



HINDUSTAN ADHESIVES LIMITED

CIN: L74899DL1988PLC031191

Regd Office: B-2/8, Safdarjung Enclave, New Delhi-110029

NOTICE

Notice is hereby given that the Thirty-one Annual General Meeting of the Members of Hindustan Adhesives Limited will be held on Monday, 30th September, 2019 at 10.00 A.M. at Lilywhite Hotel, Chhatarpur Main Road, 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, 2019 and the Reports of the Board of Directors and Auditors thereon; and

- 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.**

SPECIAL BUSINESS

3. Appointment of Mr. Pawan Kumar Gupta as a Non-Executive Independent director

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

“**RESOLVED THAT** Pawan Kumar Gupta (DIN 08506390) who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 12, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 80 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Pawan Kumar Gupta who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing July 12, 2019 to July 11, 2024, be and is hereby approved.”

4. Re-appointment of Amit Kumar as an Independent Director

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

“**RESOLVED that** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Amit Kumar (DIN 06902856), who was appointed as an Independent Director at the Twenty Sixth Annual General Meeting of the Company and who holds office up to September 30, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of

SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 30, 2019 upto September 29, 2024.”

5. Re-appointment of Mr. Madhusudan Bagla (DIN: 01425646) as Managing Director of the Company:

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 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 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, 2019 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.”

New Delhi, 13th August, 2019
CIN: L74899DL1988PLC031191

By Order of the Board
HINDUSTAN ADHESIVES LIMITED

Registered Office:
B-2/8, Safdarjung Enclave, New Delhi - 110029
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, 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, 3, 4 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 authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing 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 **Monday, 23.09.2019 to Monday, 30.09.2019**, 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) Note that SEBI vide its circulars has decided that securities of listed companies can be transferred only in dematerialised form. In view of the above and avail various benefits of dematerialisation, members are advised to dematerialised share held by them in physical form.
- 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 31st 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, 2019**, 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 Friday, 27.09.2019, (9.00 a.m. IST) and ends on Sunday, 29.09.2019, (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 **Monday, 23.09.2019**, 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 Attendance Slip indicated in the PAN field.
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"> • 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)

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

Other Instructions:

- i) The e-voting period commences on Friday, 27th September, 2019 (9.00 a.m. IST) and ends on Sunday, 29th September 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on Monday, 23rd September, 2019, 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, 2019.



- 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 immediately.

New Delhi, 13th August, 2019
CIN: L74899DL1988PLC031191

By Order of the Board
HINDUSTAN ADHESIVES LIMITED

Registered Office:
B-2/8, Safdarjung Enclave, New Delhi - 110029
Email: accounts@hindustanadhesives.com

(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 businesses mentioned under Item No. 3 to 5 of the accompanying Notice.

ITEM No- 3

Mr. Pawan Kumar Gupta was appointed as an additional director on the Board of the Company with effect from 12th July, 2019 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. Pawan Kumar Gupta as a Director of the Company. Mr. Pawan Kumar Gupta 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. Pawan Kumar Gupta 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. Pawan Kumar Gupta 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. Pawan Kumar Gupta is independent of the management. A copy of the draft letter of appointment of Mr. Pawan Kumar Gupta 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. Pawan Kumar Gupta and his relatives are concerned or interested in the said resolution.

The resolution as set out in Item no. 3 of this Notice is accordingly commended for your approval.

Item No-4

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Amit Kumar (DIN 06902856) as Independent Director, for a second term of five years from



September 30, 2019 to September 29, 2024, not liable to retire by rotation. Amit Kumar was appointed as Independent Director at the Twenty Sixth Annual General Meeting (“AGM”) of the Company and holds office up to September 30, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Amit Kumar would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company on all working day (except Saturdays, Sundays and Public Holidays) between (10:00 a.m. to 1:00 p.m. upto the date of AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Amit Kumar as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 4 of this Notice for approval of the Members.

Except Amit Kumar and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the 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 13th August 2019 re-appointed Mr. Madhusudan Bagla as managing Director for the period of three year w.e.f 01.04.2019, on the term and remuneration decided by the Board of Director meeting held on 13th August 2019 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 Kumar Gupta (Chairman), Mr. Amit Kumar (Member) and Mr. Sudeep Pande (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 13th August 2019. 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 and their relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

