



ADOR FONTECH LIMITED

CIN: L31909KA1974PLC020010

Regd. Office: Belview 7 Haudin Road Bengaluru 560 042
Telephone No. (080) 25596045/25596073 Fax No. (080) 25597085
Email: investorservice@adorfon.com; website: www.adorfon.com

POSTAL BALLOT NOTICE

The Members of Ador Fontech Limited

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment for the time being in force) and pursuant to other applicable laws and regulations, the following resolutions are appended for **(i) Increase in Authorised Share Capital and consequent amendment(s) to (a) the Memorandum of Association and (b) Articles of Association of the Company (ii) Issue of Bonus Shares (including capitalisation of profits), which are proposed to be passed through Postal ballot/Electronic voting (e-Voting).**

The explanatory statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolutions setting out material facts concerning each item and the reasons thereof are annexed hereto, along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company, at its meeting held on August 1, 2019 has appointed Mr. S Kannan, Practicing Company Secretary (FCS Membership No. 6261 and COP No. 13016) of M/s. S Kannan and Associates (Firm Registration No. S2017KR473100) having office at No. 13, Ground Floor, 1st Main Road, Venkateshwara Layout, Off BCC Layout, Attiguppe, Vijayanagar, Bengaluru 560 040 as the Scrutiniser(s) for conducting postal ballot and e-Voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-Voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed pre-paid self-addressed Business Reply Envelope. Postal Ballot Form, if returned, by courier or registered post or speed post will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutiniser not later than 17:00 hours IST on Monday, September 9, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-Voting as per the facilities arranged by the Company are requested to read the 'General information and instructions relating to e-Voting'. Reference to postal ballot(s) in this Postal Ballot Notice includes votes received electronically. The Scrutiniser will submit report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-Voting). The results shall be declared on Tuesday, September 10, 2019 at the Registered Office of the Company at Belview 7 Haudin Road Bengaluru 560 042 at 4 p.m. and communicated to the Stock Exchange, Depositories, Registrar and Share Transfer Agent. The result will also be displayed on the Company's website www.adorfon.com.

SPECIAL BUSINESS

Resolution 1: Increase in Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company

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

RESOLVED THAT pursuant to the provisions of Section 13, 61 read with Section 64 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, Regulations of the Securities and Exchange Board of India and the Articles of Association, approval of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.5,00,00,000 (Rupees five crores) divided in to 2,50,00,000 (Two crores and fifty lakhs) equity shares of Rs. 2 each to Rs.10,00,00,000 (Rupees ten crores) divided in to 5,00,00,000 (Five crores) equity shares of Rs. 2 each. Consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

"V. The Authorised share capital of the Company is Rs.10,00,00,000 (Rupees ten crores) divided in to 5,00,00,000 (Five crores) Equity Shares of Rs. 2 (Rupees two each)".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things (including delegation of activities and requirements to the officials of the Company), as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with matters incidental thereto.

Resolution 2: Increase in Authorised Share Capital and consequent amendment to the Articles of Association of the Company

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

RESOLVED THAT pursuant to the provision of Section 14 & other applicable provisions of the Companies Act, 2013 and Regulations of the Securities and Exchange Board of India, the Articles and Association of the Company be and are hereby altered by appending to Clause 1 under the caption Alteration of Capital the following:

"The Authorised share capital of the Company is Rs. 10,00,00,000 (Rupees ten crores) divided in to 5,00,00,000 (Five crores) Equity Shares of Rs. 2 (Rupees two each)".

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and deeds as may be necessary to give effect to the resolution.

Resolution 3: Issue of bonus shares by capitalisation of profits

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

RESOLVED THAT in terms of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013; Regulations of the Securities and Exchange Board of India a new sub-clause be appended to the capitalisation clause in the Articles of Association as follows:

"Capitalisation of profits may be facilitated for issue of fully paid bonus shares to the Members of the Company".

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and deeds as may be necessary to give effect to the resolution.

