



HINDUSTAN ADHESIVES LIMITED

CIN: L74899DL1988PLC031191

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

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of Hindustan Adhesives Limited will be held on Friday, 29th September, 2017 at 10.00 A.M. at Ashoka Avenue, 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, 2017 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, 2017 and the Report of Auditors thereon.

2. To confirm the payment of the 1st Interim Dividend of Rs.1/- per share for the financial year 2016-17.

3. To appoint a Director in place of Mrs. Urmila Goenka (DIN 01165727), who retire by rotation and being eligible offers herself for re- appointment.

4. 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable and pursuant to the recommendations of the Audit Committee, **M/s. SPMR & Associates, Chartered Accountants (Firm Registration No 007578N)**, be and are hereby appointed as the Statutory Auditors of the Company, (in place of M/s. Salarpuria and Partners, Chartered Accountants, the retiring Auditors) for a term of five years commencing from the financial year 2017-18, to hold office from the conclusion of the 29th Annual General Meeting until the conclusion of the 34th Annual General Meeting, to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus taxes, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

SPECIAL BUSINESS

5. 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. Shri Kishan Mittal (DIN: 00810155), 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. Shri Kishan Mittal 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 20th August 2022.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof)



read with Schedule-V of the Companies Act, 2013 and relevant clause(s) of the Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Mr. Suresh Ajila, as the whole Time Director of the Company for 3 years with effect from September 30, 2017 to September 29, 2020, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Suresh Ajila.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites shall nevertheless be paid and allowed to Mr. Suresh Ajila as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolutions."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and relevant clause(s) of the Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Mrs. Urmila Goenka, as the whole Time Director of the Company for 3 years with effect from September 30, 2017 to September 29, 2020, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mrs. Urmila Goenka.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites shall nevertheless be paid and allowed to Mrs. Urmila Goenka as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolutions

New Delhi, August, 21, 2017

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

(Lalit Kumar Bagla)

Chairman

DIN: 01596548

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. 5, 6 and 7 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 5,6, 7 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, 22.09.2017 to Friday, 29.09.2017**, 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) No gift / gifts shall be provided to the members.
- 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 be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- p) 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.
- 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 29th 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. **22nd September, 2017**, 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 Tuesday, 26.09.2017, (9.00 a.m. IST) and ends on Thursday, 28.09.2017, (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 of **Friday, 22.09.2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website 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 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:

For Members holding shares in Demat Form and Physical Form	
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"> • 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.
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"> • 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).

- 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.

HINDUSTAN ADHESIVES LIMITED

- 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 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.
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- (i) The e-voting period commences on Tuesday, 26th September, 2017 (9.00 a.m. IST) and ends on Thursday, 28th September 2017 (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, 22nd September, 2017, 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, 2017.
- (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 2 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, August, 21, 2017

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

(Lalit Kumar Bagla)

Chairman

DIN: 01596548

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. 5, 6 and 7 of the accompanying Notice.

ITEM No- 5

Mr. Shri Kishan Mittal was appointed as an additional director on the Board of the Company with effect from 21st August, 2017 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. Shri Kishan Mittal as a Director of the Company. Mr. Shri Kishan Mittal 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. Shri Kishan Mittal 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. Shri Kishan Mittal 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. Shri Kishan Mittal is independent of the management. A copy of the draft letter of appointment of Mr. Shri Kishan Mittal 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. Shri Kishan Mittal 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.

ITEM No- 6

Mr. Suresh Shridhar Ajila has wide experience and expertise in the marketing business. 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 August 21, 2017 re-appointed Mr. Suresh Shridhar Ajila as a Whole-time Director for a further period of three years from the date of expiry of his earlier term, i.e., w.e.f. September 30, 2017, as approved by the Remuneration Committee at remuneration and upon such terms and conditions as set out below.

Terms & Conditions of Appointment:

Basic Salary- 35000/- per month

He will be entitled to following Perquisite:

HRA - Rs. 7500/- per month.

HINDUSTAN ADHESIVES LIMITED

Education Allowance - Rs. 5000/- per month.

Transport Allowance - Rs.2500/-per month.

