



# ADHIRAJ DISTRIBUTORS LIMITED

CIN: L52190WB2011PLC158320

Regd Office: 76B, Mahanirban Road, Kolkata-700029

Phone No. 033-2211 0040 E-mail: [info@adhirajdistributors.com](mailto:info@adhirajdistributors.com), Website: [www.adhirajdistributors.com](http://www.adhirajdistributors.com)

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## NOTICE

**NOTICE** is hereby given that the Eighth Annual General Meeting of the Members of Adhiraj Distributors Limited will be held on Friday, 28<sup>th</sup> September, 2018 at 11:00 a.m. at 76B Mahanirban Road, Lansdowne, Kolkata- 700029 West Bengal, to transact the following business:

## **ORDINARY BUSINESS**

1. To receive, consider and adopt the financial statements, namely (i) Audited Financial Statements as at 31<sup>st</sup> March, 2018, (ii) Audited statement of Profit and Loss for the financial year ended on that date (iii) Cash Flow Statement for the financial year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Narayan Gope (Director Identification No. 07792366) who retires by rotation and being eligible, offers herself for re-appointment.

## **SPECIAL BUSINESS**

3. Voluntary Delisting of Equity Shares from Bombay Stock Exchange (BSE).

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

**“RESOLVED THAT** pursuant to the Regulation 106ZD of Securities Exchange Board of India (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013, the approval of members of the company be and is hereby accorded for Voluntary Exit of the Securities (equity shares) of the company (Scrip Code 780018) listed with Bombay Stock Exchange on its SME- Institutional Trading Platform, from the SME- Institutional Trading Platform of Bombay Stock Exchange Ltd., Mumbai.

**RESOLVED FURTHER THAT** the Board of Directors of the company is authorised to seek the approval of Bombay Stock Exchange, SME- Institutional Trading Platform for Exit of the Securities of the Company listed on SME- Institutional Trading Platform of Bombay Stock Exchange Ltd., Mumbai.

**RESOLVED FURTHER THAT** Mr. Gopal Agarwal, Managing Director, Mr. Narayan Gope, Director and Ms. Neha Goel, Company Secretary of the Company, be and are hereby severally authorised to sign, execute and submit required documents with Bombay Stock Exchange in connection herewith and to do all acts and deeds as may become necessary and incidental to give effect to the above resolution.”

By Order of the Board of Directors

Neha Goel  
Company Secretary

Date: August 20<sup>th</sup>, 2018

Registered Office:

76B, Mahanirban Road,  
Lansdowne  
Kolkata- 700029

West Bengal

Ph: 033 2211 0040

Email: [info@adhirajdistributors.com](mailto:info@adhirajdistributors.com)

Website: [www.adhirajdistributors.com](http://www.adhirajdistributors.com)

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## NOTES:

1. Relevant details as required under SEBI ( Listing Obligation and Disclosure Requirement) Regulation 2015, 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 22, 2018 to September 28, 2018** (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 2017-18 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](http://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, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), Regulation, 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 **25<sup>th</sup> September, 2018 (9:00 am)** and ends on **27<sup>th</sup> September, 2018 (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 21<sup>st</sup> September, 2018, 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 Participant(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 [ayushiverma148@gmail.com](mailto:ayushiverma148@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [info@adhirajdistributors.com](mailto: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](http://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).  
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 21<sup>st</sup> September 2018.
- IX.** A person who is not a member as on cut off date should treat this notice for information purpose only.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date of 21<sup>st</sup> September 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto: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](http://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 of 21<sup>st</sup> September 2018, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII.** Mrs. Ayushi Khaitan, Practicing Company Secretary, (Membership No.52589 and CP No.19325) 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.
- 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](http://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.**

By order of the Board of  
Directors

**(Neha Goel)**  
Company Secretary

Regd. Office:  
76B, Mahanirban Road,  
Lansdowne  
Kolkata- 700029  
West Bengal  
Dated : August 20<sup>th</sup>, 2018

## ANNEXURE TO THE NOTICE

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

#### Item Nos. 2

<b>Name of the Director</b>	<b>Narayan Gope</b>
Director Identification Number	07792366
Date of Birth	20.02.1989
Date of appointment	17.04.2017
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*	Nil
Memberships / Chairmanship of committees of other Companies	Nil
Number of shares held in the Company	Nil

\* Directorship means Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Companies (Whether Listed or Not).

