

**S.P. NAGARAJAN** M.Com., A.C.S., L.L.B.  
Company Secretary

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**Scrutinizer's Report - Postal Ballot - Physical Voting**  
**[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the**  
**Companies (Management and Administration) Rules, 2014]**

Mr. Deep Ashda Lalvani  
Chairman  
**ADOR MULTIPRODUCTS LIMITED**  
A-13 & 14, 3<sup>rd</sup> Stage  
Peenya Industrial Estate  
Bangalore- 560 058

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of “**ADOR MULTI PRODUCTS LIMITED**” (hereinafter referred to as ‘the Company’) on 17<sup>th</sup> May 2014, I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot papers – physical documents - in respect of the following resolution:

<b>Reference to the Companies Act, 1956/2013</b>	<b>Description of the resolution</b>	<b>Type of Resolution</b>
<b>81 (1A) / 42, 62 &amp; 188</b>	<b>Preferential issue of 2,50,000 Share Warrants convertible to Equity to the Promoter, J B Advani and Company Private Limited.</b>	<b>Special Resolution</b>

I submit my report as detailed hereunder:

1. The notice dated 17<sup>th</sup> May 2014 under Section 110 of the Companies Act, 2013 (Corresponding Section 192A of the Companies Act, 1956), regarding Postal Ballot was issued individually to all the shareholders and the notices were dispatched on 9<sup>th</sup> June 2014 by e-mail and courier.



**S. P. NAGARAJAN**  
**COMPANY SECRETARY**

2. The postal ballot notice dispatched to the shareholders stated that all postal ballot forms received up to the closure of working hours on 8<sup>th</sup> July 2014, the last date and time fixed by the Company for receipt of the forms, according to Section 110 of the Companies Act, 2013 will be considered.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. Particulars of all the postal ballot forms received from the members were entered in a register separately maintained for the purpose.
5. All the Postal Ballot Forms were scrutinized and processed and a computer statement containing the Shareholders Name, Folio Number/Client ID No./DP ID, Postal Ballot Number, Number of Shares held, Number of Votes Polled, Assented, Dissented and Rejected were generated.
6. All postal ballot forms received up to Tuesday, 8<sup>th</sup> July 2014 up to the close of working hours (17.30 hrs) were scrutinized by me.
7. The postal ballot envelopes were opened on 9<sup>th</sup> July, 2014 in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company /list of beneficiaries as on 23<sup>rd</sup> May 2014.
8. During the course of scrutiny of Postal Ballot Forms, I have not come across any defaced/mutilated Postal Ballot Forms.
9. I have handed over the postal ballot forms and related papers/registers and records to the Company Secretary authorized by the Board to supervise the postal ballot process, on date along with the Reports.
10. The results of the postal ballot forms are as follows:

**Table-A:**

<b>Details</b>	<b>Number of Ballot Forms</b>	<b>Number of Shares</b>
Total Postal Ballot Forms Received	<b>143</b>	<b>8,09,790</b>
• Valid Postal Ballot Forms	<b>126</b>	<b>8,05,654</b>
• Invalid Postal Ballot Forms	<b>17</b>	<b>4,136</b>
Returned Undelivered Postal Ballot Forms	<b>5</b>	-



• **Reasons for invalid entries:**

✓	Unsigned Postal Ballot
✓	Discrepancy in signature
✓	Votes cast both in favour and also against the resolution
	The ballot paper is received in torn or defaced or mutilated condition to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds

**Consequently Invalid Postal Ballots were not taken into account for voting.**

**The particulars of the valid postal ballot forms received depicting the assent and dissent of the shareholders for the purpose of seeking their approval for the above referred resolution by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 (Corresponding Section 192A of the Companies Act, 1956), read with the Companies (Management and Administration) Rules, 2013 are elucidated herein below:**

**Table B:**

<b>Particulars</b>	<b>Preferential issue of 2,50,000 Share Warrants convertible to Equity to the Promoter, J B Advani and Company Private Limited</b>		
	<b>No. of Ballot Forms</b>	<b>No of shares (votes)</b>	<b>% on total shares (votes) received</b>
Assent	91	7,87,770	97.78
Dissent	35	17,884	2.22
<b>Total</b>	<b>126</b>	<b>8,05,654</b>	<b>100.00</b>



**S. P. NAGARAJAN**  
**COMPANY SECRETARY**

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I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You

Yours Faithfully,



**S.P. NAGARAJAN**  
**Ador Multiproducts Limited's Scrutinizer for Postal Ballot**  
**MEMBERSHIP NO. 10028**  
**CP.No.4738**

**Place: Bangalore**  
**Date: 09.07.2014**

**S. P. NAGARAJAN**  
**COMPANY SECRETARY**

**ADOR MULTI PRODUCTS LIMITED**

**SUMMARY OF POSTAL BALLOT**

<b>RESOLUTION NUMBER</b>	<b>PARTICULARS</b>	<b>NO. OF POSTAL BALLOT FORMS RECEIVED (1)</b>	<b>NO. OF INVALID POSTAL BALLOT FORMS (2)</b>	<b>NO. OF VALID POSTAL BALLOT FORMS (1-2)</b>	<b>TOTAL VOTES RECEIVED</b>	<b>NO. OF VOTES IN FAVOUR</b>	<b>NO. OF VOTES AGAINST</b>
<b>1</b>	<b>Preferential issue of 2,50,000 Share Warrants convertible to Equity to the Promoter, J B Advani and Company Private Limited</b>	143	17	126	8,05,654	7,87,770	17,884



A handwritten signature in black ink, appearing to be 'S.P. NAGARAJAN', written over a dashed line.

**S.P. NAGARAJAN**  
**Ador Multiproducts Limited's Scrutinizer for Postal Ballot**  
**MEMBERSHIP NO. 10028**  
**CP.No.4738**

**Place: Bangalore**  
**Date: 09.07.2014**