

ADHIRAJ DISTRIBUTORS LIMITED

CIN: U52190WB2011PLC158320

Regd Office: Central Plaza, 41 B B Ganguly Street,
2nd Floor, Room No. 13B, Kolkata 700 012

Phone No. 033-2211 0040, E-mail: info@adhirajdistributors.com

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of Adhiraj Distributors Limited will be held on Monday, 21st September, 2015 at 11:00 a.m. at Central Plaza, 41 B B Ganguly Street, 2nd Floor, Room No. 13B, Kolkata 700 012, West Bengal, 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 31st March, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sandip Kumar Agarwal (Director Identification No. 05166153) who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. A Agarwal & Associates, Chartered Accountants (Firm Registration No. 326873E), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax and out of pocket expenses at actuals as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Priti Singh (Director Identification No. 05331327) who was appointed by the Board of Directors as an Additional (Woman) Director of the Company with effect from 26th March, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

5. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Rohit Garodia (Director Identification No. 06976161) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 17th September 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as Independent Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

6. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Mahesh Kumar (Director Identification No. 06975163) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 17th September 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as Independent Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

By Order of the Board of Directors

Rachana Kumari
Company Secretary

Date: May 30th, 2015

Registered Office:

Central Plaza

41 B B Ganguly Street

Room No. 13B, 2nd Floor

Kolkata 700 012 West Bengal

Ph: 033 2211 0040

Email: info@adhirajdistributors.com

Website: www.adhirajdistributors.com

CIN - U52190WB2011PLC158320

NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect to special business listed in Item Nos. 4 to 6 of the Notice and the relevant details as required under Clause 42 of the ITP Listing Agreement, of person seeking appointment/ re-appointment as Director under Item No. 2 of the Notice, is annexed hereto.
2. **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 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 (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

Members are requested to note that a person can act as proxy on behalf of not exceeding fifty (50) Members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent (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.

3. E-Voting

For the convenience of members and for proper conduct of the meeting, ***entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.***

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting

4. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
5. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 15, 2015 to September 21, 2015** (both days inclusive) for the purpose of Annual General Meeting.
7. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice.
8. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
9. The Notice of the AGM along with the Annual Report for 2014-15 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.adhirajdistributors.com for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address.
10. **As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). 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 / RTA.**
11. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their

right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **18th September, 2015 (9:00 am)** and ends on **20th September, 2015 (5:00 pm)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **14th September, 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Adhiraj Distributors Limited”.**
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen

signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ruptagupta007@gmail.com with a copy marked to evoting@nsdl.co.in & info@adhirajdistributors.com.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14th September 2015.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII.** Ms. Rupa Gupta , Practicing Company Secretary, (ACS No. 29332 and CP No. 11691) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the

Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.adhirajdistributors.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 12. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.**

Regd. Office:
Central Plaza
41 B B Ganguly Street
2nd Floor Room No. 13B
Kolkata-700 012
Dated : May 30,2015

By order of the Board of Directors

(Rachana Kumari)
Company Secretary

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Item Nos. 2

Name of the Director	Sandip Kumar Agarwal
Director Identification Number	05166153
Date of Birth	14.08.1974
Date of appointment	07.10.2013
Qualification	Bachelor's Degree in Commerce
Expertise in specific functional areas	He has sound financial and commercial knowledge and experience of more than 5 years of related field.
Directorship held in other companies	3
Memberships / Chairmanship of committees of other Companies	Nil
Number of shares held in the Company	Nil

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board appointed Ms. Priti Singh, as Additional Director of the Company with effect from 26th March, 2015.

As per the provision of Section 161 of the Companies Act, 2013, she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, along with the requisite deposit.

The Company has received from Ms. Priti Singh consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013.

The Board recommends the Resolution at Item No. 4 for approval by the Members.

None of the Directors except Ms. Priti Singh and Key Managerial personnel or their relatives is interested in the above resolution.

Item No. 5

The Board appointed Mr. Rohit Garodia, as Additional Director of the Company with effect from 17th September, 2014.

As per the provision of Section 161 of the Companies Act, 2013, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing the candidature for the office of Director of the Company, along with the requisite deposit.