Terms & Conditions of Appointment:

a) **Salary:** Rs. 7,00,000/- (Rupees Seven lakhs only) per month

b) **Perquisites and Amenities:**

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

- ii. **Medical Reimbursement:** Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.
 - iii. **Leave Travel Concession:** As per rule of the Company.
 - iv. **Club Fees:** Fees of club subject to maximum of two clubs. This will not include admission and life-membership fees.
 - v. **Personal Accident Insurance:** Premium not to exceed Rs.4000/-per month.
- c) **Following perquisites shall not be included in the salary:**
- i. **Contribution to Provident Fund:** As per Company rules.
 - ii. **Gratuity:** As per Company rules subject to maximum of half months salary for each completed year of service.
 - iii. **Encashment of leaves:** As per rules of the Company at the end of tenure

d) **Other term and Conditions**

The remuneration of Mr. Madhusudan Bagla, Managing Director of the Company as provided in clause (a to c) 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. Madhusudan Bagla shall not so long as he acts as the Managing Director of the Company receive any fee for attending of the Board or a Committee meeting thereof.

Mr. Madhusudan Bagla 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 commercial production:** 8th June 1988

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

(in lacs)

	2016-17	2017-18	2018-19
Revenue from operations	7,412	7,553	13,862
Profit(Loss) Before Tax	536	336	355
Profit(Loss) After Tax	491	249	237

**(iv) Foreign Investments or collaborations:****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 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:** 7,00,000 /-p.m..
- (iii) Recognition or Awards:** Under his managerialship the company got awarded for the highest exporter by the PLEXCONCIL, a government body for the Plastics Industry.
- (iv) Job profile and suitability:** Manufacturing and Marketing.
- (v) Remuneration proposed:** 7,00,000/- 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 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.
- (vii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** None

III. Other Information

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

None of the Directors other than Mr. Madhusudan Bagla is concerned or interested in this resolution.

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

New Delhi, 13th August, 2019
CIN: L74899DL1988PLC031191

By Order of the Board
HINDUSTAN ADHESIVES LIMITED

Registered Office:
B-2/8, Safdarjung Enclave, New Delhi - 110029
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	SURESH SHRIDHAR AJILA	PAWAN KUMAR GUPTA	AMIT KUMAR	MADHUSUDAN BAGLA
AGE	58 years	47 YEARS	29 YEARS	56 Years
QUALIFICATIONS	Graduate	FCA	Graduate	M.B.A
EXPERIENCE	37 years	20 YEARS	7 YEARS	38 Years
TERMS AND CONDITIONS OF APPOINTMENT/ REAPPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BEPAID	Liable to retire by rotation	The details are provided in the resolution at item no.3 of this notice.	The details are provided in the resolution at item no.4 of this notice.	The details are provided in the resolution at item no.5 of this notice.
REMUNERATION LAST DRAW (2018-19)	Rs.8,04,400	N.A	N.A	Rs. 84,00,000
NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	Wide Experience In Marketing	FINANCE	wide experience in marketing	Manufacturing And Marketing
DATE OF FIRST APPOINTMENT ON TO THE BOARD	30.04.2010	12.07.2019	12.07.2014	05.04.1988
NO. OF SHARES HELD IN THE COMPANY AS ON 31ST MARCH,2019	NIL	NIL	NIL	812419
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL	N.A	N.A	N.A	Mr. Madhusudan Bagla is the father of Mr. Nakul Bagla.
NO. OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	11	NIL	11	11
DIRECTORSHIP IN OTHER COMPANIES AS ON 31ST MARCH, 2019	NIL	NIL	NIL	<ul style="list-style-type: none"> • HINDUSTAN FOILS LIMITED • BAGLA POLIFILMS LIMITED • SYNERGY COMMERCE PRIVATE LIMITED • BAGLA WELLNESS PRIVATE LIMITED • HAMSAFAR VANIJYA PVT LTD • AGARWAL TRACOM PRIVATE LIMITED • DELHI FOILS PRIVATE LTD
CHAIRMANSHIP/MEMBERSHIP OF COMMITTEES OF OTHER BOARD	NIL	NIL	NIL	NIL

New Delhi, 13th August, 2019
CIN: L74899DL1988PLC031191

By Order of the Board
HINDUSTAN ADHESIVES LIMITED

Registered Office:
B-2/8, Safdarjung Enclave, New Delhi - 110029
Email: accounts@hindustanadhesives.com

(Madhusudan Bagla)
Managing Director
DIN: 01425646



HINDUSTAN ADHESIVES LIMITED

CIN: L74899DL1988PLC031191

Regd Office: B-2/8, Safdarjung Enclave, New Delhi - - 110029

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 31st Annual General Meeting of the company, to be held on Monday, the 30th day of September, 2019 at 10:00 a.m. at Lilywhite Hotel, Main Chattarpur Road, 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, 2019 together with the reports of the Board of Directors and Auditor's thereon.			
2.	Appointment of a Director in place of Mr. Suresh Shridhar Ajila, who retires by rotation and being eligible, seeks re-appointment.			
Special Business				
3.	Appointment of Mr. Pawan Kumar Gupta as Non-Executive Independent Director for a term of five years.			
4.	Re-appointment of Amit Kumar as an Independent Director for a term of five years.			
5.	Re-appointment of Mr. Madhusudan Bagla as Managing Director of the Company for a term of three years.			

