



ADOR MULTI PRODUCTS LIMITED

CIN: L85110MH1948PLC310253,
Regd. Office: Ador House, 5th Floor, 6 K DubashMarg, Fort, Mumbai – 400 001 (MH)
Ph. No.: 022-66239300, Email: cs.adormultiproducts@gmail.com,
Web site: www.adormultiproducts.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 as 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 self addressed 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 **Tuesday, 24th December, 2019 at 9.00 A.M (IST) and end on Wednesday, 22nd January, 2020 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 casted through E-voting shall be 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 **22nd January, 2020 at 5.00 P.M.**

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 **24th January, 2020** 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. 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 "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, 2018, as amended from time to time (“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 2,35,500 (Two Lakhs Thirty Five Thousand Five Hundred) 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. 43/- (Rupees Forty Three only) (including a premium of Rs. 33/- (Rupees Thirty Three Only) per Equity Share aggregating to Rs. 1,01,26,500/- (Rupees One Crore One Lakh Twenty Six Thousand Five Hundred only) in accordance with ICDR Regulations, to the following subscribers:

Sr.No.	Name of the proposed Allottees	No of equity shares to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1	Mr. Deep Ashda Lalvani	93,000	Promoter	N.A.
2	Ms. Reshma Ashda Lalvani	30,000	Promoter	N.A.
3	Ms. Vimla A Lalvani	40,000	Promoter	N.A.
4	Mr. Chinglepat Kothadaram Venugopal	30,000	Non-Promoter	N.A.
5	Ms. Tina Ratan	17,000	Director - Non-Promoter	N.A.
6	Ms. Pratibha Singh	5,000	Non-Promoter	N.A.
7	Mr. Amit Ramsukh Pandey	5,000	Non-Promoter	N.A.
8	Ms. Sama Girish Patkar	5,000	Non-Promoter	N.A.
9	Mr. Jerin Philip	2,500	Non-Promoter	N.A.
10	Ms. Mei Ling Foon Ming Lee	3,000	Non-Promoter	N.A.
11	Mr. Edsel Edward Dsouza	2,500	Non-Promoter	N.A.
12	Mr. Mahesh B. Maliwad	2,500	Non-Promoter	N.A.
Total		2,35,500		

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 Monday, 23rd December, 2019, 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 Lalvani, Chairman and Ms. Tina Ratan, Whole Time 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. SELL/ DISPOSE OFF THE UNDERTAKING SITUATED AT BANGLORE

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Agreement entered by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to transfer/sale or otherwise dispose off, the un-utilized land and building situated at A-13, 3rd Stage, Peenya Industrial Estate, Bangalore – 560058, together with rights, title and interest in such assets, as may be identified by the Board to any suitable party/parties for a consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any officers of the Company, with authorities as required, and to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution.”

3. APPOINTMENT OF MS. TINA RATAN AS DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Tina Ratan (DIN: 08607287), who was appointed as Additional Director on 12th November, 2019 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

4. APPOINTMENT OF MS. TINA RATAN AS WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196,197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to the Articles of Association of the Company, and subject to such other approvals as may be required, the consent of the members be and is hereby accorded for appointment of Ms. Tina Ratan as Whole Time Director of the Company for a period of 3(three) years w.e.f. 12th November, 2019 at a remuneration of Rs. 1,50,000 per month, subject to such annual increments, Commission / incentives as may be determined and approved by the Board from time to time and that her office shall be liable to retire by rotation.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Ms. Tina Ratan, Whole Time Director by way of salary, Commission / incentives, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.

5. APPOINTMENT OF MS. TANYA ADVANI AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Tanya Advani (DIN: 08586636), who was appointed as Additional Director on 12th November, 2019 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.

