



## HINDUSTAN ADHESIVES LIMITED

CIN: L74899DL1988PLC031191

Regd Office: 340/2A, G.T. ROAD, SHAHDARA, DELHI- 110095

### NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of Hindustan Adhesives Limited will be held on Saturday, 29th September, 2018 at 10.00 A.M. at Orchid Palace, Main Chattarpur Road, Asola Fatehpur Beri, New Delhi-110074 to transact the following business:

#### **ORDINARY BUSINESS:**

**1. To receive, consider and adopt:**

The audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon; and

- 2. To appoint a Director in place of Mr. Lalit Kumar Bagla (DIN 01596548), who retire by rotation and being eligible offers himself for re- appointment.**

#### **SPECIAL BUSINESS**

**3. Appointment of Statutory Auditor to fill casual vacancy:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) **M/s. Rajan Goel & Associates**, Chartered Accountants, (Firms Registration No. 004624N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. SPMR & Associates**, Chartered Accountants (Registration No. 007578N).

**“RESOLVED FURTHER THAT M/s. Rajan Goel & Associates**, Chartered Accountants, (Firms Registration No. 004624N), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 14th August, 2018, until the conclusion of this Annual General Meeting (30th) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.”

**4. Appointment of Statutory Auditor**

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

**“RESOLVED that** pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) **M/s. Rajan Goel & Associates**, Chartered Accountants, (**Firms Registration No. 004624N**), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2023, subject to ratification of the appointment by the Members at every Annual General Meeting held after the 30th Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.”



## 5. Appointment of Mr. Sudeep Pande as a Non-Executive Independent director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re-enactment thereof, for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sudeep Pande (DIN: 08212946), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice, pursuant to the provisions of Section 160 of the Act, from a member signifying his intention to propose Mr. Sudeep Pande as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5(five) consecutive years for a term upto 31<sup>st</sup> August, 2023.

**New Delhi, 1<sup>st</sup> September, 2018**  
**CIN : L74899DL1988PLC031191**

By Order of the Board  
**HINDUSTAN ADHESIVES LIMITED**

**Registered Office:**  
340/2-A, G.T.Road Shahdara, Delhi-110095  
**Email:** accounts@hindustanadhesives.com

**(Madhusudan Bagla)**  
Managing Director  
**DIN: 01425646**

### **NOTES**

- a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item Nos. 2 and 5 of the Notice, are also annexed.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10 % of total share of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share Capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- d) Pursuant to Rule 18(3) of The Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easier and faster dispatch of the notices of the general meetings and other communications by electronic mode from time to time.
- e) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

**HINDUSTAN ADHESIVES LIMITED**

- f) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- g) Route map of the venue of the Meeting (including prominent landmark) is annexed.
- h) Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
- i) Members attending the meeting are requested to bring their copy of Annual Report as extra copies will not be supplied.
- j) The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 22.09.2018 to Saturday, 29.09.2018**, both days inclusive
- k) Relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.
- l) Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
- m) Members are requested to notify any change in their address, bank details, etc.:
  - (i) To their Depository Participants (DPs) in respect of shares held in demat form; and
  - (ii) To the Registrar & Share Transfer Agent of the Company in respect of shares held in physical form, quoting their folio numbers.
- n) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.
- o) The facility for voting, through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote-voting shall be able to exercise their right at the meeting.
- p) The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- q) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- r) **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by 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 members facility to exercise their right to vote at the 30th AGM by electronic means and all the items of the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **22<sup>nd</sup> September, 2018**, may cast their vote by electronic means or in the AGM. The instructions for e-voting are as under.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Wednesday, 26.09.2018, (9.00 a.m. IST) and ends on Friday, 28.09.2018, (5.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Saturday, 22.09.2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**HINDUSTAN ADHESIVES LIMITED**

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <**HINDUSTAN ADHESIVES LIMITED**> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions:**

- (i) The e-voting period commences on Wednesday, 26th September, 2018 (9.00 a.m. IST) and ends on Friday, 28th September 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on Saturday, 22nd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 22, 2018.
- (iii) **Mr. Mukesh Kumar Agarwal**, Practicing Company Secretary (**Membership No. FCS 5991**), has been appointed as the Scrutinizer to conduct the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (iv) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same and thereafter, the Chairman or the person so authorised shall declare the Results of the voting forthwith. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to BSE & Calcutta Stock Exchange immediately.

