

S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

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20th March 2014

Mr. Deep Ashda Lalvani
Director
ADOR MULTIPRODUCTS LIMITED
A-13 & 14, 3rd Stage
Peenya Industrial Estate
Bangalore- 560 058

Dear Sir,

SUB: PASSING OF RESOLUTIONS THROUGH POSTAL BALLOT

Pursuant to the resolutions passed by the Board of Directors of “**ADOR MULTI PRODUCTS LIMITED**” (hereinafter referred to as ‘the Company’) on 31st January 2014, I have been appointed as Scrutinizer to receive, process and scrutinize postal ballot papers in respect of the following resolutions:

| Reference to the Companies Act, 1956 | Description of the resolution | Type of Resolution |
|--------------------------------------|---|--------------------|
| Section 16 & 94 | Increase In Authorised Share Capital of the Company From Rs. 3.00 Cr. To Rs. 5.00 Cr. | Special Resolution |
| Section 16 | Amendment to Clause V-Capital Clause of the Memorandum of Association of the Company | Special Resolution |
| Section 31 | Amendment to Article 3 of the Articles of Association of the Company consequent to increase in authorised Capital | Special Resolution |
| Section 81 (1A) | Preferential Allotment of 4,00,000 Share Warrant to the Promoter, J.B. Advani and Company Private Limited. | Special Resolution |



I submit my report as detailed hereunder:

1. The notice dated 31st January, 2014 under Section 192A of the Companies Act, 1956, regarding Postal Ballot was issued individually to all the shareholders and the notices were dispatched on 17th February 2014 by post.
2. The postal ballot notice dispatched to the shareholders stated that all postal ballot forms received upto the closure of working hours on 18th March 2014, the last date and time fixed by the Company for receipt of the forms, according to sub-section (2) of section 192A will be considered.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. Particulars of all the postal ballot forms received from the members were entered in a register separately maintained for the purpose.
5. All the Postal Ballot Forms were scrutinized and processed and a computer statement containing the Shareholders Name, Folio Number/Client ID No./DP ID, Postal Ballot Number, Number of Shares held, Number of Votes Polled, Assented, Dissented and Rejected were generated.
6. All postal ballot forms received upto Tuesday, 18th March 2014 before the close of working hours (17.30 hrs) were scrutinized by me.
7. The postal ballot envelopes were opened on 19th March, 2014 in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company /list of beneficiaries as on 7th February 2014.
8. During the course of scrutiny of Postal Ballot Forms, I have not come across any defaced/mutilated Postal Ballot Forms.
9. I have handed over the postal ballot forms and related papers/registers and records to the Director authorized by the Board to supervise the postal ballot process.



10. The results of the postal ballot forms are as follows:

Table-A:

| | |
|--|------------|
| Total Postal Ballot Forms Received | 78 |
| • Valid Postal Ballot Forms | 72 |
| • Invalid Postal Ballot Forms | 6 |
| Returned Undelivered Postal Ballot Forms | 255 |

• **Reasons for invalid entries:**

| | |
|---|--|
| ✓ | Unsigned Postal Ballot |
| ✓ | Discrepancy in signature |
| | Votes cast both in favour and also against the resolution |
| | The ballot paper is received in torn or defaced or mutilated condition to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds |

Consequently Invalid Postal Ballots were not taken into account for voting.

The particulars of the valid postal ballot forms received depicting the assent and dissent of the shareholders for the purpose of seeking their approval for different resolutions by way of Postal Ballot pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 are elucidated herein below:

Table B:

| Particulars | Increase in Authorized Capital (Resolution 1) | | | Amendment to Clause V of MOA (Resolution 2) | | |
|--------------|---|----------------------|------------------------------------|---|----------------------|------------------------------------|
| | No. of Ballot Forms | No of shares (votes) | % on total shares (votes) received | No. Of Ballot Forms | No of shares (votes) | % on total shares (votes) received |
| Assent | 59 | 8,67,955 | 99.93 | 58 | 8,67,855 | 99.92 |
| Dissent | 13 | 611 | 0.07 | 14 | 711 | 0.08 |
| Total | 72 | 8,68,566 | 100 | 72 | 8,68,566 | 100 |



| Particulars | Amendment to Article 3 of the AOA (Resolution 3) | | | Preferential Issue of 4,00,000 Share Warrants to Promoter Company (Resolution 4) | | |
|--------------|--|----------------------|------------------------------------|--|----------------------|------------------------------------|
| | No. of Ballot Forms | No of shares (votes) | % on total shares (votes) received | No. Of Ballot Forms | No of shares (votes) | % on total shares (votes) received |
| Assent | 58 | 8,67,855 | 99.92 | 54 | 8,67,325 | 99.86 |
| Dissent | 14 | 711 | 0.08 | 18 | 1,241 | 0.14 |
| Total | 72 | 8,68,566 | 100 | 72 | 8,68,566 | 100 |

12. SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, I report that the **Special Resolutions** under Sections 192A of the Companies Act, 1956, with regard to the Item No. 1, 2, 3 & 4 in the Notice of Postal Ballot is passed with requisite majority by the shareholders of the Company by way of Postal Ballot.

I further report that the Chairman or any Director of the Company, may declare and confirm the above results of voting by Postal Ballot in respect of the Resolutions referred herein on Thursday, 20th March 2014 at 5:30 p.m. at the Registered Office at A-13 & 14, 3rd Stage, Peenya Industrial Estate, Bangalore-560058 and also the results of the postal ballot may be displayed at the Registered Office and also communicated to the stock exchanges on which the Company's Equity Shares are listed as stated in the Notice of Postal Ballot.

I further report that as per the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and in accordance with the Companies (Passing of Resolution by Postal Ballot) (Amendment) Rules, 2011, the Company has complied with all the provisions of the Rules. I further report that as per the said Rules, the records maintained by me such as, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, DP ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected), ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary after the Chairman considers, approves and signs the minutes of the meeting.



S. P. NAGARAJAN
COMPANY SECRETARY

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I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You

Yours Faithfully,



S.P. NAGARAJAN
COMPANY SECRETARY
MEMBERSHIP NO. 10028
CP.No.4738

PLACE: BANGALORE
DATE: 20.03.2014

ADOR MULTI PRODUCTS LIMITED

SUMMARY OF POSTAL BALLOT

| RESOLUTION NUMBER | PARTICULARS | NO. OF POSTAL BALLOT FORMS RECEIVED (1) | NO. OF INVALID POSTAL BALLOT FORMS (2) | NO. OF VALID POSTAL BALLOT FORMS (1-2) | TOTAL VOTES RECEIVED | NO. OF VOTES IN FAVOUR | NO. OF VOTES AGAINST |
|-------------------|---|---|--|--|----------------------|------------------------|----------------------|
| 1 | INCREASE IN AUTHORIZED CAPITAL | 78 | 6 | 72 | 8,68,566 | 8,67,955 | 611 |
| 2 | AMENDMENT TO CLAUSE V OF MOA | 78 | 6 | 72 | 8,68,566 | 8,67,855 | 711 |
| 3 | AMENDMENT TO ARTICLE 3 OF AOA | 78 | 6 | 72 | 8,68,566 | 8,67,855 | 711 |
| 4 | PREFERENTIAL ISSUE OF 4,00,000 SHARE WARRANTS TO PROMOTER COMPANY | 78 | 6 | 72 | 8,68,566 | 8,67,325 | 1,241 |




S.P. NAGARAJAN
COMPANY SECRETARY
MEMBERSHIP NO. 10028
CP.No.4738

PLACE: BANGALORE
DATE: 20.03.2014

