



Bagla Group

## HINDUSTAN ADHESIVES LIMITED

CIN: L74899DL1988PLC031191

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

### NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of Hindustan Adhesives Limited will be held on Friday, 30<sup>th</sup> September, 2016 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:**

- (a) the audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of Auditors thereon.

**2 To appoint a Director in place of Mr. Suresh Shridhar Ajila (DIN 03203748), who retire by rotation and being eligible offers himself for re-appointment.**

**3 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 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Salarpuria & Partners, Chartered Accountants (Firm's Registration No. 302113E) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held in year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

#### **SPECIAL BUSINESS**

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

**RESOLVED THAT** in partial modification of Resolution No.12 passed at the Annual General Meeting of the Company held on 12th September 2014 for the appointment and terms of remuneration of Mr. Madhusudan Lalit Kumar Bagla, Managing Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Mr. Madhusudan Lalit Kumar Bagla as the Managing Director of the Company, by way of change in the maximum amount of salary payable to Mr. Madhusudan Lalit Kumar Bagla (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, with effect from 1st October 2015 for the remainder of the tenure of his contract i.e. 31<sup>st</sup> March, 2016, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution

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

**Re-ppointment of Mr. Madhusudan Lalit Kumar Bagla (DIN 01425646) as Managing Director of the Company:**

**RESOLVED THAT** pursuant to the provisions of Section 196, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), if any and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint Mr. Madhusudan Lalit Kumar Bagla (DIN 01425646) as Managing Director and key managerial personnel of the Company for a period of 3 (Three) years with effect from April 1, 2016 at a remuneration and upon such terms and conditions as set out below.

#### **Terms & Conditions of Appointment:**

Salary will be **Rs. 7 00,000/-** per month which shall include following perquisites

- 1 Rent free furnished Accommodations** (Amount not exceeding Rs. 2.5 Lakhs)
- 2 Medical Reimbursement:** Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.
- 3 Leave Travel Concession:** As per rule of the Company.
- 4 Club Fees:** Fees of club subject to maximum of two clubs. This will not include admission and life-membership fees.



5 **Personal Accident Insurance:** Premium not to exceed Rs.4000/-per month.

**Following perquisites shall not be included in the salary:**

1 **Contribution to Provident Fund:** As per Company rules.

2 **Gratuity:** As per Company rules subject to maximum of half months salary for each completed year of service.

3 **Encashment of leaves-** As per rules of the Company at the end of tenure.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may think necessary, expedient or desirable in order to give effect to the aforesaid resolution.

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

**New Delhi, August, 13, 2016**  
**CIN : L74899DL1988PLC031191**

**(Lalit Kumar Bagla)**  
Chairman  
**DIN: 01596548**

**Registered Office:**

340/2-A, G.T.Road Shahdara, Delhi-110095  
Email: info@bagla-group.com

**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. 4 and 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.
- 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 **Friday, 23.09.2016 to Friday, 30.09.2016**, 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 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.
- m) 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.

**HINDUSTAN ADHESIVES LIMITED**

- n) The facility for voting, either through ballot or 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.
- o) The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- p) 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.

**q) 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 28th 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. 23rd September, 2016, 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 9.00 A.M. IST on Tuesday, 27<sup>th</sup> September, 2016 and ends on 5.00 P.M. IST on Thursday, 29<sup>th</sup> September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled for CDSL for voting thereafter.
- (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
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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. 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 Tuesday, 27<sup>th</sup> September, 2016 (9.00 a.m. IST) and ends on Thursday, 29<sup>th</sup> September 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on Friday, 23<sup>rd</sup> September, 2016, 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 23, 2016
- (iii) **Ms. Surbhi Basantani**, Practicing Company Secretary (Membership No. ACS 39452), 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, Delhi Stock Exchange & Calcutta Stock Exchange immediately.

By Order of the Board  
HINDUSTAN ADHESIVES LIMITED

New Delhi, August, 13, 2016  
CIN : L74899DL1988PLC031191

(Lalit Kumar Bagla)  
Chairman  
DIN: 01596548

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

**HINDUSTAN ADHESIVES LIMITED****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 Nos. 4 and 5 of the accompanying Notice.

