



## Ador Fontech Limited

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### 44th Annual General Meeting

#### **(i) Details regarding Annual General Meeting and e-Voting**

Notice is hereby given that the 44th Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, August 01, 2019 at 3 p.m. at Hotel Ajantha, 22-A, M G Road, Bengaluru 560 001. Electronic copies of the Notice to the AGM and the 44th Annual Report have been sent to all the Members whose email-ids are registered with the Company/Depository Participant(s) and in case of Members whose email-ids have not been registered or if the email sent has bounced, the Company has sent physical documents by the permitted mode. These documents are also available on the website of the Company at [www.adorfon.com](http://www.adorfon.com). The dispatch of Notice to the AGM has been completed on July 8, 2019.

Members holding shares either in physical form or dematerialised form as on the cut-off date (July 25, 2019) may cast their vote electronically on the business set forth in the Notice to the AGM – Briefly the items of Agenda are (i) Adoption of Standalone Financial Statements (ii) Adoption of Consolidated Financial Statements (iii) Declaration of dividend (Dividend recommended by the Board is Rs. 3.50 per equity share of the par value of Rs. 2 each) (iv) Reappointment of Mrs. N Malkani Nagpal as a Director (v) Reappointment of Mr. N S Marshall as Non-Executive-Independent Director (vi) Reappointment of Mr. Santosh Janakiram as Non-Executive-Independent Director (vii) Appointment of Branch Auditors (viii) Cost Auditors and their remuneration-through the electronic voting system of the National Securities Depository Limited (NSDL) from a place other than the venue of the AGM (remote 'e-voting'). All the Members are informed that:

1. The business as set forth in the Notice to the AGM may be transacted through voting by electronic means.
2. The remote e-voting will commence on Monday - July 29, 2019 at 9 a.m.
3. The remote e-voting will end on Wednesday-July 31, 2019 at 5 p.m.
4. The cut-off date for determining the eligibility to vote by electronic means at the AGM is July 25, 2019.
5. E-voting shall not be allowed beyond 05.00 p.m. on July 31, 2019.
6. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of Notice to the AGM and holds shares as on the cut-off date i.e., July 25, 2019 may obtain login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if a person is already registered with NSDL for e-voting, then the existing user ID and password can be used for casting vote.
7. Members may note that: (a) The remote e-voting module will be disabled by NSDL beyond 5.00 p.m. on July 31, 2019 and once the vote on a resolution has been cast/confirmed by a Member, he/she shall not be allowed to change it subsequently. (b) The facility for voting through ballot paper will be made available at the AGM for Members present at the meeting. (c) 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 votes again and (d) Only persons whose names are recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off-date shall be entitled to vote using the remote e-voting facility or at the AGM using ballot paper.
8. Copy of the Annual Report is available on the Company's website '[www.adorfon.com](http://www.adorfon.com)' & the download section of NSDL '<https://www.evoting.nsdl.com/>'.

M/s. S Kannan and Associates (email id [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com)) have been appointed as the Primary Scrutiniser(s) by the Board to scrutinise the remote e-Voting and Voting process at the Annual General Meeting in a fair and transparent manner. Details of results declared along with the Scrutiniser's report will be placed on (i) the website of the Company [www.adorfon.com](http://www.adorfon.com) (ii) website of e-Voting Agency [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the BSE (Bombay Stock Exchange).

In case of any queries pertaining to e-Voting, Member(s) may refer to the Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of <http://www.evoting.nsdl.com/> or contact NSDL at the following telephone No.: 022-24994600. Contact details to address grievances, if any: (i) NSDL: Ms. Pallavi Mhatre, Manager {[pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/(022)-24994545}; or (ii) The Company: Mr. Gagandeep Singh, Assistant Company Secretary and Compliance Officer {[gagans@adorfon.com](mailto:gagans@adorfon.com)/(080) 25596045/25596073}.

#### **(ii) Book-Closure**

Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer books of the Company will remain closed from July 26, 2019 to August 01, 2019 (both days inclusive), for the purpose of the Annual General Meeting and for reckoning entitlement of dividend.

Bengaluru  
July 11, 2019

For Ador Fontech Limited  
Compliance Officer