Resolution 4: Issue of Bonus Shares

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution

RESOLVED THAT pursuant to (i) the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereof (iii) Applicable provisions, regulations and guidelines issued by the Securities and Exchange Board of India including Listing Obligations and Disclosure Requirements, Regulations 2015 and amendments thereof (iv) Articles of Association of the Company and (v) Pursuant to the recommendation of the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors or Officer(s) of the Company duly authorised on their behalf) and subject to such approvals as may be required, approval of the Members be and is hereby accorded to the Board for capitalisation of such sums standing to the credit of the free reserves and/or the securities premium account of the Company as may be considered necessary by the Board, for the purpose of issue of bonus equity shares of Rs. 2 each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/list of beneficial owners as received from the National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and Integrated Registry Management Services Private Limited (R and T Agent) on such date as may be fixed in this regard by the Board, in the proportion of 1:1 {one bonus equity share for every one existing equity share held by the Member(s)}.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and that the certificate(s) in respect of bonus equity shares shall be completed and thereafter be dispatched to the allottees, except in respect of those allottees who hold shares in dematerialised form, within the period prescribed or that may be prescribed as per legal requirements, from time to time.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with fully-paid up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the issue and allotment of bonus equity shares to the extent they relate to Non-Resident-Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI), if applicable and as may be necessary.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorised to make suitable arrangements to deal with such fractions for the benefit of eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Member(s) and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting cost and expenses in respect thereof, be distributed among such Member(s) who are entitled to such fractions in proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT for the purpose of giving effect to the bonus issue of equity shares, the Board and other designated officers of the Company be and are hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things, as it may in its discretion deem necessary or desirable for such purpose and without limitation, filing of documents, appearance before competent authorities including SEBI (Securities and Exchange Board of India), BSE (Bombay Stock Exchange), ROC (Registrar of Companies) as the case may be, including amending/modifying the specifications for compliances and entering in to any depository arrangements with regard to the bonus issue, as it may in its absolute discretion deem fit.

**By Order of the Board
For ADOR FONTECH LIMITED**

**Bengaluru
August 1, 2019**

**Geetha D
Company Secretary**

NOTES:

1. The statement pursuant to Sections 102 and 110 of the Companies Act stating all material facts and the reasons for the proposals is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 2, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by the permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice will be available on the Company's website www.adorfon.com.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on August 2, 2019 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, votes cast through e-Voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to investorservice@adorfon.com. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on August 2, 2019. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided facility to its Members to exercise their votes electronically and vote on all the resolutions through e-Voting service facility being offered by National Securities Depository Limited (NSDL). The instructions for e-Voting forms part of this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed, in the enclosed pre-paid self-addressed Business Reply Envelope to the Scrutiniser, so that it reaches the Scrutiniser not later than the close of working hours (i.e., 17:00 hours IST) on September 9, 2019. Envelopes containing Postal Ballots, if sent by courier or registered post or speed post will also be accepted. Any Postal Ballot received after 17:00 hours IST on September 9, 2019 will be considered as invalid.
11. The Scrutiniser will submit his report to the Chairman after completion of scrutiny and the results of voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorised, on Tuesday, September 10, 2019 at the Registered Office at 4 p.m. and will also be displayed on the website of the Company www.adorfon.com besides being communicated to the Stock Exchange (BSE), Depositories and Registrar & Share Transfer Agent.
12. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, September 9, 2019 i.e., the last date specified for receipt of duly completed Postal Ballot Forms or e-Voting.
13. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot/e-Voting.
14. Any communication that is to be provided to the Members, post issue of the Notice to the Postal Ballot and prior allotment/credit of shares in to the account of the eligible Shareholders, will be communicated as per the requirements of applicable enactments, legislations or as per the requirement of authorities through corporate announcement channel of the stock exchange (BSE) portal, email and/or newspaper publication (Business Standard and Active Times-English and ee-Sanje- Kannada). Further, all such information will also be placed on the website of the Company (www.adorfon.com).