Leave Travel Concession: As per rule of the Company.

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

Contribution to Provident Fund: Contribution to provident fund not exceeding 12% of the salary or such rates as may be revised from time to time by statutory authorities.

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.

Field Expenses: Reimbursement of field expenses as per rules of Company.

Bonus: As per rule of the Company

c) Other term and Conditions

The remuneration of Mr. Suresh Shridhar Ajila as Whole time Director of the Company as provided in clause (a to b) above shall be payable by way of minimum compensation even if there be loss or inadequacy of profits of the Company in any financial year and also be subject to review by the Board if and when considered necessary in order to bring the same in conformity with the provisions in Schedule V of the Companies Act, 2013.

Notwithstanding anything to the contrary contained in the Company's Articles of Association, Mr. Suresh Shridhar Ajila shall not so long as he acts as the Whole time Director of the Company receive any fee for attending of the Board or a Committee thereof.

Mr. Suresh Shridhar Ajila shall not so long as he functions as such become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Board and the Central Government where necessary.

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 Board of Directors and subject to the approval of Shareholders of the Company by way of the Special Resolution in the AGM.

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

(iii) **Financial Performance based on given indicators:**

	2014-15	2015-16	2016-17
Revenue from operations	762,966,244	691,695,517	745,488,401
Profit Before Tax	25,538,778	32,518,603	53,563,752
Profit After Tax	15,749,851	21,208,591	49,109,877

(iv) **Foreign Investments or collaborations:** NIL

II. Information about the appointee:

(i) **Background details:** He has been working with the Company for almost 25 years and has been elevated as the Sales Director, with the responsibility of promoting the sales of the Company and exploring new markets and products. He has vast experience in sales and the management thinks that with this additional responsibility he would be contributing further to enhance the performance of the Company.

- (ii) **Recognition and Awards/Achievements:** NIL
- (iii) **Job profile and suitability:** Marketing
- (iv) **Remuneration proposed:** Rs.35,000/ p.m
- (v) **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. Suresh Shridhar Ajila, 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: N.A.

III. Other Information

- (1) **Reason of Inadequate Profit:** Lower capacity utilisation and unfavourable 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% - 15%.

None of the Directors other than Mr. Suresh Shridhar Ajila is concerned or interested in this resolution.

The Board of Directors recommends the resolution at Item No. 6 of this Notice for your approval.

ITEM No- 7

Mrs. Urmila Goenka has wide experience and expertise in the Human Resource Management. Her dedicated effort and leadership have helped to restructure the Company. Taking into consideration her commendable work and involvement in the day to day activities of the Company, the Board of Directors had in their meeting held on August 21, 2017 re-appointed Mrs. Urmila Goenka as a Whole-time Director for a further period of three years from the date of expiry of his earlier term, i.e., w.e.f. September 30, 2017, as approved by the Remuneration Committee at remuneration and upon such terms and conditions as set out below.

Terms & Conditions of Appointment:

- a) Salary of Rs. 15,000/- Per Month
- b) Perquisites and Amenities: N.A.
- c) **Other term and Conditions**

The remuneration of Mrs. Urmila Goenka as Whole time Director of the Company as provided in clause (a to b) above shall be payable by way of minimum compensation even if there be loss or inadequacy of profits of the Company in any financial year and also be subject to review by the Board if and when considered necessary in order to bring the same in conformity with the provisions in Schedule V of the Companies Act, 2013.

Notwithstanding anything to the contrary contained in the Company's Articles of Association, Mrs. Urmila Goenka shall not so long as she acts as the Whole time Director of the Company receive any fee for attending of the Board or a Committee thereof.

Mrs. Urmila Goenka shall not so long as she functions as such become interested or otherwise concerned directly or through her husband and/or minor children in any selling agency of the Company without the prior approval of the Board and the Central Government where necessary.

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 Board of Directors.