**ITEM NO-4**

The Board of Directors at its meeting held on 14<sup>th</sup> November, 2015 have, pursuant to the recommendation of Nomination & Remuneration Committee approved revision of remuneration of Mr. Madhusudan Lalit Kumar Bagla. The salary and perquisites for the rest of his tenure are mentioned hereinbelow

**Terms & Conditions of Appointment:**

Salary will be Rs. 7 00,000/-per month which shall include following perquisites

Rent free furnished Accommodations (Amount not exceeding Rs. 2.5 Lakhs)

**Medical Reimbursement:** Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.

**Leave Travel Concession:** As per rule of the Company.

**Club Fees:** Fees of club subject to maximum of two clubs. This will not include admission and life-membership fees.

**Personal Accident Insurance:** Premium not to exceed Rs.4000/-per month.

Following perquisites shall not be included in the salary:

**Contribution to Provident Fund:** As per Company rules.

**Gratuity:** As per Company rules subject to maximum of half months salary for each completed year of service.

**Encashment of leaves-** As per rules of the Company at the end of tenure.

**The following additional information as required by Schedule V to the Companies Act, 2013 is given below:**

**I. General Information:**

- (i) **Nature of Industry:** Sale of Carton Sealing Tapes and a quality supplier of Adhesive Coated Products in India. The goodwill that the company commands because of superior quality products makes it a preferred choice supplier to a many new and existing multinational companies setting up facilities in India.
- (ii) **Date of Commencement of Activity:** 08th June 1988

**II. Information about the appointee:**

- (i) **Background details:** He has been an industrialist since the beginning of his business career having associated with a manufacturing concern namely Hindustan Foils Limited from the age of 18 Years for the Conversion of hot rolled stainless steel coils to cold rolled stainless steel way back in 1981-82. Had also been the main promoter to set up the Company Hindustan Adhesives Limited under the guidance of his father during the years 1988-89 and has since then been managing the day to day affairs of the Company with the assistance of the Board of Directors and executives of the Company. From conception of the Company and after he first few years of success was involved in the expansion and Public Listing of the Company at a Premium in the year 1994. Has gained rich experience in the business after seeing good times, bad times and eventually turning around the company again and bringing it to a position of strength for the future with a worldwide market for its products by personally being responsible for creation of the export market and being awarded the Highest Exporter in its product category by the PLEXCONCIL, a Government body for the Plastics Industry.
- (ii) **Past remuneration drawn:** 3.25 Lacs pm.
- (iii) **Recognition and Awards/Achievements:** Awarded for the highest exporter its product category by the PLEXCONCIL, a Government body for the Plastics Industry.
- (iv) **Job profile and suitability:** Marketing
- (v) **Remuneration proposed:** 7.00 Lacs p.m
- (vi) **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 with respect to the country of his origin):**

The proposed Remuneration of Mr. Madhusudan Lalit Kumar Bagla, who is a thorough Professional, possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

**Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**  
None

**III. Other Information**

- (1) **Reason of Inadequate Profit:** Lower capacity utilisation and unfavorable market conditions.
- (2) **Step taken or proposed to be taken :** Marketing efforts have been increased as post elections demand has started increasing.
- (3) **Expected increase in the productivity and profit in measurable term:** 10% to 15%

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Madhusudan Bagla, Mr. L.K. Bagla and their relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of this Notice

**ITEM No- 5**

Mr. M.S. Bagla has wide experience and expertise in the manufacturing business since the beginning of his career. His dedicated effort and leadership have helped to restructure the Company. Taking into consideration his commendable work and involvement in the day to day activities of the Company, the Board of Directors had in their meeting held on 12th February 2016 appointed Mr. Madhusudan Bagla as managing Director for the period of three year w.e.f 01.04.2016, on the term and remuneration decided by the Board of Director meeting held on 14th November, 2015 on recommendations of nomination and remuneration Committee, subject to approval of Member in the ensuing General Meeting.

The Nomination and Remuneration Committee comprising of Independent Directors namely Mr. Pawan Sharma (Chairman), Mr. Amit Kumar (Member) and Mr. K.C. Gupta (Member) approved and recommended the remuneration as set out in the body of the resolution no-5 which the Board has agreed to offer by its resolution dated 14.11.2015.