The Company has received from Mr. Rohit Garodia consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The Board recommends the Resolution at Item No. 5 for approval by the Members.

None of the Directors except Mr. Rohit Garodia and Key Managerial personnel or their relatives is interested in the above resolution.

Item No. 6

The Board appointed Mr. Mahesh Kumar, as Additional Director of the Company with effect from 17th September, 2014.

As per the provision of Section 161 of the Companies Act, 2013, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing the candidature for the office of Director of the Company, along with the requisite deposit.

The Company has received from Mr. Mahesh Kumar consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The Board recommends the Resolution at Item No. 6 for approval by the Members.

None of the Directors except Mr. Mahesh Kumar and Key Managerial personnel or their relatives is interested in the above resolution.

By Order of the Board of Directors

Rachana Kumari
Company Secretary
Date: May 30th, 2015

ADHIRAJ DISTRIBUTORS LIMITED

CIN: U52190WB2011PLC158320

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2nd Floor, Room No. 13B, Kolkata 700 012

Phone No. 033-2211 0040, E-mail: info@adhirajdistributors.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.: _____

DP-ID No.: _____

Client-ID No. _____

Name of Member(s): _____

Name of the Proxy holder: _____

Registered Address: _____

Number of Shares Held: _____

I hereby record my presence of the **5th ANNUAL GENERAL MEETING** of the Company held on Monday the **21st day of September, 2015** at **11 a.m.** at "Central Plaza, 41 B B Ganguly Street, 2nd Floor, Room No. 13B, Kolkata 700 012.

Signature of the Member/ Representative/ Proxy Holder*

* Strike out whichever is not applicable

ADHIRAJ DISTRIBUTORS LIMITED

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Phone No. 033-2211 0040, E-mail: info@adhirajdistributors.com

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)

FORM OF PROXY

Folio No.: _____

DPID No.: _____

Client ID No.: _____

Name of the Member(s): _____ Email Id: _____

Registered Address: _____

I/We, being a member / members of ADHIRAJ DISTRIBUTORS LIMITED hereby appoint:

1. Name: _____

E-mail Id _____

Address: _____ or failing him/her

2. Name: _____ E-mail Id _____

Address: _____ or failing him/her

3. Name: _____ E-mail Id _____

Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the **5th ANNUAL GENERAL MEETING** of the Company held on Monday the **21st day of September, 2015** and at any adjournment thereof in respect of the following resolutions:

1. Adoption of Balance Sheet, Statement of Profit & Loss, Report of Auditors and Board of Directors for the year ended 31st March, 2015.
2. Re-Appointment of Mr. Sandip Kumar Agarwal as Director who is retiring by rotation.
3. Ratification of appointment of Auditors.
4. Appointment of Ms. Priti Singh as Woman Director.
5. Appointment of Mr. Rohit Garodia as Independent Director.
6. Appointment of Mr. Mahesh Kumar as Independent Director.

Signed this _____ day of _____ 2015. Signature of Member _____

Revenue
Stamp

Signature of Proxy holder(s): 1. _____ 2. _____ 3. _____

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office of the Company Central Plaza, 41 B B Ganguly Street, 2nd Floor, Room No. 13B, Kolkata 700 012 not later than 48 hours before the time for holding the meeting.

ADHIRAJ DISTRIBUTORS LIMITED

CIN: U52190WB2011PLC158320

Regd Office: Central Plaza, 41 B B Ganguly Street, 2nd Floor, Room No. 13B, Kolkata 700 012

Phone No. 033-2211 0040, E-mail: info@adhirajdistributors.com

**ANNEXURE TO THE NOTICE FOR THE 5TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON
21ST DAY OF SEPTEMBER, 2015**

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday, 21st day of September, 2015 at 11 a.m. at 'Central Plaza, 41 B B Ganguly Street, 2nd Floor, Room No. 13B, Kolkata 700 012 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER – ID	PASSWORD
103038		

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
18 th September, 2015 at 9:00 A.M. (IST)	20 th September, 2015 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

By Order of the Board
For Adhiraj Distributors Ltd.

Rachana Kumari
Company Secretary

Encl: AGM Notice/ Attendance Slip / Proxy Form