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
- (iii) **Financial Performance based on given indicators:**

	2014-15	2015-16	2016-17
Revenue from operations	762,966,244	691,695,517	745,488,401
Profit Before Tax	25,538,778	32,518,603	53,563,752
Profit After Tax	15,749,851	21,208,591	49,109,877

- (iv) **Foreign Investments or collaborations:** N.A

II. Information about the appointee:

- (i) **Background details:** She is an Executive Director of the Company and brings with her good management expertise with responsibility to overlook the Corporate Governance and enhance human relations within the organization.
- (ii) **Recognition and Awards/Achievements:** None
- (iii) **Job profile and suitability:** Marketing and Human Resource Management
- (iv) **Remuneration proposed:** Rs.15000/-
- (v) **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 Mrs. Urmila Goenka, 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: N.A.

III. Other Information

- (1) **Reason of Inadequate Profit:** Lower capacity utilisation and unfavourable 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% - 15%

None of the Directors other than Mrs. Urmila Goenka is concerned or interested in this resolution.

The Board of Directors recommends the resolution at Item No. 7 of this Notice for your approval.

New Delhi, August, 21, 2017
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

(Lalit Kumar Bagla)
Chairman
DIN: 01596548

**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	MRS. URMILA GOENKA	MR. SURESH SHRIDHAR AJILA	MR. SHRI KISHAN MITTAL
AGE	68 Years	55 Years	67 Years
QUALIFICATIONS	B.A.	Graduate	B.A. (Com)
EXPERIENCE	31 Years	34 Years	35 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.7 of this notice	The details are provided in the resolution at item no.6 of this notice	According to terms of appointment as independent director
REMUNERATION LAST DRAWN (2016-17)	Rs. 1,80,000/-	RS. 7,54,000/-	-
NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	Experience in Human Resources	Wide Experience In Marketing	Wide experience in the area of Accounting and Manufacturing
DATE OF FIRST APPOINTMENT ON TO THE BOARD	30.04.2010	30.04.2010	21.08.2017
NO. OF SHARES HELD IN THE COMPANY AS ON 31ST MARCH, 2017	NIL	NIL	NIL
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL	N.A.	N.A.	N.A.
NO. OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	TWO	TWO	NIL
DIRECTORSHIP IN OTHER COMPANIES AS ON 31ST MARCH, 2017	NIL	NIL	NITIN STRIPS PRIVATE LTD
CHAIRMANSHIP/MEMBERSHIP OF COMMITTEES OF OTHER BOARD	NIL	NIL	NIL

New Delhi, August, 21, 2017

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

(Lalit Kumar Bagla)

Chairman

DIN: 01596548



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

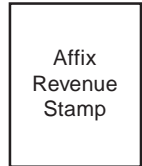
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Friday, the 29th day of September, 2017 at 10:00 a.m. at Ashoka Avenue, Main Chattarpur Road, Asola Fatepur Beri, New Delhi-110074 and at any adjournment thereof 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, 2017 together with the reports of the Board of Directors and Auditor's thereon			
2.	Confirmation of the payment of 1st interim dividend of Rs. 1/- per share for the Financial year 2016-17.			
3.	Appointment of a Director in place of Mrs. Urmila Goenka, who retires by rotation and being eligible, seeks re-appointment.			
4.	Appointment of M/s. SPMR & Associates, Chartered Accountants, as Statutory Auditors for a term of five years.			
Special Business				
5.	Appointment of Mr. Shri Kishan Mittal as Non Executive Independent Director for a term of five years.			

S. No.	Resolution	No. of Shares	For	Against
			I/We assent to the resolution	I/We dissent to the resolution
6.	Special Resolution for re-appointment of Mr. Suresh Shridhar Ajila, as Whole Time Director for a period of three Years.			
7	Special Resolution for re-appointment of Mrs. Urmila Goenka, as Whole Time Director for a period of three Years.			

