.

By Order of the Board  
For Ador Multiproducts Limited

Sriee Aneetha M  
Company Secretary

Place : Bangalore  
Date : 17.05.2014