**New Delhi, 1<sup>st</sup> September, 2018**  
**CIN : L74899DL1988PLC031191**

**Registered Office:**  
340/2-A, G.T.Road Shahdara, Delhi-110095  
**Email:** [accounts@hindustanadhesives.com](mailto:accounts@hindustanadhesives.com)

By Order of the Board  
**HINDUSTAN ADHESIVES LIMITED**

**(Madhusudan Bagla)**  
Managing Director  
**DIN: 01425646**

## **EXPLANATORY STATEMENT**

Pursuant to section 102 of the Companies Act, 2013 as required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 to 5 of the accompanying Notice.

### **ITEM No- 3**

The Members of the Company at its 29<sup>th</sup> AGM held on Friday, 29th September, 2017 had appointed M/s. SPMR & Associates, Chartered Accountants (Registration No. 007578N) as the Statutory Auditors of the Company to hold office from the conclusion of 29th AGM till the conclusion of 34th Annual General Meeting of the Company respectively subject to ratification of the appointment by the Members at every AGM held after the 29th AGM of the Company.

M/s. SPMR & Associates, Chartered Accountants (Registration No. 007578N) vide his letter dated 14th August, 2018 has resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. The Board of Directors at its meeting held on 14th August, 2018, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed **M/s. Rajan Goel & Associates**, Chartered Accountants, (Firms Registration No. 004624N), to hold office as the Statutory Auditors of the Company till the conclusion of 30th AGM and to fill the casual vacancy caused by the resignation of M/s. SPMR & Associates, Chartered Accountants (Registration No. 007578N) subject to the approval by the members at the 30th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company. The Company has received consent letter and eligibility certificate from **M/s. Rajan Goel & Associates**, Chartered Accountants, (Firms Registration No. 004624N), to act as Statutory Auditors of the Company in place of M/s. SPMR & Associates, Chartered Accountants, (Firm Registration No. 007578N), along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

### **ITEM No- 4**

The Board of Directors at its meeting held on 14<sup>th</sup> August, 2018, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of **M/s. Rajan Goel & Associates**, Chartered Accountants (Registration No. 004624N), as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 30th AGM, till the conclusion of the 35th AGM of the Company to be held in the year 2023 subject to ratification of the appointment by the Members at every AGM held after the 30th AGM, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company. The Company has received consent letter and eligibility certificate from **M/s. Rajan Goel & Associates**, Chartered Accountants, (Firms Registration No. 004624N) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.





None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

**ITEM No- 5**

Mr. Sudeep Pande was appointed as an additional director on the Board of the Company with effect from 1<sup>st</sup> September, 2018 to hold office only up to the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the candidature of Mr. Sudeep Pande as a Director of the Company. Mr. Sudeep Pande is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence for appointment of an Independent Director on the Company's Board. An Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of directors liable to retire by rotation. The Company has received a declaration from Mr. Sudeep Pande that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and Regulation 16 of the SEBI (Listing obligations and disclosure requirements) Regulations 2015. In the opinion of the Board, Mr. Sudeep Pande fulfils the conditions for his appointment as an Independent Director as specified in the Act, the Rules made thereunder and the SEBI (Listing obligations and disclosure requirements) Regulations 2015. Mr. Sudeep Pande is independent of the management. A copy of the draft letter of appointment of Mr. Sudeep Pande as an Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 1:00 pm up to the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Sudeep Pande and his relatives are concerned or interested in the said resolution. The resolution as set out in Item no. 5 of this Notice is accordingly commended for your approval.

