



HINDUSTAN ADHESIVES LIMITED

CIN: L74899DL1988PLC031191

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

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of Hindustan Adhesives Limited will be held on Friday, the 12th September, 2014 at 10.00 A.M at Ashok Avenue, Main Chattarpur Road, Asola Fatehpur Beri, New Delhi- 110074 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2014 and the Profit & Loss Account for the year ended on that date together with Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Urmila Goenka (DIN 01165727), who retire by rotation and being eligible offers himself for re- appointment.
3. 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.
4. Appointment of Auditors.

To Consider and if thought fit pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provision, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s Salarpuria & Partners, Chartered Accountants (firm Registration No 302113E), be and is hereby re-appointed as auditors of the Company to hold office from conclusion of this Annual General Meeting (AGM) till conclusion of the Twenty Ninth AGM of the Company to be held in the year 2017(subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out- of pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following Resolution, with or without modification, 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 pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Amit Kumar (DIN: 06902856), 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. Amit Kumar as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the thirty first Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Kailash Chandra Gupta (DIN 01649210), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 12, 2014 up to September 11, 2019."

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Pawankumar Geetaram Sharma (DIN 01660557), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 12, 2014 up to September 11, 2019."

8. To consider and, if thought fit, to pass the following Resolution, with or without modification, as Special Resolution:

“RESOLVED THAT in supersession of the Ordinary Resolution No. 6 passed at the Annual General Meeting of the Company held on 13th November, 1998, and pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance companies, other lending/investing agencies or bodies / trustees for holders of debentures/bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance companies, other lending / investing agencies, or any other person(s)/bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as “Lenders”) to secure rupee/foreign currency loans, debentures/bonds and/or such other borrowings (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of 100 crores (Rupees one Hundreds crores only).

“RESOLVED FURTHER THAT Mr. Madhusudan Lalitkumar Bagla, Managing Director be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members, to give effect to the above Resolution.”

9. To consider and, if thought fit, to pass the following Resolution, with or without modification, as Special Resolution:

“RESOLVED THAT in supersession of the Ordinary Resolution approved at the Annual General Meeting held on 29th September, 2001 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of **Rs. 100 crore**.

“RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of the Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the approval of the Company be and is hereby accorded to the re-appointment of Mr. Suresh Shridhar Ajila (holding DIN 03203748) as a Wholtime Director of the Company for a period of three years effective from 30th September, 2014, on the terms and conditions of re-appointment and remuneration as contained in the Letter of Re-appointment, a copy whereof initialled by the Chairman for the purpose of identification is placed before the Meeting.”

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

“RESOLVED THAT pursuant to the provisions of the Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the approval of the Company be and is hereby accorded to the re-appointment of Mrs. Urmila Goenka (holding DIN 01165727) as a Wholtime Director of the Company for a period of three years effective from 30th September, 2014, on the terms and conditions of re-appointment and remuneration as contained in the Letter of Re-appointment, a copy whereof initialled by the Chairman for the purpose of identification is placed before the Meeting.”

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

“RESOLVED THAT in partial modification of Resolution No.5 passed at the Annual General Meeting of the Company held on 30th September 2013 for the appointment and terms of remuneration of Mr. Madhusudan Lalit Kumar Bagla, Managing Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the Company be and is hereby accorded to the **revision in the terms of remuneration** of Mr. Madhusudan Lalit Kumar Bagla as the Managing Director of the Company, by way of change in the maximum amount of basic salary payable to Mr. Madhusudan Lalit Kumar Bagla (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, with effect from 1st August 2014 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

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

NOTES

- a) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto in respect of the business under Item Nos. 5 to 12 of the Notice, is annexed hereto.
- b) The relevant details as required under clause 49 of the listing Agreement entered into with the stock exchanges, of persons seeking appointment/reappointment as Directors under Item 2, 3 and Item 5 to 7 of the Notice, are also annexed.
- c) 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. A proxy need not be 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 a proxy for any other person or shareholder.
- d) 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.
- 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) The Register of Members and Transfer Books of the Company will be closed from Monday, 05.09.2014 to Friday, 12.09.2014, both days inclusive
- h) Relevant documents referred to in the Notice and Explanatory Statement 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.
- i) Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
- j) 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.
- k) 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.

- l) The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members who have not yet registered their e-mail address are requested to support this green initiative by registering their e-mail addresses with Link Intime India Private Limited in case the shares are held in physical form and with the Depository Participant in case the shares are held in demat form.
- m) Voting through electronic means:
- In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on August 08, 2014 being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL). The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on Friday, August 08, 2014. The instructions for e-voting are as under

INSTRUCTION FOR E-VOTING

In case of members receiving e-mail:

- (i) Open Your web browser during the voting period and Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" to cast your vote(s).
- (iii) Now, select the "**Hindustan Adhesives Limited**" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID).
Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the captcha code as displayed and click on login.
- (v) 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.
- (vi) For Shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of Demat account the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar and Folio number 1 then enter RA00000001 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company's records for the said demat account in dd/mm/yyyy format or folio.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company's records for the said demat account or folio.</p> <p>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.</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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

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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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Hindustan Adhesives Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If an electronic account holder has forgotten the set password, then he has a 'Forgot password' option to reset the password.
- (xvii) Note for Institutional Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a compliance user 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Saturday, September 6, 2014 (9:00 a.m. IST) and ends on Monday, September 8, 2014 (6:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on, August 08, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- (i) The e-voting period commences on Saturday, 6th September 2014 (9.00 a.m. IST) and ends on Monday, 8th September 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on **August 8, 2014**, 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 **August 8, 2014**.
- (iii) **Mr. Puneet Kumar Pandey**, Practicing Company Secretary (Membership No. A29848), 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, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.