Signed this.....day of.....2019



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: B-2/8, Safdarjung Enclave, New Delhi - - 110029

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 **31st ANNUAL GENERAL MEETING** of **HINDUSTAN ADHESIVES LIMITED** held on Monday, the 30th day of September, 2019 at Lilywhite Hotel, Main Chattarpur Road, , 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: B-2/8, SAFDARJUNG ENCLAVE, NEW DELHI - 110029

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.

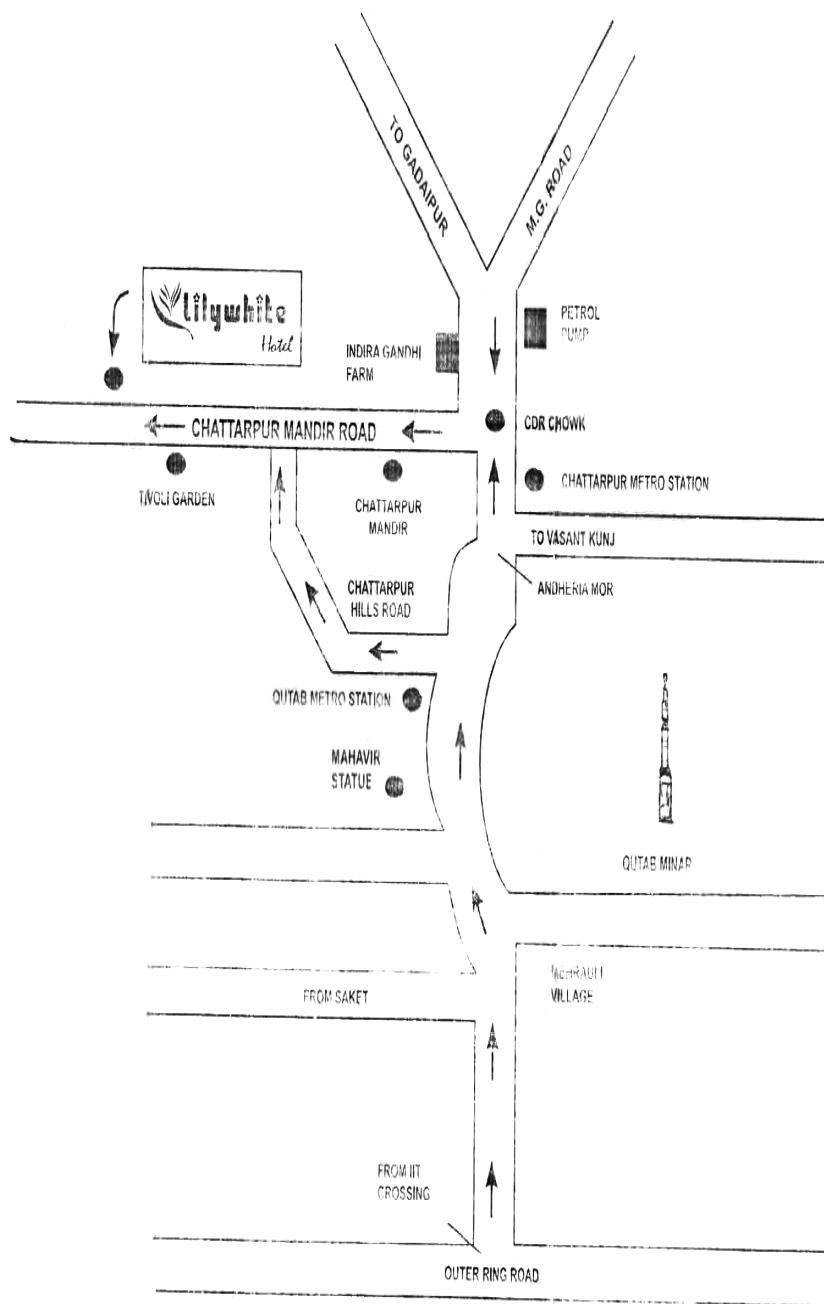
Date :

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 TO LILYWHITE HOTEL



LILYWHITE HOTEL IS ONLY 800 METERS FROM
THE CHATTARPUR TEMPLE ON THE ROAD
MOB. +91-9651016690