**New Delhi, 1<sup>st</sup> September, 2018**  
**CIN : L74899DL1988PLC031191**

By Order of the Board  
**HINDUSTAN ADHESIVES LIMITED**

**Registered Office:**  
340/2-A, G.T.Road Shahdara, Delhi-110095  
**Email:** accounts@hindustanadhesives.com

**(Madhusudan Bagla)**  
Managing Director  
**DIN: 01425646**

**ANNEXURE-A**

Details of the Directors seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under

NAME OF THE DIRECTOR	Lalit Kumar Bagla	Sudeep Pande
AGE	76 years	55 Years
QUALIFICATIONS	Graduate	B.Tech in Plastic Technology M.B.A.
EXPERIENCE	Above 50 years	Above 25 Years
TERMS AND CONDITIONS OF APPOINTMENT/ REAPPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID	LIABLE TO RETIRE BY ROTATION	ACCORDING TO TERMS OF APPOINTMENT AS INDEPENDENT DIRECTOR
REMUNERATION LAST DRAW (2017-18)	—	—
NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	Wide Experience in Manufacturing	Wide Experience in Operation Management & Product Development
DATE OF FIRST APPOINTMENT ON TO THE BOARD	25/04/1988	01/09/2018
NO. OF SHARES HELD IN THE COMPANY AS ON 31ST MARCH, 2018	—	—
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL	MR. L.K. BAGLA IS FATHER OF MR. M.S. BAGLA.	N.A.
NO. OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	SEVEN	—
DIRECTORSHIP IN OTHER COMPANIES AS ON 31ST MARCH, 2018	Bagla Polifilm Ltd. Hamsafar Vanijya Pvt. Ltd. Agarwal Tracom Pvt. Ltd.	—
CHAIRMANSHIP/MEMBERSHIP OF COMMITTEES OF OTHER BOARD	NIL	NIL

New Delhi, 1<sup>st</sup> September, 2018  
CIN : L74899DL1988PLC031191

By Order of the Board  
HINDUSTAN ADHESIVES LIMITED

**Registered Office:**  
340/2-A, G.T.Road Shahdara, Delhi-110095  
Email: accounts@hindustanadhesives.com

**(Madhusudan Bagla)**  
Managing Director  
DIN: 01425646





## HINDUSTAN ADHESIVES LIMITED

CIN: L74899DL1988PLC031191

Regd Office: 340/2A, G.T. ROAD, SHAHDARA, DELHI- 110095

### PROXY FORM

Form No. MGT-11

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member(s)			
Registered address			
E-mail id			
Folio no./Client Id		DP Id	

I/We, being the member (s) of.....shares of **HINDUSTAN ADHESIVES LIMITED**, hereby appoint:

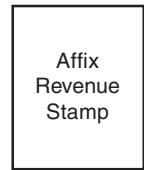
1. Name: ..... Email Id: .....  
Address: .....  
..... Signature: ....., or failing him
2. Name: ..... Email Id: .....  
Address: .....  
..... Signature: ....., or failing him
3. Name: ..... Email Id: .....  
Address: .....  
..... Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Saturday, the 29th day of September, 2018 at 10:00 a.m. at Orchid Palace, Main Chattarpur Road, Asola Fatehpur Beri, New Delhi-110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	No. of Shares	For	Against
			I/We assent to the resolution	I/We dissent to the resolution
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the reports of the Board of Directors and Auditor's thereon.			
2.	Appointment of a Director in place of Mr. L.K. Bagla, who retires by rotation and being eligible, seeks re-appointment.			
<b>Special Business</b>				
3.	Appointment of M/s. Rajan Goel & Associates, Chartered Accountants as statutory Auditor to fill casual vacancy until conclusion of Thirtieth AGM.			
4.	Appointment of M/s. Rajan Goel & Associates, Chartered Accountants, as Statutory Auditors for a term of five years.			
5.	Appointment of Mr. Sudeep Pande as Non Executive Independent Director for a term of five years.			