**By Order of the Board of Directors
For Ador Multi Products Limited**

**Date: 12.12.2019
Place: Mumbai**

**Deep A. Lalvani
Chairman
DIN: 01771000**

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., 13th December, 2019. 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. 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., 13th December, 2019. 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 self addressed Business Reply Envelope to the Members.
7. The voting period commences on Tuesday, 24th December, 2019 at 9.00 A.M. (IST) and ends on Wednesday, 22nd January, 2020 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 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.
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. The right of voting through postal ballot cannot be exercised by a 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 Wednesday, 22nd January, 2020. 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 Wednesday, 22nd January, 2020 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 Friday, 24th January, 2020 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 Wednesday, 22nd January, 2020 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

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Ador Multi Products Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csdineshbirla@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

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 to 5 of the accompanying Notice.

Item No. 1:

As per Section 42, 62 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 160 of SEBI (Issue of Capital & Disclosure Requirement) Regulations, 2018 [hereinafter referred as ‘SEBI (ICDR) Regulations, 2018’], the required disclosures regarding proposed issue are as under:-

1. Objects of this issue:

The Board of Directors at its meeting held on 12th November, 2019 has accorded its approval for raising of funds 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. Type and number of securities to be issued:

The Special resolution as set out in the notice authorise the Board to issue and allot 2,35,500 (Two Lakhs Thirty Five Thousand Five Hundred) equity shares of Rs. 10 (Rupees Ten) each at a price of Rs. 43 (Rupees Forty Three) per share amounting to Rs. 1,01,26,500 (Rupees One Crore One Lakh Twenty Six Thousand and Five Hundred Only).

3. Intention of Promoters / Directors / Key Managerial Personnel to subscribe to the preferential issue:

Promoters –Deep Ashda Lalvani, Vimla A Lalvani, Reshma Ashda Lalvani, - the promoters and Ms. Tina Ratan, Whole Time Director & CFO intend to subscribe to 1,80,000 equity shares in the proposed issue. Other than the Promoters and Directors mentioned therein no other promoter, director or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of equity shares.

4. 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				
1	Indian Promoters				
	Individual	3,40,033	9.05	5,03,033	12.60
	Bodies corporate	11,34,544	30.19	11,34,544	28.41
	Sub-total	14,74,577	39.24	16,37,577	41.00
2	Foreign promoters	0	0	0	0
	sub-total (A)	14,74,577	39.24	16,37,577	41.00
B	Non-promoters' holding				
1	Institutional investors	900	0.02	900	0.02
2	Non-institution				
	Private corporate bodies	3,36,576	8.96	3,36,576	8.43
	Directors and relatives	1,000	0.03	18,000	0.45
	Indian public	15,65,493	41.66	16,20,993	40.59
	others (including NRIs)	3,79,632	10.10	3,79,632	9.51
	Sub-total (B)	22,83,601	60.76	23,56,101	59.00
	GRAND TOTAL	37,58,178	100.00	39,93,678	100.00

* **Notes:-**The above shareholding pattern has been prepared on the basis of shareholding as on 30/11/2019 as provided by the Registrar and Share Transfer Agent.

5. Proposed time within which the preferential issue shall be completed:

The Equity Shares, pursuant to the Issue, shall be allotted within a period of 15 (Fifteen) days from the date of approval of the members to the preferential issue (i.e., the last date for receipt of postal ballot or e-voting, Wednesday, 22nd January, 2020), provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.