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Bagla Group

- (v) The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the Twenty Sixth AGM of the Company on 12th September 2014 and communicated to BSE Limited and Delhi stock Exchange Limited & Calcutta Stock Exchange where the shares of the Company are listed.

By Order of the Board
HINDUSTAN ADHESIVES LIMITED

New Delhi, August, 13 2014
CIN : L74899DL1988PLC031191

(Lalit Kumar Bagla)
Chairman

Registered Office:

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

EXPLANATORY STATEMENT

Pursuant to section 102 of the Companies Act, 2013

As Required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 12 of the accompanying Notice.

Item No. 5

Mr. Amit Kumar was appointed as an additional director on the Board of the Company with effect from 12th July, 2014 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. Amit Kumar as a Director of the Company.

Mr. Amit Kumar 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. Amit Kumar that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Amit Kumar fulfils the conditions for his appointment as an Independent Director as specified in the Act, the Rules made thereunder and the Listing Agreement. Mr. Amit Kumar is independent of the management.

A copy of the draft letter of appointment of Mr. Amit Kumar 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. Amit Kumar 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 nos.: 6 to 7

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Kailash Chandra Gupta and Mr. Pawankumar Geetaram Sharma as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

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The Nominations Committee has recommended the appointment of these directors as Independent Directors from September 12, 2014 up to September 11, 2019.

Mr. Kailash Chandra Gupta and Mr. Pawankumar Geetaram Sharma non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, (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 and key Managerial Personnel of the Company nor their relatives are concerned or interested, in the resolutions at item Nos. 6 and 7 of the accompanying Notice.

The resolution as set out in Item no. 6 to 7 of this Notice is accordingly commended for your approval.

Item No. 8 & 9

The members of the Company had at its General Meeting, passed an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, granting their consent for availing borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time should **not exceed 40 crores over** and above the paid up share capital and free reserves of the Company prevailing from time to time.

To facilitate future business expansion, your Company would be requiring further infusion of funds, either in the form of equity or debt from financial institution, Bank or other. It is thereof, proposed to enhance the borrowing **limits to Rs. 100 Crore by** seeking appropriate approval from the member of the Company.

Section 180(1)(c) of the Companies Act, 2013 ('Act'), provides for the consent to be sought from members by way of a Special Resolution. Hence the resolution at item no. 9 of the accompanying Notice, which your Board recommends for your approval.

In order to secure the borrowings / financial assistance referred to in the resolution at item no. 9 of the accompanying Notice, the Company may be required to create security by way of mortgage/charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company. As per section 180(1)(a) of the Act, consent of the Company by Special Resolution is required to be obtained by the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company. Since mortgaging or charging the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be disposal of the Company's undertaking within the meaning of section 180(1)(a) of the Act, it is proposed to seek approval of the shareholders for creating such mortgages and/or charges on the assets and properties of the Company, both present and future. Hence the resolution at item no. 8 of the accompanying Notice, which your Board recommends for your approval.

None of the Directors and Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in the resolutions at Item Nos. 8 and 9 of the accompanying Notice.

The resolution as set out in Item no. 8 to 9 of this Notice is accordingly commended for your approval.

Item No. 10

Mr. Suresh Shridhar Ajila was appointed as a Whole Time Director of the Company w.e.f. 01.10.2011. and was confirmed by the Shareholders at the Meeting held on 29th September 2012. In terms of the appointment Mr. Suresh Shridhar Ajila was appointed for a period of 3 years w.e.f 01.10.2011. As such his tenure as a Whole time director would come to an end on 30.09.14.

Keeping in view his contribution in the growth of the Company and his leadership qualities supported by experience, the Board of Director in their meeting held August 13, 2014 has 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, 2014 on the following remuneration, as approved by the Remuneration Committee

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Basic Salary- 35000/- per month

He will be entitled to following Perquisite:

HRA - Rs. 7500/- per month.

Education Allowance - Rs. 5000/- per month.

Transport Allowance - Rs.2500/-per month.

Leave Travel Concession: As per rule of the Company.

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

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

Contribution to Provident Fund: As per Company rules.

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

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

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

Bonus: As per rule of the Company

The Board considers that, his re-appointment is in the interest of the Company and commends the Resolution for your approval as Special Resolution.

None of the Directors except Mr. Suresh Shridhar Ajila, key managerial personnel or their relatives is interested or concerned in this resolution.

