



NOTICE

NIKHIL ADHESIVES LIMITED

Corporate Identity Number (CIN) – L51900MH1986PLC041062

Registered Office: Shreeji Industrial Estate, Vadkun, College Road, Dahanu, District - Palghar - 401602

Tel. No. +91-022 26835864 Fax No. 26840750. Website: www.nikhiladhesives.com

NOTICE

Notice is hereby given that the **Twenty Ninth Annual General Meeting of Nikhil Adhesives Limited** will be held

on Saturday the 26th September, 2015 at 11.00 a.m. at the Registered Office of the Company at **Shreeji Industrial Estate, Vadkun, College Road, Dahanu, Dist. Palghar – 401 602** 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 including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri. R. J. Sanghavi (DIN: 00245637), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To re-appoint M/s. PHD & Associates, Chartered Accountants, (Firm Registration Number: 111236W) the retiring auditors, as Auditors of the Company pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under for further period of up to five financial years starting from April 1, 2015 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next five Annual General Meeting(s) of the Company, subject to ratification of the appointment by members at every Annual General Meeting held after this Annual General Meeting, on such remuneration as shall be decided by the Board of Directors of the Company from time to time.

SPECIAL BUSINESS

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

“**RESOLVED THAT** Smt. Ishita Gandhi (DIN:07137098) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th March, 2015 under Section 161(1) of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Smt. Ishita Gandhi (DIN: 07137098) for the office of Director, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED that pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, 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 Clause 49 of the Listing Agreement with the stock exchange, Smt. Ishita Gandhi (DIN:07137098) who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 28th March , 2015, not liable to retire by rotation.”

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

“**RESOLVED THAT**” pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and such other permissions as may be necessary, the payment of remuneration of Rs 50,000 /-(Rupees Fifty Thousand) with applicable Service Tax plus reimbursement of out of pocket expenses at actual to Messrs B. F. Modi & Associates, Cost Accountants who were appointed by the Board of Directors of the Company as “Cost Auditors” to conduct the audit of the cost records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending 31st March, 2016, be and is hereby ratified and approved.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. The instrument of proxy, in order to be effective, must be deposited at the Registered Office of the Company duly completed and signed not less than

1) 48 hours before the commencement of 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 and holding in the aggregate not more than 10% of the total share capital 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 as a proxy for any other person or shareholder.

2) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

3) Members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for easy identification for attendance at the meeting.

4) The Register of Members and the Share Transfer Books of the company will remain closed from **19th September, 2015 to 26th September, 2015** (both days inclusive).

5) Members are requested to notify immediately any change of address

a) To their Depository Participants (DPs) in respect of their electronic share accounts, and

b) To the company's Registrars, M/S Sharex Dynamic(India) Pvt. Ltd. in respect of their physical shares, if any, quoting their folio numbers

6) Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of death. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.

7) Shareholders desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

8) Pursuant to the provisions of section 205A and 205C of the Companies Act, 1956 as amended, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.

9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Sharex Dynamic (India) Pvt. Ltd.

10) The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices/documents to its members through electronic mode to the registered e mail addresses of members. Members holding shares in dematerialized form are requested to register their e mail ID with their Depository Participants and members holding shares in physical form are requested to register their e – mail ID with Registrar and Share Transfer Agents of the Company i.e. Sharex Dynamic (India) Pvt. Ltd.

11) Voting through Electronic means :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, the facility to exercise their right to vote at the Twenty Ninth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instruction for members for voting electronically is as under:

- (i) The voting period begins on Wednesday, 23rd September, 2015 (10:00 am) and ends on the Friday, 25th September, 2015(5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday the 19th September, 2015, may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders".
- (v) Now, enter your User ID
 - (a) For CDSL : 16 digits beneficiary ID.
 - (b) For NSDL : 8 character DP ID followed by 8 digits client ID.
 - (c) Members holding shares in Physical Form should enter folio number registered with the company.
- (vi) Next enter the image Verification as displayed and click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For member holding shares in demat form and physical form	
PAN	Enter your 10 digit alpha-numeric PAN issued by income tax department (Applicable for both demat shareholder as well as physical shareholder)
	<ul style="list-style-type: none"> • Member who have not updated their PAN with the company/ depository participant are requested to use the first two letter of their name and 8 digit of the sequence number (refer serial no. printed on the name and address sticker/Ballot form/mail) in PAN field • In case the sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letter. E.g. if your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend bank Details OR Date of Birth (DOB)	Enter the dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/ folio number in the dividend bank details field as mentioned in instruction(s).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Select on the **EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)** of Nikhil Adhesives Limited. On which you choose to vote.

- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, if 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Note for Non-individual shareholder and custodian:**

- (a) Non-Individual shareholders (i.e. other than individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as corporate.
- (b) A scanned copy of the registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (c) After receiving the log in details a compliance user should be created using the admin login and password. The compliance user should be able to link the account (s) for which they wish to vote on.
- (d) The list of account linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (e) 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.
- (f) In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Other General Instructions:

- 1) The
facility for voting through ballot will also be made available at the AGM, and member or their proxies attending the AGM who have NOT cast their vote by remote e-voting, will be able to vote at the AGM.
- 2) The
voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of the Saturday, 19th September, 2015.
- 3) Shri.
Dhiren V. Vakharia, Partner M/s PHD & Associates, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner & voting by ballot at the AGM in a fair & transparent manner.
- 4) The
scrutinizer shall, immediately after the conclusion of voting at the AGM, count the vote cast at the AGM and thereafter unblock the vote cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. The scrutinizer shall submit a consolidated scrutinizer’s report of the total vote cast in favour of or against the

resolutions, not later than three days after the conclusion of the AGM to the chairman of the company, who shall counter sign the same. The chairman will declare the result of voting within three days after the conclusion of the AGM.

- 5) The result declared along with the scrutinizer report shall be placed on the company's website www.nikhiladhesives.com. The result will also be communicated to the stock exchange where the shares of the company are listed.
- 6) Subject to receipt of the requisite number of vote, the resolution shall be deemed to have been passed on the date of AGM i.e. the 26th September, 2015.
- 7) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days, up to and including the date of the AGM of the Company.
- 8) Persons who have acquired the shares of the company after the dispatch of Annual Report and are members as on 19th September, 2015 (being record date for the purpose of voting), may send a request for obtaining their User ID and Password to helpdesk.evoting@cdslindia.com or sharexindia@vsnl.com or contact Mr. Mahendra of Sharex (India) Private Limited on 022-28528087.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

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

Item No. 4

The Board of Directors of the Company at its meeting held on 28th March, 2015 on the recommendation of Nomination and Remuneration Committee, appointed Smt. Ishita Gandhi as an Additional Director (Non-executive Independent) under Section 161(1) of the Companies Act, 2013 and Article 94 of the Articles of Association of the Company and she holds office as such up to the date of this Annual General Meeting. The Company has received notices in writing along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013 which became effective from 1st April, 2014, an Independent Director of a company can be appointed for a term of five consecutive years and shall not be liable to retire by rotation. Accordingly, it is proposed to appoint Smt. Ishita Gandhi as an Independent Director of the Company to hold office as such for a period of 5 years i.e. up to 31st March, 2020, not liable to retire by rotation.

Smt. Ishita Gandhi has given a declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Smt. Ishita Gandhi fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement for her appointment as an Independent Director of the Company and is independent of the management. The draft letter for appointment of Smt. Ishita Gandhi as an Independent Director is available for inspection by any member at the Registered Office of the Company during 11:00am and 1:00pm on all working days of the Company up to and including the date of this Annual General Meeting and will also be available for inspection at the venue of the said Meeting.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Smt. Ishita Gandhi as an Independent Director. Smt. Ishita Gandhi would bring with her immense experience to the Board,

being Chartered Accountant by qualification, interalia in the areas of management, administration and corporate governance. Accordingly, the Board recommends the resolution in relation to appointment of Smt. Ishita Gandhi as an independent Director for five consecutive years for a term up to 31st March, 2020 for the approval by the members of the Company.

Except Smt. Ishita Gandhi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no.5. This explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the stock exchanges.

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, additional information required to be furnished in respect of Smt. Ishita Gandhi is set out in the Annexure to the Notice.

Item No. 5

Messrs B. F. Modi & Associates, Cost Accountants, were appointed as Cost Auditors for the year ending 31st March, 2016 by the Board of Directors on the recommendation of the Audit Committee at a remuneration of Rs. 50,000/- plus Service Tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for the purpose to audit the cost records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, as amended.

As per Rule 14 of The Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as approved by the Board is required to be ratified subsequently by the Members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

None of the Directors/Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of the Notice.

The Board commends the Resolution at Item No. 6 of the Notice for approval of the shareholders by a Special resolution.

Disclosure pursuant to Clause 49 of the Listing Agreement relating to Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting:

<i>Name of the Director</i>	Mr. Rajendra. J. Sanghavi	Mrs. Ishita Gandhi
Date of Birth	11.12.1955	18.12.1966
Date of Appointment	Since Inception	28.03.2015
Status	Executive Chairman	Non-Executive, Independent Director
Qualification	Diploma in Engineering	Chartered Accountant
Expertise in specific functional type	Businessman	Accounts & Finance
Directorship of Other Companies	Sanghavi Logistics Private Limited	None
Shareholding (No. of Shares)	1,19,700	1,000

Registered Office:

**Shreeji Industrial Estate,
Vadkun, College Road, Dahanu,
Dist. Palghar – 401 602
Date : 30th May , 2015**

By order of the Board of Directors

**(Umesh J. Sanghavi)
Managing Director**