Signed this.....day of.....2018



Signature of shareholder.....Signature of Proxy holder(s).....

**NOTES:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



# HINDUSTAN ADHESIVES LIMITED

CIN: L74899DL1988PLC031191

Regd Office: 340/2A, G.T. ROAD, SHAHDARA, DELHI- 110095

## ATTENDANCE SLIP

Member(s) or his/her/their proxy(ies) are requested to present this slip at the venue of the meeting for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

		Name and Address	No. of Shares held
DP id No.*			
Client Id No*			
Regd. Folio No.			

\*Applicable to members holding shares in electronic form.

I hereby record my presence at the **30th ANNUAL GENERAL MEETING of HINDUSTAN ADHESIVES LIMITED** held on Saturday, the 29th day of September, 2018 at Orchid Palace, Main Chattarpur Road, Asola Fatehpur Beri, New Delhi-110074 at 10.00 a.m.

Please ( ✓ ) in the box.

Member

Proxy

.....  
Name of the Proxy in Block Letters

.....  
Member's Signature

.....  
Proxy's Signature



# HINDUSTAN ADHESIVES LIMITED

CIN: L74899DL1988PLC031191

Regd Office: 340/2A, G.T. ROAD, SHAHDARA, DELHI- 110095

## E-COMMUNICATION REGISTRATION FORM

*(As per circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)*

Folio No./ DPID & Client ID	
Name of First Registered Holder	
Name of Joint Holder(s)	
Registered Address	
E-mail ID (to be registered)	

I/We, members of **HINDUSTAN ADHESIVES LIMITED**, agree to receive all communication from the Company in electronic mode. Please register my above-mentioned e-mail id in your records for sending communication through e-mail.

Date : .....

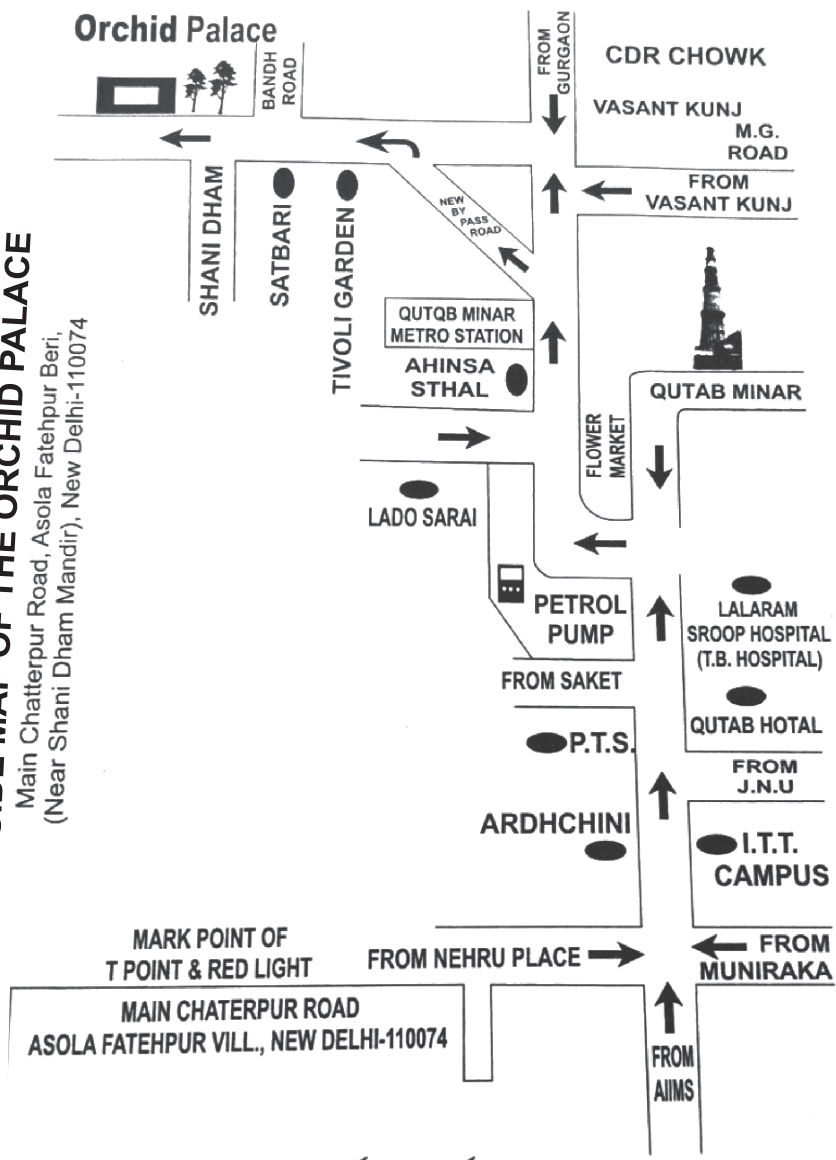
First Holder Signature : .....

