



ADOR MULTIPRODUCTS LIMITED

Regd off.: A-13, III Stage, Peenya Industrial Estate, Bengaluru – 560 058
CIN L85110KA1948PLC000545

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

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

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

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

Voting through postal ballot/ remote E-voting shall commence from **Monday, January 1, 2018 at 9.00 A.M (IST) and end on Tuesday, January 30, 2018 at 5.00 P.M. (IST)**. The scrutinizer's decision on the validity of votes shall be final. If members cast their votes by both modes, then votes given via E-voting shall be finally considered by the scrutinizer.

Shareholders desiring to exercise their votes by postal ballot:

- › Read care fully 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 Multiproducts Limited)
A-13, 3rd Stage, Peenya Industrial Estate, Bengaluru - 560058

Shareholders desiring to exercise their vote by E-Voting:

- › Read care fully "instructions for e-voting" given in the notice under notes.
- › Voting shall be closed by NSDL on January 30, 2018 at 5.00 P.M. (IST).

The Scrutinizer after completing the scrutiny of postal ballot forms (Including E-Voting) will submit his report to the Chairman or any other authorized person of the Company. The result of the postal ballot shall be declared by the Chairman or any other authorized person of the company on or before February 1, 2018 at 5.00 PM at the Registered Office of the Company and shall be communicated 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:

ITEM NO. 1: To make Investment(s), Loans, Guarantees and security in excess of limit specified under section 186 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any person or other body corporate and / or give any guarantee or provide security in connection with a loan to any person or other body corporate and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate up to an aggregate amount not exceeding Rs. 5 Crores over and above the aggregate of paid-up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

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

Bengaluru
6th December, 2017

By Order of the Board
For **Ador Multiproducts Ltd.**

Sd/-
Namrata Jain
Company Secretary

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., December 22, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participants (in case of electronic shareholding)/ the Company's registrar and Share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage-prepaid self-addressed Business Reply envelope.
3. Members whose name appears on the Registrar of Members/List of Beneficial Owners as on Cut-off date i.e., December 22, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant that should treat this notice for information purpose only.
4. Resolution passed by Members with requisite majority, through postal ballot shall have been passed at the General Meeting of Members convened on that behalf.
5. Members can opt for any mode of voting i.e, either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting case through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to cs.adormultiproducts@gmail.com. The registrar and share Transfer agent/Company shall forward the same along with postage-prepaid self-attested Business Reply Envelope to the Members.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Cut-off date i.e., December 22, 2017. The postal ballot period commences on Monday, January 1, 2018 at 9.00 A.M. (IST) and ends on Tuesday, January 30, 2018 at 5.00 P.M. (IST)
8. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to Members to exercise their votes electronically and to vote on the resolution through the e-voting service facility arranges by NSDL. The instructions for electronic voting are annexed to this notice.
9. In case, shares are jointly held, for the Members voting through physical Postal Ballot Form, the said form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member and for the Members voting through electronic means, e-voting to be done by the first named Member and in his/her absence by the next named Member.
10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter etc. together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form, in case the voting is done in the physical form. In case, the said Members are voting through electronic means, they are requested to send the aforesaid documents together with the specimen signature of authorized signatory to the scrutinizer through e-mail at csdineshbirla@gmail.com and with a copy marked to evoting@nsdl.co.in.
11. Members cannot exercise votes by proxy.
12. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the postal Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reached the Scrutinizer not later than the close of working hours (i.e., 5.00 P.M. IST) on January 30, 2018. The

postage will be borne by the company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Postal Ballot Forms received after 5.00 P.M. (IST) on January 30, 2018 shall be deemed invalid.

13. The scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any other authorized person of the Company, on or before February 1, 2018 at 5.00 P.M. at the registered office at A-13, III stage, Peenya Industrial Estate, Bengaluru - 560058 and will also be displayed on the Company's website www.adormultiproducts.com and shall be 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 January 30, 2018 i.e, the last date specified for receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.

Voting through Electronic Means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its members, to exercise their right to vote electronically (on resolution proposed to be passed by Postal Ballot) and the business may be transacted through e-voting services. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The Notice is displayed on the website of the Company viz., <http://www.adormultiproducts.com/> and on the website of NSDL viz., www.nsd.co.in
 - A. For members whose email IDs are registered with the Company/Depository Participants, the e-voting particulars will be sent by NSDL by e-mail. Open the e-mail and open the PDF file viz., "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
Note: Shareholders already registered with NSDL will not receive the PDF file "remote e-voting.pdf". Please refer point No.3 below.
 - B. Launch your internet browser and type the URL: <https://evoting.nsd.co.in/> - Click on Shareholder – Login
 - C. Enter the user ID and password as initial password/PIN as provided in step (A) above or as provided in the Postal Ballot Form overleaf. Click on Login.
 - D. Password change menu will appear. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - E. The homepage of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
 - F. Select "EVEN" (E-Voting Event Number) of "AdorMultiproducts Ltd."
 - G. Now you are ready for remote e-voting as "Cast Vote' page opens".
 - H. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - I. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - J. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - K. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csdineshbirla@gmail.com with a copy marked to evoting@nsdl.co.in
2. In case of any queries/ grievances , members may refer Frequently Asked Questions(FAQ) and remote e- voting user manual for shareholders available at the 'Downloads' section of www.evoting.nsd.co.in or contact Mr. Rajiv Ranjan, Asst. Manager, NSDL, Mumbai at Telephone No.022-24994600 or call on toll free No.1800-222-990 or email id :rajivn@nsdl.co.in or evoting@nsdl.co.in.
3. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/ PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" OR "Physical User Reset Password" option available on www.evoting.nsd.co.in
4. In case shareholders holding shares in demat mode, User ID is the combination of 'DPID + Client ID' and in case of those holding shares in physical mode, User ID is the combination of 'EVEN + Folio number'.
5. You can also update your mobile number and e-mail ID in the user profile details of the folio, which may be used for sending future communication(s).