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

Item 1:

At present, the Authorised Share Capital of the Company is Rs.5,00,00,000 (Rupees five crores) divided in to 2,50,00,000 (Two crores and fifty lakhs) equity shares of Rs. 2 (Rupees two each). To facilitate the proposed bonus issue, it becomes essential to increase the Authorised Share Capital, which requisites consequential amendment to the existing Clause V of the Memorandum of Association of the Company.

The Board recommends resolution set out at item no. 1 for approval of the Members.

Nature of concern or interest, financial or otherwise, if any:

- (a) No Director of the Company is concerned or interested in the said resolution.
- (b) None of the Key Managerial Personnel (KMP) of the Company is concerned or interested in the resolution.
- (c) None of the relative(s) of the persons mentioned in sub-clauses (a) and (b) is concerned or interested in the resolution.

Item 2:

The proposed increase in the authorised share capital also requires amendment to the Articles of Association.

The Board recommends resolution set out at item no. 2 for approval of the Members.

Nature of concern or interest, financial or otherwise, if any:

- (a) No Director of the Company is concerned or interested in the said resolution.
- (b) None of the Key Managerial Personnel (KMP) of the Company is concerned or interested in the resolution.
- (c) None of the relative(s) of the persons mentioned in sub-clauses (a) and (b) is concerned or interested in the resolution.

Item 3:

This is a deeming provision to facilitate issue of fully paid bonus shares and in terms of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association of the Company.

The Board recommends resolution set out at item no. 3 for approval of the Members.

Nature of concern or interest, financial or otherwise, if any:

- (a) No Director of the Company is concerned or interested in the said resolution.
- (b) None of the Key Managerial Personnel (KMP) of the Company is concerned or interested in the resolution.
- (c) None of the relative(s) of the persons mentioned in sub-clauses (a) and (b) is concerned or interested in the resolution.

Item 4:

The Company started its business operations in the domain of Repairs and Maintenance segment 'Life enhancement of industrial components' on December 1, 1979. To commemorate the 40th year of its formation, the Board has recommended bonus shares in the ratio of 1:1 (one equity bonus share for one equity share held).

Further, it is also with a view to encourage participation of small investors by making equity shares of the Company affordable and to enhance the liquidity position of the scrip, that the Board has made the above recommendation.

The capitalisation of amount towards bonus will be from free reserves and/or the securities premium account on the terms and conditions set out in the resolution.

The Board recommends resolution set out at no.4 for approval of the Members.

Nature of concern or interest, financial or otherwise, if any:

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution 4 except to the extent of their shareholding, their close relatives and that of the shareholding of companies/institutions/trusts/other entities of which they are Directors or Members or Trustees or hold similar other positions.

Note: The Company has chosen Special Resolutions in respect of all items to facilitate better compliances.

**By Order of the Board
For ADOR FONTECH LIMITED**

**Bengaluru
August 1, 2019**

**Geetha D
Company Secretary**

DISCLOSURES

1. Equity share capital

Rs. in crores

Details	Existing	Proposed
Authorised Share Capital		
Number	2,50,00,000	5,00,00,000
Amount	5	10
Issued and Paid up Share Capital		
Number	1,75,00,000	3,50,00,000
Amount	3.5	7

2. Other equity (Reserves and Surplus)

Rs. in crores

Details	March 31, 2019	June 30, 2019
	Audited	Audited
Share premium	1.72	1.72
General reserve	69.89	69.89
Surplus	36.01	39.15
Other comprehensive income	1.03	1.26
Total	108.65	112.02