Signed this.....day of.....2017



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 **29th ANNUAL GENERAL MEETING** of **HINDUSTAN ADHESIVES LIMITED** held on Friday, the 29th day of September, 2017 at Ashoka Avenue, 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 :

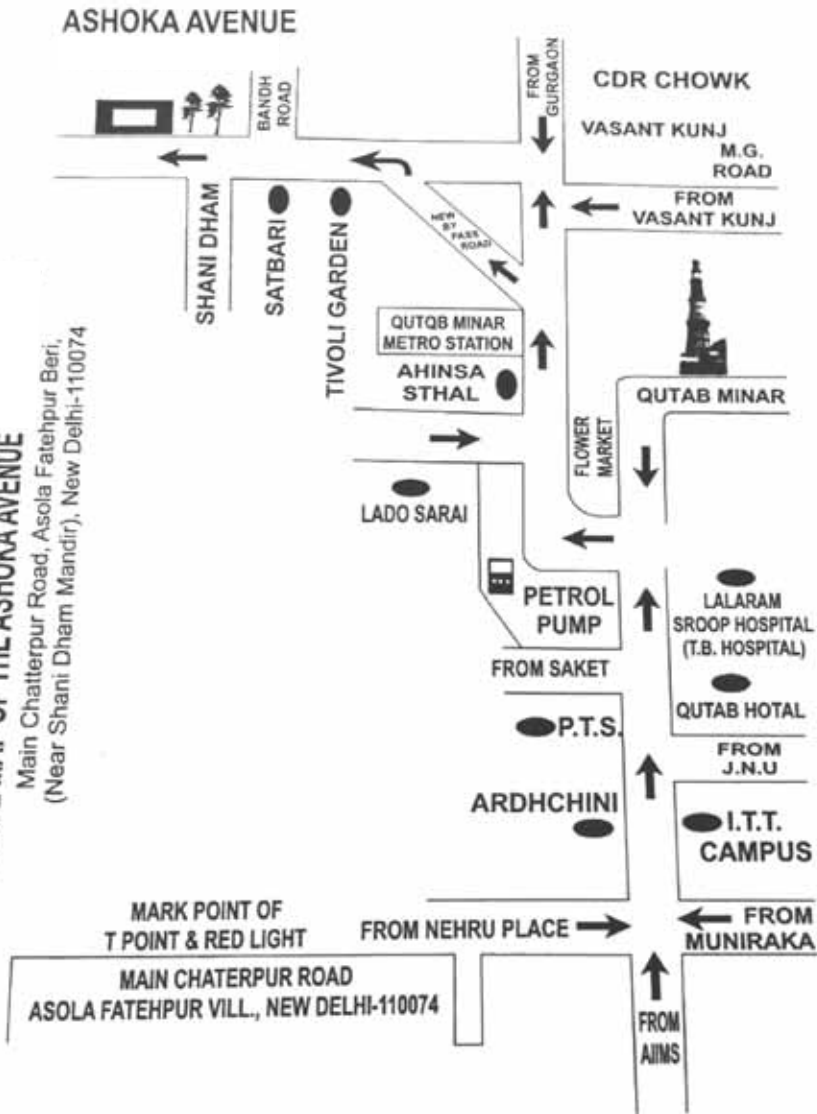
First Holder Signature :

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 ASHOKA AVENUE

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



Please follow the arrows to reach the
ASHOKA AVENUE



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 Twenty-Ninth Annual General Meeting (AGM) of the Company to be held on Friday, September 29, 2017 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, 2017 together with the reports of the Board of Directors and Auditor's thereon.			
2.	Confirmation of the payment of 1st interim dividend of Rs. 1/- per share for the Financial year 2016-17.			
3.	Appointment of a Director in place of Mrs. Urmila Goenka, who retires by rotation and being eligible, seeks re-appointment.			
4.	Appointment of M/s. SPMR & Associates, Chartered Accountants, as Statutory Auditors for a term of five years.			
Special Business				
5.	Appointment of Mr. Shri Kishan Mittal as Non Executive Independent Director for a term of five years.			
6.	Special Resolution for re-appointment of Mr. Suresh Shridhar Ajila, as Whole Time Director for a period of three Years.			
7.	Special Resolution for re-appointment of Mrs. Urmila Goenka, as Whole Time Director for a period of three 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 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, 2017 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 within two working days of the passing of the resolutions at the AGM of the Company on September 29, 2017, and communicated to BSE Limited and Calcutta stock exchange, where the shares of the Company are listed.