### Notes:

1. On registration, all the communication will be sent to the e-mail id registered for the folio.
2. Members are requested to keep the Company/Depository Participants informed as and when there is any change in the e-mail

# GUIDE MAP OF THE ORCHID PALACE

Main Chatterpur Road, Asola Fatehpur Beri,  
(Near Shani Dham Mandir), New Delhi-110074



Please follow the arrows to reach the Orchid Palace



Bagla Group

**HINDUSTAN ADHESIVES LIMITED**

CIN: L74899DL1988PLC031191

Regd Office: 340/2A, G.T. ROAD, SHAHDARA, DELHI- 110095

Tel.: 011-22131880, Fax: 011-26191358

Email: info@bagla-group.com, Website : www.bagla-group.com

**BALLOT FORM**

- (1) Name and Registered Address of the Sole/First named Shareholder
- (2) Name(s) of the Joint Holder(s):  
(If any)
- (3) Registered Folio No.
- (4) Number of Share(s) held
- (5) I / We hereby exercise my / our vote(s) in respect of the resolutions set out in the notice of the Thirtieth Annual General Meeting (AGM) of the Company to be held on Saturday, September 29, 2018 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	Resolution	No. of Shares	(For)	(Against)
			I/We assent to the resolution	I/We dissent to the resolution
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the reports of the Board of Directors and Auditor's thereon.			
2.	Appointment of a Director in place of Mr. L.K. Bagla, who retires by rotation and being eligible, seeks re-appointment.			
<b>Special Business</b>				
3.	Appointment of M/s. Rajan Goel & Associates as statutory Auditor to fill casual vacancy until conclusion of Thirtieth AGM.			
4.	Appointment of M/s. Rajan Goel & Associates, Chartered Accountants, as Statutory Auditors for a term of five years.			
5.	Appointment of Mr. Sudeep Pande as Non Executive Independent Director for a term of five years.			

Place : .....

Date : .....

Signature : .....

## **INSTRUCTIONS**

1. This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
2. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the notice of the AGM.
4. The scrutinizer will collate the votes downloaded from the e-voting system and votes cast through ballot to declare.
5. The final result for each of the resolutions forming a part of the notice of the AGM.

### **Process and manner for Members opting to vote by using the Ballot Form:**

1. The Ballot Form should be signed by the member as per the specimen signature registered with the Company / Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power Of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company or enclosing an attested copy of POA.
2. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
3. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the ballot.
4. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 22nd September, 2018 and as per the register of members of the Company.
5. A member may request for a duplicate Ballot Form, if so required.
6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the member or as to whether votes are in favour or against or if signature cannot be verified.  
  
The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
7. The results declared along with the Scrutinizers report, shall be placed on the Company's website [www.Bagla-group.com](http://www.Bagla-group.com) within two working days of the passing of the resolutions at the AGM of the Company on September 29, 2018, and communicated to BSE Limited, where the shares of the Company are listed.