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

I. General Information:

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

II. Information about the appointee:

- (i) **Background details:** He has been working with the Company for almost 22 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) **Past remuneration drawn:** Rs.35000/- pm
- (iii) **Recognition and Awards/Achievements:** NIL
- (iv) **Job profile and suitability:** Marketing
- (v) **Remuneration proposed:** Same as Past Remuneration
- (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 remuneration offered to Mr. Suresh Shridhar Ajila as a Whole Time Director of the Company is commensurate with remuneration offered by other Companies in the similar industry and size of the Company.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any/ No Relationship with the Company: None

III. Other Information

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

HINDUSTAN ADHESIVES LIMITED**Item No. 11**

Mrs. Urmila goenka was appointed as a Whole Time Director of the Company w.e.f 01.10.2011 and was confirmed by the Shareholders at the Meeting held on 29th September, 2012. In terms of the appointment Mrs. Urmila goenka was appointed for a period of 3 years w.e.f 01.10.2011. As such his tenure as a Whole time director would come to an end on 30.09.2014.

Keeping in view his contribution in the growth of the Company and his leadership qualities supported by experience, the Board of Director in their meeting held August 13, 2014 has 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, 2014 on the following remuneration, as approved by the Remuneration Committee.

Basic Salary- 20000/- per month

Perquisite: N. A

The Board considers that, his re-appointment is in the interest of the Company and commends the Resolution for your approval as Special Resolution.

None of the Directors except Mrs. Urmila goenka, key managerial personnel or their relatives is interested or concerned in this resolution.

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

I. General Information:

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

II. Information about the appointee:

- (i) **Background details:** 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) **Past remuneration drawn:** 20000/- pm
- (iii) **Recognition and Awards/Achievements:** None
- (iv) **Job profile and suitability:** Marketing
- (v) **Remuneration proposed:** Same as Past Remuneration
- (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 remuneration offered to Mrs. Urmila Goenka as a Whole Time Director of the Company is commensurate with remuneration offered by other Companies in the similar industry and size of the Company.
- (vii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any/ No Relationship with the Company:** None

III. Other Information

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

Item No. 12

The Board of Directors at its meeting held on 13th August, 2014 have, pursuant to the recommendation of Remuneration Committee approved revision of remuneration of Mr. Madhusudan Lalit Kumar Bagla. The salary and perquisites for the rest of his tenure are mentioned hereinbelow

- 1 Salary will be Rs.3 25,000/- per month.
- 2 He will be entitled to following perquisites subject to a maximum of Rs.30, 00,000/- per annum.

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- 3 **Medical Reimbursement:** Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.
- 4 **Leave Travel Concession:** As per rule of the Company.
- 5 **Club Fees:** Fees of club subject to maximum of two clubs. This will not include admission and life-membership fees.
- 6 **Personal Accident Insurance:** Premium not to exceed Rs.4000/per month.
- 7 **Contribution to Provident Fund:** As per Company rules.
- 8 **Gratuity:** As per Company rules subject to maximum of half months salary for each completed year of service.
- 9 **Encashment of leaves-** As per rules of the Company at the end of tenure.

The Managing Director shall be entitled to have reimbursement of car expenses. Further, that the company will arrange to deposit the Margin Money, if required to obtain finance for the vehicle for the use of Managing Director.

The Margin Money as aforesaid shall be adjusted / recovered from the director after the full and final settlement of the vehicle loan taken by the director.

The Board considers that, his re-appointment is in the interest of the Company and commends the Resolution for your approval as Special Resolution.

Mr. Madhusudan Lalit Kumar Bagla & Mr. Lalit Kumar Bagla being relative of Mr. Madhusudan Lalit Kumar Bagla key managerial personnel are interested or concerned in this resolution.

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 many new and existing multinational companies setting up facilities in India.
- (ii) **Date of Commencement of Activity:** 08th June 1988

II. Information about the appointee:

- (i) **Background details:** He has been an industrialist since the beginning of his business career having associated with a manufacturing concern namely Hindustan Foils Limited from the age of 18 Years for the Conversion of hot rolled stainless steel coils to cold rolled stainless steel way back in 1981-82. Had also been the main promoter to set up the Company Hindustan Adhesives Limited under the guidance of his father during the years 1988-89 and has since then been managing the day to day affairs of the Company with the assistance of the Board of Directors and executives of the Company. From conception of the Company and after he first few years of success was involved in the expansion and Public Listing of the Company at a Premium in the year 1994. Has gained rich experience in the business after seeing good times, bad times and eventually turning around the company again and bringing it to a position of strength for the future with a worldwide market for its products by personally being responsible for creation of the export market and being awarded the Highest Exporter in its product category by the PLEXCONCIL, a Government body for the Plastics Industry.
- (ii) **Past remuneration drawn:** 250000/- pm
- (iii) **Recognition and Awards/Achievements:** Awarded for the highest exporter its product category by the PLEXCONCIL, a Government body for the Plastics Industry.
- (iv) **Job profile and suitability:** Marketing
- (v) **Remuneration proposed:** 3.25 Lacs p.m
- (vi) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**
The proposed Remuneration of Mr. Madhusudan Lalit Kumar Bagla, who is a thorough Professional, possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.
- (vii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any/ No Relationship with the Company:** None