The remuneration proposed is in accordance with Section 196, Section 197 and Section 203 of the Companies Act, 2013 read with its relevant rules made thereunder and Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and as approved by the Members of the Nomination and Remuneration Committee and Board of Directors and subject to the approval of Shareholders of the Company by way of the Special Resolution in the forthcoming AGM.

The details of Mr. Madhusudan Bagla as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in **Annexure - A** to this Notice.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Madhusudan Bagla, Mr. L.K. Bagla and their relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

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

**New Delhi, August, 13, 2016**  
CIN : L74899DL1988PLC031191

**(Lalit Kumar Bagla)**  
Chairman  
DIN: 01596548

**Registered Office:**

340/2-A, G.T.Road Shahdara, Delhi-110095  
Email: info@bagla-group.com

**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	MR. MADHUSUDAN BAGLA	MR. SURESH SHRIDHAR AJILA
AGE	53 years	55 YEAR
QUALIFICATIONS	M.B.A.	GRADUATE
EXPERIENCE	35 YEARS	34 YEARS
TERMS AND CONDITIONS OF APPOINTMENT/REAPPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID	THE DETAILS ARE PROVIDED IN THE RESOLUTION AT ITEM NO.5 OF THIS NOTICE	LIABLE TO RETIRE BY ROTATION
REMUNERATION LAST DRAWN (2015-16)	RS. 61,50,000/-	RS. 7,54,000/-
NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	WIDE EXPERIENCE IN MARKETING	WIDE EXPERIENCE IN MARKETING
DATE OF FIRST APPOINTMENT ON TO THE BOARD	05.04.1988	30.04.2010
NO. OF SHARES HELD IN THE COMPANY AS ON 31st MARCH, 2016	812419	NIL
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIALPERSONNEL	MR. MADHUSUDAN BAGLA IS SON OF MR. L.K. BAGLA.	N.A.
NO. OF MEETINGS OF THEBOARD ATTENDED DURING THE YEAR	SEVEN	THREE
DIRECTORSHIP IN OTHER COMPANIES AS ON 31ST MARCH, 2016	BAGLA POLIFILMS LIMITED HINDUSTAN FOLILS LIMITED BAGLA WELLNESS PVT. LTD. BAGLA LOGISTICS PVT. LTD.	NIL
CHAIRMANSHIP/MEMBERSHIP OF COMMITTEES OF OTHER BOARD	NIL	NIL



Bagla Group

**HINDUSTAN ADHESIVES LIMITED**

CIN: L74899DL1988PLC031191

Regd Office: 340/2A, G.T. ROAD, SHAHDRA, 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:

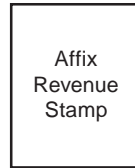
- Name: ..... Email Id: .....  
Address: .....  
..... Signature: ....., or failing him
- Name: ..... Email Id: .....  
Address: .....  
..... Signature: ....., or failing him
- Name: ..... Email Id: .....  
Address: .....  
..... Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual general meeting of the company, to be held on Friday, the 30th day of September, 2016 at 10:00 a.m. at Orchid Place, 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 (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2016 together with the reports of the Board of Directors and Auditor's thereon			
2.	Appointment of a Director in place of Mr. Suresh Ajila, who retires by rotation and being eligible, seeks re-appointment			
3.	Ratification of appointment of M/s. Salarpuria & Partners, Chartered Accountants, as Statutory Auditors.			
<b>Special Business</b>				
4.	Special Resolution for Ratification of Remuneration of Mr. Madhusudan Bagla, Managing, Director of the Company for rest of its tenure.			
5.	Special Resolution for re-appointment of Mr. Madhusudan Bagla, as Managing Director for a period of 3 Years.			

Signed this.....day of.....2016



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, SHAHDRA, 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 **28th ANNUAL GENERAL MEETING** of **HINDUSTAN ADHESIVES LIMITED** held on Friday, the 30th day of September, 2016 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, SHAHDRA, 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 : .....