3. Shareholding pattern

SI no.	Category of Shareholder	As at 31.03.2019		As at 25.07.2019		
		Number of Shares	Percentage	Number of Shareholders	Number of Shares	Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)
(A)	Shareholding of Promoter and Promoter Group					
	Indian					
	Individuals/Hindu Undivided Family	19,08,841	10.91	13	19,32,959	11.05
	Bodies Corporate	46,06,598	26.32	1	46,06,598	26.32
	Total Shareholding of Promoter and Promoter Group (A)	65,15,439	37.23	14	65,39,557	37.37
(B)	Public shareholding					
	Alternate Investment Funds	4,35,368	2.49	1	4,35,368	2.49
	Foreign Portfolio Investors	8,85,516	5.06	2	8,85,516	5.06
	Foreign Institutional Investors					
	Non-Resident-Indians	1,88,834	1.08	207	1,97,325	1.13
	Bodies Corporate	3,42,720	1.96	101	3,25,712	1.86
	i. Individual Shareholders holding nominal share capital up to Rs. 2 lakhs	72,81,160	41.61	6,838	72,80,244	41.60
	ii. Individual Shareholders holding nominal share capital in excess of Rs. 2 lakhs	15,61,596	8.92	10	15,62,726	8.93
	Clearing Members	37,041	0.21	40	26,226	0.15
	IEPF	2,52,326	1.44	1	2,47,326	1.41
	Total Public Shareholding (B)	1,09,84,561	62.77	7,200	1,09,60,443	62.63
	GRAND TOTAL (A)+(B)	1,75,00,000	100.00	7,214	1,75,00,000	100.00

J B Advani and Company Private Limited

Address of the Registered/Corporate Office	'Ador House' 6 K Dubash Marg Fort Mumbai 400 001
CIN	U51900MH1925PTC004217
PAN	AAACJ1966D

Ultimate Beneficial Owners

The ultimate beneficial owners of J B Advani and Company Private Limited are the Directors/First named Members (i) Ms. Aruna B Advani (ii) Mr. A T Malkani (iii) Mr. Deep A Lalvani (iv) Mrs. N Malkani Nagpal and (v) Mr. Ravin A Mirchandani.

Shareholding of Promoter and Promoter group

Names	As at March 31, 2019		As at July 25, 2019		Percent Increase / (Decrease)
	No. of Shares	Percent	No. of Shares	Percent	
M/s. J B Advani & Company Pvt. Ltd.	46,06,598	26.32	46,06,598	26.32	-
Mr. Aditya Tarachand Malkani	5,31,468	3.04	5,31,468	3.04	-
Mr. Ajit T Mirchandani	73,730	0.42	73,730	0.42	-
Ms. Aruna B Advani	4,50,500	2.57	4,50,500	2.57	-
Mr. Deep Ashda Lalvani	22,061	0.13	22,576	0.13	-
Ms. Gulshan Gulu Malkani	3,53,000	2.02	3,53,000	2.02	-
Ms. Michelle Gulu Malkani	41,850	0.24	41,850	0.24	-
Ms. Ninotchka Malkani Nagpal	27,350	0.16	27,350	0.16	-
Ms. Rajbir Tarachand Malkani	2,06,818	1.18	2,22,310	1.27	0.09
Mr. Ravin A Mirchandani	5,955	0.03	5,955	0.03	-
Ms. Reshma A Lalvani	48,500	0.28	48,500	0.28	-
Ms. Shirin Aditya Malkani	54,584	0.31	54,584	0.31	-
Ms. Tania A Mirchandani	84,775	0.48	84,775	0.48	-
Ms. Vimla A Lalvani	8,250	0.05	16,361	0.10	0.05

Details of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Names	As at March 31, 2019		As at July 25, 2019	
	No. of Shares	Percent	No. of Shares	Percent
M/s. Malabar India Fund Limited	8,50,000	4.86	8,50,000	4.86
M/s. Malabar Value Fund	4,35,368	2.49	4,35,368	2.49
Mr. Anil Kumar Goel	2,65,607	1.52	2,65,607	1.52
Investor Education and Protection Fund	2,52,326	1.44	2,47,326	1.41
Mr. S Shyam	3,04,476	1.74	2,15,732	1.23
Ms. Sarla Chandna	1,75,370	1.00	1,77,500	1.01
Mr. Megh Ishwer Manseta	1,65,000	0.94	1,65,000	0.94
Mr. Madhu Bala Sood	1,52,893	0.87	1,52,893	0.87
Ms. Rajni Bahl	1,45,000	0.83	1,45,000	0.83
Mr. Kiyomi Anant Talaulicar	1,14,371	0.65	1,14,371	0.65