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

Item No. 1.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rule 2014 the resolution is also required to be passed by voting through a postal ballot.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or body corporate for an amount not exceeding Rs. 5 Crores over and above the aggregate of paid-up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own / surplus funds/internal accruals and/or any other sources to achieve long term strategic and business objectives.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice except as members.

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

Bengaluru
6th December, 2017

By Order of the Board
For **Ador Multiproducts Ltd.**

Sd/-
Namrata Jain
Company Secretary



ADOR MULTIPRODUCTS LIMITED

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

POSTAL BALLOT FORM

Sr. No.

Last Date: January 30, 2018 at 5.00 P.M.

1. Name and Registered Address of the Sole/first named member :
2. Names of the Joint Holder(s), if any :
3. Registered Folio No./ DP ID No.* / Client ID No.* :
(*Applicable only to Shareholders holding shares in dematerialized form).
4. No. of Equity shares held :
5. I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated December 6, 2017 by sending my/our assent or dissent to the said resolution(s) by placing tick (✓) mark at the appropriate box below:

Sr. No.	Description Of Resolutions	No. of Shares held by me /us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To make Investment(s), Loans, Guarantees and security in excess of limit specified under section 186 of the Companies Act, 2013			

Date :

Place :

E Mail ID:

Signature of the Member(s)

Electronic Voting particulars*

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

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

* For members who are voting through e-voting.

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

Commencement of e-voting	End of e-voting
January 01, 2018 at 9.00 A.M (IST)	January 30, 2018 up to 5:00 P.M (IST)

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is January 30, 2018 up to 5.00 P.M. (IST)

PTO

INSTRUCTIONS FOR VOTING BY POSTAL BALLOT

1. Members desiring to cast their vote by physical Postal Ballot should fill-up this Postal Ballot Form overleaf completely and send it to the Scrutinizer, in the enclosed postage prepaid self-addressed Business Reply envelope, which shall be properly sealed with adhesive or adhesive tape. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other manner shall be considered invalid.
2. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
3. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
4. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/ appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
5. Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e., at 5.00 p.m. on Tuesday, January 30, 2018. Postal Ballot Forms received after this date will be considered invalid. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizers decision in this regard shall be final and binding.
7. Members are requested not to send any paper [other than the resolution/authority as mentioned in point 4 above] along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate should reach the Scrutinizer not later than the date specified in point no. (5) above.
9. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
10. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the assent and dissent columns will be invalid.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
12. The Postal Ballot form shall not be exercised by a Proxy.

INSTRUCTIONS FOR E-VOTING

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its members, to exercise their right to vote electronically (on resolution proposed to be passed by Postal Ballot) and the business may be transacted through e-voting services. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The Notice is displayed on the website of the Company viz., <http://www.adormultiproducts.com/> and on the website of NSDL viz., www.nsd.co.in
 - A. For members whose email IDs are registered with the Company/Depository Participants, the e-voting particulars will be sent by NSDL by e-mail. Open the e-mail and open the PDF file viz., "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Note: Shareholders already registered with NSDL will not receive the PDF file "remote e-voting.pdf". Please refer point No.3 below.
 - B. Launch your internet browser and type the URL: <https://evoting.nsd.co.in/> - Click on Shareholder – Login
 - C. Enter the user ID and password as initial password/PIN as provided in step (A) above or as provided in the Postal Ballot Form overleaf. Click on Login.
 - D. Password change menu will appear. Change the password/PIN with a new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - E. The homepage of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
 - F. Select "EVEN" (E-Voting Event Number) of "Ador Multiproducts Ltd."
 - G. Now you are ready for remote e-voting as 'Cast Vote' page opens.
 - H. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - I. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - J. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - K. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csdineshbirla@gmail.com with a copy marked to evoting@nsdl.co.in
2. In case of any queries/ grievances , members may refer Frequently Asked Questions(FAQ) and remote e- voting user manual for shareholders available at the 'Downloads' section of www.evoting.nsd.co.in or contact Mr.Rajiv Ranjan, Asst. Manager, NSDL, Mumbai at Telephone No.022-24994600 or call on toll free No.1800-222-990 or email id :rajivn@nsdl.co.in or evoting@nsdl.co.in.
3. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/ PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" OR "Physical User Reset Password" option available on www.evoting.nsd.co.in
4. In case shareholders holding shares in demat mode, User ID is the combination of "DPID + Client ID" and in case of those holding shares in physical mode, User ID is the combination of "EVEN + Folio number".
5. You can also update your mobile number and e-mail ID in the user profile details of the folio, which may be used for sending future communication(s).