#### 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. 3

The Securities of the company equity shares are listed with Bombay Stock Exchange on its SME-Institutional Trading Platform under Scrip Code 780018. The Board of Directors of the Company has discussed that no fruitful purpose is going to be achieved by keeping Company's securities listed with Bombay Stock Exchange on its SME- Institutional Trading Platform. Further, the Company is burdened with number of additional compliances, cost and expenses on account of listing of its securities with the stock exchange. After considering all these factors the Board has decided to seek Voluntary Exit of its Equity shares from SME- Institutional Trading Platform of Bombay Stock Exchange. In terms of regulations of the Stock Exchange the company can seek Voluntary Exit with the approval of its shareholders by passing Special Resolution through Postal Ballot where ninety percent of total votes and the majority of non promoter votes casted in favour of the proposal and with the approval of Stock Exchange.

In view of the above, the Board proposed to seek the approval of the members of the company by passing Special Resolution by postal ballot through electronic means to seek the Voluntary Exit of the Equity Shares of the company from the SME- Institutional Trading Platform of the Bombay Stock Exchange, Mumbai. The company will seek approval of Stock Exchange after passing the Special Resolution by the members of the company.

None of the Directors of the Company is in anyway concerned or interested in the above resolution.

The Board of Directors therefore recommends the resolution for the approval of the shareholders.

By order of the Board of  
Directors

**(NehaGoel)**  
Company Secretary

Regd. Office:  
76B, Mahanirban Road,  
Lansdowne  
Kolkata- 700029  
West Bengal  
Dated : August 20<sup>th</sup>,2018

**ADHIRAJ DISTRIBUTORS LIMITED**  
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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 **8<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on Friday the **28<sup>th</sup> day of September, 2018** at **11A.M.** at "76B, Mahanirban Road, Kolkata-700029, West Bengal."

\_\_\_\_\_  
Signature of the Member/ Representative/ Proxy Holder\*

\* Strike out whichever is not applicable



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(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 **8<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on Friday the **28<sup>th</sup> day of September, 2018** 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 31<sup>st</sup> March, 2018.
2. Re-Appointment of Mr. Narayan Gope as Director who is retiring by rotation.
3. Voluntary Delisting of Equity Shares from SME- Institutional Trading Platform of the Bombay Stock Exchange, Mumbai.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018. 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 at 76B, Mahanirban Road, Kolkata-700029, West Bengal not later than 48 hours before the time for holding the meeting.



# ADHIRAJ DISTRIBUTORS LIMITED

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## **ANNEXURE TO THE NOTICE FOR THE 8<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 28<sup>TH</sup> DAY OF SEPTEMBER, 2018**

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, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), Regulation, 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 Friday, 28<sup>th</sup> day of September, 2018 at 11 a.m. at 76B Mahanirban Road, Lansdowne, Kolkata- 700029 West Bengal 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:

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER - ID</b>	<b>PASSWORD</b>

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

<b>Remote e-Voting start on</b>	<b>Remote e-Voting end on</b>
25 <sup>th</sup> September, 2018 at 9:00 A.M. (IST)	27 <sup>th</sup> September, 2018 at 5:00 P.M. (IST)

# please read the instruction mentioned in the Notes of the AGM Notice before exercising your vote.

By Order of the Board  
For Adhiraj Distributors Ltd.

**Neha Goel**  
Company Secretary

Date:

Place:

Encl: AGM Notice/ Attendance Slip / Proxy Form