Details of shareholding of Directors as at July 25, 2019

Names	DIN	No. of Shares	Percent
Mr. A T Malkani	01585637	5,31,468	3.04
Mrs. N Malkani Nagpal	00031985	27,350	0.16
Mr. H P Ledwani	00040629	59,116	0.34
Mr. N S Marshall	00085754	3,099	0.02
Mr. Santosh Janakiram	06801226	–	–
Mr. Rafique Abdul Malik	00521563	–	–

Notes: (i) Percentage of shares are based on the total paid-up share capital of the Company which is 1,75,00,000 in number and each share is of the nominal value of Rs.2 each. (ii) Details of shareholding provided are as on July 25, 2019 and updates on the same will be made available on the website of the Company 'www.adorfon.com'. (iii) Other than J B Advani and Company Private Limited, none of the other Associate Companies (Ador Welding Limited, Ador Welding Academy Limited, Ador Powertron Limited, Ador Multiproducts Limited and Ador Green Energy Private Limited) hold any equity share in the Company. (iv) Mr. A T Malkani and Mrs. N Malkani Nagpal belong to the Promoter Group and hold Directorship in Ador Fontech Limited.

4. Details of share price (historical)

ADOR FONTECH LIMITED				
Month	Open	High	Low	Close
Apr-18	108	125	107	112
May-18	114	116	99	104
Jun-18	106	108	98	100
Jul-18	102	115	95	113
Aug-18	113	135	111	132
Sep-18	132	134	111	113
Oct-18	117	126	104	122
Nov-18	123	130	112	116
Dec-18	120	122	111	117
Jan-19	119	121	106	108
Feb-19	109	110	98	99
Mar-19	98	113	98	102
Apr-19	105	122	101	103
May-19	106	110	101	106
Jun-19	108	112	102	103
July-19	103	106	99	101

Notes: For updates please log on to the website of BSE – www.bseindia.com – scrip code: 530431.

5. The identity of the proposed allottees and the percentage of post bonus issue capital that may be held by them and change in control, if any, of the issuer consequent to the bonus allotment: The bonus issue is to the entire group of Shareholders. The percentage of shareholding to the total share capital of the Company both pre and post is likely to remain the same.

6. Capitalisation of profits, subject to approval(s) shall be as under:**Rs. in crores**

Details	Pre utilisation	Utilisation	Post utilisation
Securities premium account	1.72	1.72	Nil
General reserve	69.89	1.78	68.11
Surplus	39.15	Nil	39.15

7. **Exact record date for allotment and credit of equity shares will be notified to the BSE and details will be placed on the Company's website.**

8. **The time within which the bonus issue shall be completed:** Within two months from the date of recommendation being made by the Board ie., by September 30, 2019.

9. Extract of the Articles of Association

Capitalisation of profits

- (a) The company in general meeting may upon the recommendation of the Board resolve:
- That it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and
 - That such sum shall accordingly be set free for distribution in the manner specified in clause (b) amongst the Members who would have been entitled thereto, if distributed by way of dividend in the same proportions.
- (b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (c) either in or towards:
- Paying up any amounts for the time being unpaid on any shares held by such Members respectively.
 - Paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid.
 - Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
 - Securities premium account and Capital redemption reserve account may, for the purposes of this Regulation, be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid Bonus shares.
 - The Board shall give effect to the resolution passed by the Company in pursuance of this Regulation.
- (c) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- Make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments & issues of fully paid shares, if any and
 - To authorise any person to enter, on behalf of all the Members entitled thereto, in to an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.
- (d) Any agreement made under such authority shall be effective and binding on such Members.

Note: Subject to the approval of Members the following clause will be appended:

"Capitalisation of profits may be facilitated for issue of fully paid bonus shares to the Members of the Company".