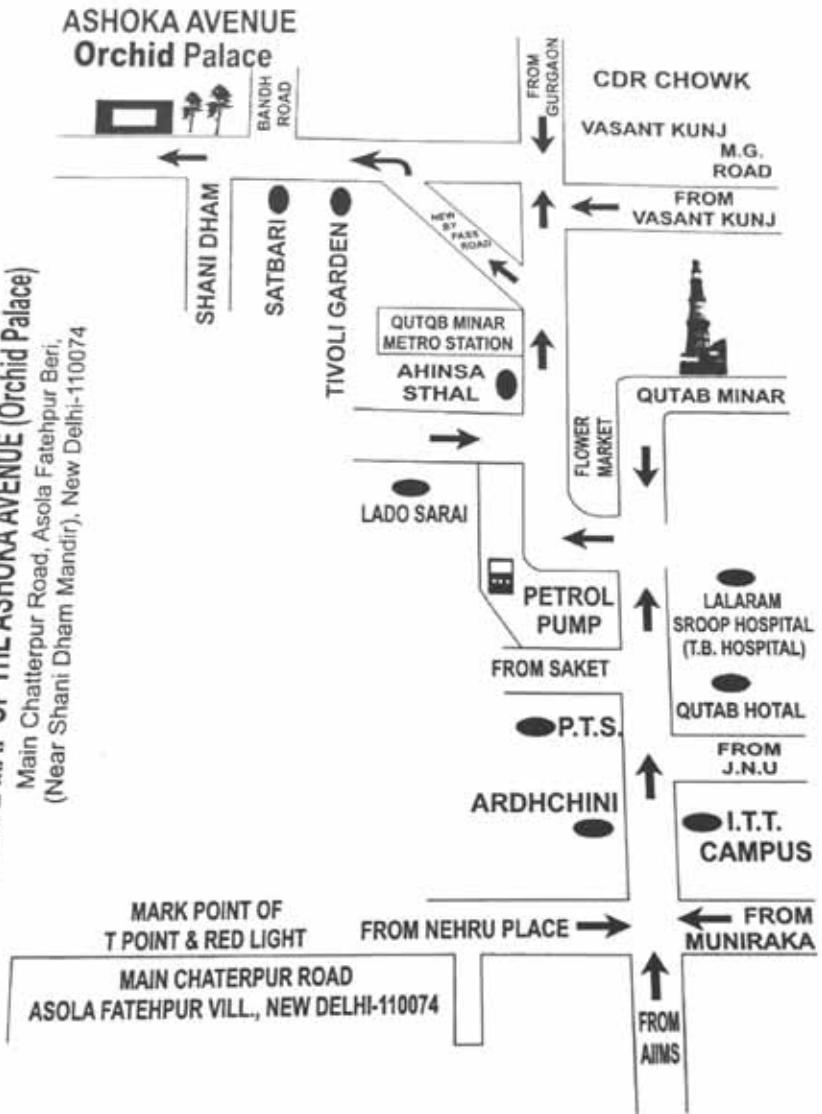
First Holder Signature : .....

#### 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 ASHOKA AVENUE (Orchid Palace)**

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



Please follow the arrows to reach the  
ASHOKA AVENUE (Orchid Palace)



Bagla Group

## HINDUSTAN ADHESIVES LIMITED

CIN: L74899DL1988PLC031191

Regd Office: 340/2A, G.T. ROAD, SHAHDRA, 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 Twenty-Eight Annual General Meeting (AGM) of the Company to be held on Friday, September 30, 2016 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 (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2016 to gether with the reports of the Board of Directors and Auditor's thereon			
2.	Appointment of a Director in place of Mr. Suresh Ajila, who retires by rotation and being eligible, seeks re-appointment			
3.	Ratification of appointment of M/s. Salarpuria & Partners, Chartered Accountants, as Statutory Auditors.			
<b>Special Business</b>				
4.	Special Resolution for Ratification of Remuneration of Mr. Madhusudan Bagla, Managing Director of the Company, for rest of its tenure.			
5.	Special Resolution for re-appointment of Mr. Madhusudan Bagla, as Managing Director for a period of 3 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 23rd September, 2016 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 30, 2016, and communicated to BSE Limited and DSE, Calcutta stock exchange, where the shares of the Company are listed.