6. 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	The natural persons who are ultimate beneficial owner	Number of Equity Shares proposed to be allotted	No. of shares		% of Shares held		Category (Promoter / Non Promoter)
				Pre-Issue	Post-Issue	Pre-issue	Post-Issue	
1	Mr. Deep Ashda Lalvani	Mr. Deep Ashda Lalvani	93,000	2,05,015	2,98,015	5.46	7.46	Promoter
2	Ms. Reshma Ashda Lalvani	Mr. Reshma Ashda Lalvani	30,000	30,150	60,150	0.80	1.51	Promoter
3	Ms. Vimla A Lalvani	Ms. Vimla A Lalvani	40,000	81,928	1,21,928	2.18	3.05	Promoter
4	Mr. Chinglepat Kothadaram Venugopal	Mr. Chinglepat Kothadaram Venugopal	30,000	11,400	41,400	0.30	1.04	Non- Promoter
5	Ms. Tina Ratan	Ms. Tina Ratan	17,000	0	17,000	0.00	0.43	(Director) Non-Promoter
6	Ms. Pratibha Singh	Ms. Pratibha Singh	5,000	0	5,000	0.00	0.13	Non-Promoter
7	Mr. Amit Ramsukh Pandey	Mr. Amit Ramsukh Pandey	5,000	25	5,025	0.00	0.13	Non-Promoter
8	Ms. Sama Girish Patkar	Ms. Sama Girish Patkar	5,000	0	5,000	0.00	0.13	Non-Promoter
9	Mr. Jerin Philip	Mr. Jerin Philip	2,500	5	2,505	0.00	0.06	Non-Promoter
10	Ms. Mei Ling Foon Ming Lee	Ms. Mei Ling Foon Ming Lee	3,000	1,655	4,655	0.04	0.12	Non- Promoter
11	Mr. Edsel Edward Dsouza	Mr. Edsel Edward Dsouza	2,500	0	2,500	0.00	0.06	Non- Promoter
12	Mr. Mahesh B. Maliwad	Mr. Mahesh B. Maliwad	2,500	10	2,510	0.00	0.06	Non- Promoter
	Total		2,35,500	3,30,188	5,65,688	8.79	14.16	

7. Lock in period:

The equity shares to be allotted on preferential basis to promoters and non- promoters shall be subject to lock in as per the applicable SEBI (ICDR) Regulations, 2018.

8. Change in the control, if any, in the Company that would occur consequent to the preferential offer:

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

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

Not Applicable.

10. Price of the issue:

The price of equity shares to be issued is fixed at Rs.43/- per equity share of Rs.10/- each for preferential issue. The shares of the Company are infrequently traded on the BSE Limited, hence the price is determined in compliance with Regulation 165 of SEBI (ICDR) Regulations, 2018 for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

A certificate will be obtained from Independent Valuer confirming the minimum price for preferential issue as per preferential issue guidelines of SEBI (ICDR) Regulations, 2018 alongwith the calculation thereof and the same will be made available for inspection at the Registered Office of the Company.

11. Relevant Date:

The Relevant Date on the basis of which the price of the Equity Shares will be calculated is Monday, 23rd December, 2019, i.e. working day immediately preceding the date 30 days prior to the date of declaration of the results of the Postal Ballot process.

12. Number of persons to whom allotment on preferential basis has already been made during the year:

During the year under review, the Company has not made allotment on preferential basis.

13. Auditor's Certificate

A copy of the certificate from the Statutory Auditors, M/s. Praveen & Madan (formerly 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, 2018 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.

14. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if issuer or any of its promoters or directors is a wilful defaulter:

None of the promoters or directors of the Company are wilful defaulters, hence the said disclosures are not applicable to the Company.

15. 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, 2018, 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, 2018, 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 up to a period of six months from the date of trading approval granted by the stock exchange.

16. 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, Chairman and Ms. Tina Ratan, Whole Time Director & CFO of the company is interested in the Resolution.

Relatives of Mr. Deep Lalvani, Chairman 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, Key Managerial Personnel 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. 1 of the Postal Ballot Notice for approval of Members.

Item No. 2:

To bring sharper focus to Company's core business segments and to expand its Puducherry Unit, to meet working capital requirements and making investments in the existing as well as new subsidiaries /joint ventures /associate companies, to ease out the Cash Flow & enhance financial flexibility to create and promote company's own brand, the Board of Directors of the Company in their meeting held on 12th November, 2019, decided to transfer/sale/ otherwise dispose-off the un-utilized Land and Building situated at A-13, 3rd Stage, Peenya Industrial Estate, Bangalore – 560058, to any suitable party/parties as may be identified by the Board for a consideration and on such terms and condition which is most favourable to the company.

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

The Board recommends the said Special Resolution to be passed, as the same is in the interest of the company.

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

Item No. 3:

The Board of Directors of the Company at its meeting held on 12th November, 2019 appointed Ms. Tina Ratan as Additional Director of the Company, who holds office of the Director till the conclusion of this Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for appointment of Ms. Tina Ratan as Director of the Company.