10. In terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: (a) The Company has not defaulted in the payment of interest or principal in respect of fixed deposits or debt securities. (b) Not defaulted in the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. (c) The Company has no partly paid up shares. (d) None of the Promoter(s) or Director(s) are in the list of fugitive economic offenders.

11. Contact persons:

- (a) Secretarial Department: Mr. Gagandeep Singh, Compliance Officer Ador Fontech Limited Belview 7 Haudin Road Bengaluru 560 042 Ph: (080) 25596045/25596073 email: gagans@adorfon.com
- (b) Registrar and Share Transfer Agent: Mr. Harish, Integrated Registry Management Services Private Limited No. 30 Ramana Residency 4th Cross, Sampige Road, Malleswaram, Bengaluru 560 003 Ph: (080) 23460816/23460817 email: irg@integratedindia.in

12. General information:

Annual Reports, Details on the financial statements, Audit reports, Shareholding pattern of both Ador Fontech Limited and J B Advani and Company Private Limited, Corporate governance, Forms MGT-9, MGT-7 and extract of MBP-1, besides filings made to the Stock Exchange etc. are made available on the website of the Company 'www.adorfon.com'.

13. Updates:

Upload of the Notice to the Postal ballot and updates thereon, Resolutions, Scrutiniser's Report, Record date will be available/published on the Company's website 'www.adorfon.com'.

14. Enclosures

- Postal Ballot Form
- Business Reply Envelope

**By Order of the Board
For ADOR FONTECH LIMITED**

**Bengaluru
August 1, 2019**

**Geetha D
Company Secretary**



ADOR FONTECH LIMITED

Regd. Office: Belview 7 Haudin Road Bengaluru 560 042

Phone Nos. (080) 25596045/25596073 / Fax No. (080) 25597085 website: www.adorfon.com

POSTAL BALLOT FORM

Sl. No.

Please read the instructions printed overleaf carefully before completing this form

1. Name(s) of the Shareholder(s) (in block letters)
(including joint-holders, if any)
2. Registered address of the Sole/First named Shareholder
3. Registered Folio Number /
DP ID and Client ID No.
4. Number of Shares held
5. I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our 'assent' or 'dissent' to the said resolution(s) by placing **tick (✓) / (X) mark** at the appropriate box below:

Sl No.	Description	Number of Equity Shares	I/We Assent to the Resolution (✓)	I/We Dissent to the Resolution (X)
1.	Alteration to the Memorandum of Association of the Company			
2.	Alteration to the Articles of Association of the Company			
3.	Issue of Bonus Shares by capitalisation of profits			
4.	Issue of Bonus Shares in the ratio of 1:1 (one bonus equity share for one equity share held)			

Electronic Voting Particulars

EVEN (e-Voting Number)	USER ID	PASSWORD

e-Voting

Commencement of e-Voting	End of e-Voting
Sunday, August 11, 2019 (9:00 hours)	Monday, September 9, 2019 (17:00 hours)

Place:

Date:

(Signature of the Member)

INSTRUCTIONS

1. **A Member entitled to vote and desiring to exercise his/her/its vote by postal ballot may complete the postal ballot and send it to the Scrutiniser appointed by the Board of Directors of the Company in the enclosed self-addressed envelope and the postage for the same to be paid by the addressee ('the Company'). However, the envelope containing Postal Ballot Form, if sent by courier at the expense of the Member will also be accepted.**
2. Postal Ballot Form should be completed and signed by the Members, as per specimen registered with the Company and in case of joint holding, the form should be completed and signed by the first named Member failing which by the next Member and failing which by the next named Member.
3. In case of Shares held by the Companies, Trusts and Societies etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board/Committee resolution giving requisite authority to the person whose specimen signature has already been registered with the Company to vote on the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
5. The right of voting by Postal Ballot shall not be exercised by Proxy.
6. **Incomplete, unsigned, mutilated, torn or voted both for and against the postal ballot shall be rejected.**
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Member, reckoned on the paid up value of shares as on the cut-off date-August 2, 2019.
8. A Member need not use all his/her votes nor he/she needs to cast his/her votes in the same way.
9. Members who have received the Postal Ballot Form by email and who wish to vote through physical Postal Ballot may download the form attached to the email or from the weblink www.adorfon.com.
10. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of working hours **(17:00 hrs.) on Monday, September 9, 2019**. Postal Ballot Form received after this date will be treated as if reply from the Members has not been received.
11. Votes of Members from whom no Postal Ballot Form are received or are received after the aforesaid stipulated period will not be accepted or taken in to account and counted for the purpose of passing the Special Resolution(s).
12. Members are requested not to send any other paper along with the Postal Ballot Form in the prepaid self-addressed envelope, as such envelope will be sent to the Scrutiniser. Any extraneous paper found in such envelope shall be destroyed by the Scrutiniser.
13. Duly completed Postal Ballot Form to be sent to: The Scrutiniser, Integrated Registry Management Services Private Limited, Unit: Ador Fontech Limited 30 Ramana Residency 4th Cross Sampige Road Malleswaram Bengaluru 560 003.

General Note to the Members -1:

- 1, Members may kindly support in the 'Green Initiative' by registering their emails ids with the Company/Depository for receipt of Notices and other documents through electronic mode.
2. Request to check for unclaimed dividends/shares and prefer eligible claim(s) at the earliest. Kindly note: Unclaimed dividend and shares after an elapse of seven year period would get transferred to the IEPF (Investor Education and Protection Fund).
3. Members are requested to dematerialise their shares held in physical form.
4. To register, verify and update bank mandates and email ids from time to time.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide its Members facility to exercise their right to vote in respect of the Postal Ballot pertaining to Increase in the Authorised Share Capital and Issue of Bonus Shares by electronic means and business to be transacted through e-Voting services provided by the National Securities Depository Limited (NSDL).

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

STEP 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com>

STEP 2 : Cast your vote electronically on NSDL e-Voting system

Details on Step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on Personal Computer or on Mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under the 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID and Password.

A verification code will be displayed on the screen. Kindly validate.

Alternatively, if you are registered for NSDL eServices i.e. IDEAS, you can log-in at:<https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eServices after using your log-in-credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example; if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example; if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example; if 'folio' number is 001*** and 'even' is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or Folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request to evoting@nsdl.co.in by mentioning your Demat account number/Folio number, PAN, Name and Registered address.
- d) Members can also use the OTP (One Time Password) based login for casting their votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to the 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

Details on Step 2 are given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
3. Select 'EVEN' of the company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also the 'Confirm' when prompted.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to cs.skannan@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' Or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in

General Note to the Members - 2 :

Declaration by Significant Beneficial Owner(s)

This has reference to Section 89 and Section 90 of the Companies Act 2013 read with Significant Beneficial Owners Rules.

Extract of the Rules are as under:

'Significant beneficial owner' is an individual, acting alone or together with others, possesses one or more of the following rights or entitlements in the Relevant Company:

- i. holds indirectly, or together with any direct holdings, not less than 10% of the shares.
- ii. holds indirectly, or together with any direct holdings, not less than 10% of the voting rights in the shares.
- iii. has the right to receive or participate in not less than 10% of the total distributable dividend, or any other distribution, in a financial year through indirect holdings alone, or together with any direct holdings.
- iv. has the right to exercise, or actually exercises, significant influence or control, in any manner other than through direct holdings alone. (Copy of the agreement to be provided).

Applicable Significant beneficial owner(s) are required to file Form BEN-1 with the Company.

Kindly also note: Any individual, who subsequently becomes a significant beneficial owner in the Relevant Company or whose significant beneficial ownership undergoes any change, is also required to file a declaration with the Relevant Company in Form BEN-1 within 30 days of such acquisition or change.

BEN-1 form (both pdf and same converted to word file for easy update) have been uploaded on the website of the company-'www.adorfon.com'.