Ms. Tina Ratan is a B.A.(Hons.) Mathematics (First Division) by qualification from St. Stephen's College, Delhi University. She has also completed her Post Graduate Diploma in Mathematical Trading & Finance from Cass Business School, London.

Prior to joining Ador Multi Products Limited, Ms. Tina Ratan has been a Strategy Consulting professional with over 15+ years growth-focused strategy. She has worked with some of the top global consulting firms like Monitor Group, KPMG, Deloitte and EY. She was also a Venture Partner with Anthill Ventures.

The Board recommends the resolution set forth in Item no.3 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Tina Ratan is concerned or interested, financial or otherwise, in the resolution.

Item No. 4:

The Board of Directors in its meeting held on 12th November, 2019 subject to the approval of shareholders, appointed Ms. Tina Ratan as Whole-time Director of the Company with effect from 12th November, 2019 for a tenure of 3 years at the terms and conditions as under :

- a) Monthly remuneration of Rs. 1,50,000/- per month subject to such annual increments as the Board may determine and approve from time to time.
- b) The Company shall also pay commission / incentives over the above remuneration as the Board may determine and approve from time to time.

Further in compliance with Section II of Part II of Schedule V to the Companies Act, 2013, the following additional information is being provided.

I. General Information:**1. Nature of Industry**

The Company is engaged in the business of manufacture of personal and hygiene care products.

2. Date of Commencement of commercial production:

The Company is already in the manufacturing business. The Company commenced its commercial operations in the year of foundation.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators (Rs. in Lakhs)

Sr. No.	Particulars	2018-19	2017-18	2016-17
1	Turnover (net of taxes)	727.86	692.25	772.36
2	Gross Profit/Loss	-137.24	-93.64	88.36
3	Profit/Loss after Tax	-136.22	-96.84	51.20
4	Dividend Paid	NIL	NIL	NIL
5	Rate of Dividend	NIL	NIL	NIL

5. Export Performance and net foreign exchange collections (Rs. in Lakhs)

2018-19	2017-18	2016-17
Nil	Nil	Nil

6. Foreign investment or collaborators, if any:

Nil

II. Information about the appointee:**(1) Background details:**

Ms. Tina Ratan is a B.A.(Hons.) Mathematics (First Division) by qualification from St. Stephen's College, Delhi University. She has also completed her Post Graduate Diploma in Mathematical Trading & Finance from Cass Business School, London.

Prior to joining Ador Multi Products Limited, Ms. Tina Ratan has been a Strategy Consulting professional with over 15+ years growth-focused strategy. She has worked with some of the top global consulting firms like Monitor Group, KPMG, Deloitte and EY. She was also a Venture Partner with Anthill Ventures.

(2) Past Remuneration details

Year	CTC p.a.-Rs.
2019	Rs. 18,00,000/-

(3) Recognition or awards: NA**(4) Job profile and her suitability:**

Ms. Tina Ratan is fully involved in the day-to-day operations and affairs of the Company and her position involves significant managerial responsibility. The Board is confident that her vision, leadership and management capabilities will enable the Company to grow further.

(5) Remuneration proposed: As mentioned above**(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of her origin):**

The remuneration proposed to be paid to her is comparable to others with the same experience handling responsibilities of same nature of a Company.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

NIL

III) Other Information**(1) Reasons for inadequate profits:**

Due to losses in the company, profits are inadequate.

(2) Steps taken or proposed to be taken for improvement:

The Company is expecting good business and future growth.

(3) Expected increase in productivity and profits in measurable terms:

The Company is expecting sales growth in current year by minimum 10% over its last year turnover.

In accordance with Rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, following additional information is being provided:

- a. Payment of remuneration was approved by a resolution passed by the Board of Directors in their meeting held on 12th November, 2019.
- b. The Company has not made any default in repayment of any of its debts;
- c. The Special Resolution is proposed to be passed through Postal Ballot for payment of remuneration for a period not exceeding 3 years.
- d. The Company has filed Balance Sheet and Annual Return till financial year ended 31st March, 2019 with the Registrar of Companies.

The said Special Resolution for approval of appointment and payment of remuneration to Ms. Tina Ratan for 3 years is placed before shareholders for approval.

The above may also be treated as an extract of the terms of appointment of Wholetime Director u/s 190 of the Companies Act, 2013.

The Board recommends the said Ordinary Resolution as set out at Item No. 4 for your approval.

Except Ms. Tina Ratan, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5:

The Board of directors of the Company at its meeting held on 12th November, 2019 appointed Ms. Tanya Advani as Additional Director of the Company, who holds office of the Director till the conclusion of ensuing Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for appointment of Ms. Tanya Advani as Non-Executive Director of the Company.

Ms. Tanya Advani has completed her B.Sc in Human Psychology from Aston University. She has also done her MBA in Marketing from London Business School, Business Analysis from the British Computing Society, Business Strategy from INSEAD, Marketing from Kellogg School of Management and Business Intelligence reporting from IBM.

Tanya started her career as a Business Consultant at IBM in London, where she specialised in Big Data and Analytics. She then joined the Ador Group in Mumbai as part of their founding team for 3D Future Technologies where she specialised in IT and marketing. Post-MBA, Tanya returned to London as a Senior Technology Strategy Consultant at Accenture where she led innovation projects for both Accenture internally as well as its external clients.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Tanya Advani are concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.4 for the approval of the members.

**By Order of the Board of Directors
For Ador Multi Products Limited**

**Date: 12.12.2019
Place: Mumbai**

**Deep A. Lalvani
Chairman
DIN: 01771000**

Details of director seeking appointment pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard 2 issued by Institute of Company Secretaries of India.

Name of the Director	Ms. Tina Ratan	Ms. Tanya Advani
Father's Name	Mr. Krishan Kumar Sharma	Mr. Anil Advani
Date of Birth	20 th July, 1979	12 th July, 1991
Date of Appointment	12 th November, 2019	12 th November, 2019
Brief Resume of the Directors including qualification	<p>Ms. Tina Ratan is a B.A.(Hons.) Mathematics (First Division) by qualification from St. Stephen's College, Delhi University. She has also completed her Post Graduate Diploma in Mathematical Trading & Finance from Cass Business School, London.</p> <p>Prior to joining Ador Multi Products Limited, Ms. Tina Ratan has been a Strategy Consulting professional with over 15+ years growth-focused strategy. She has worked with some of the top global consulting firms like Monitor Group, KPMG, Deloitte and EY. She was also a Venture Partner with Anthill Ventures.</p>	<p>Ms. Tanya Advani has completed her B.Sc in Human Psychology from Aston University. She has also done her MBA in Marketing from London Business School, Business Analysis from the British Computing Society, Business Strategy from INSEAD, Marketing from Kellogg School of Management and Business Intelligence reporting from IBM.</p> <p>Tanya started her career as a Business Consultant at IBM in London, where she specialised in Big Data and Analytics. She then joined the Ador Group in Mumbai as part of their founding team for 3D Future Technologies where she specialised in IT and marketing. Post-MBA, Tanya returned to London as a Senior Technology Strategy Consultant at Accenture where she led innovation projects for both Accenture internally as well as it's external clients.</p>
Directorships held in other public Companies	None	None
Membership and Chairmanship of committees of other public companies.(Committee includes: AuditCommittee, CSR Committee, Stakeholder Relationship Committee And Nomination and Remuneration Committee.)	None	None
Specific Functional Area	Overall Management of business and operations	None
Experience	15 years hands on Strategy Consulting	She is having experience in IT and Marketing field.
Number of meeting of Board of director attended during the year	1	1
.Nature of Relationship interse.	She is not related to any of the other Directors.	She is not related to any of the other Directors.
Shareholding	Nil	Nil

Note: For other details such as remuneration drawn and relationship with other directors and Key managerial personnel in respect of the above directors please refer to the Board's report

Intentionaly left blank