

Nikhil Adhesives Limited

Regd. Office: Shreeji Industrial Estate, Vadkun, College Road, Dahanu – 401602

CIN: L51900MH1986PLC041062

Website: www.nikhiladhesives.com

Phone: 022-2683 6564/ 26836558/59

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Nikhil Adhesives Limited will be held on Wednesday, 14th February, 2018 at 11.00 am at 315, The Summit - Business Bay, Behind Guru Nanak Petrol Pump, Opp. Cinemax, Andheri- Kurla Road, Andheri East, Mumbai – 400093 to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Adoption of New Set of Regulations of Articles of Association

To consider and, if thought fit, to give your assent or dissent to the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the draft regulations or articles contained in the Articles of Association as referred in the explanatory statements, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (in this Resolution and explanatory statements referred to as the “Board” which term shall be deemed to include any committee thereof), be and is hereby authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit.”

Item No. 2: Issue of equity shares on preferential basis:

To consider and, if thought fit, to give your assent or dissent to the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules there under (the “Act”), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed there under as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchange”) and subject to requisite approvals, consents, permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of Foreign Exchange Management Act (“FEMA”) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee

which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches, on preferential basis, up to 7,00,000 equity shares of face value of Re.10/- each (Rupee Ten only) fully paid-up for cash at issue price of Rs. 206/- (including premium of Rs. 196/-) per share determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations as on the Relevant Date, to the below mentioned proposed non-promoter allottees and on such other terms and conditions as may be approved by the Board (“**Preferential Issue**”).

Sr. No	Name of the proposed allottee	Category	PAN	No of equity shares proposed	Total consideration payable by the proposed allottees (Rs.)
1	Karan Monomer's Pvt Ltd	Non-Promoters	AABCK9746M	2,25,600	4,64,73,600
2	Mr. Ajay Dilkush Sarupria	Non-Promoters	AKMPS1636E	2,00,000	4,12,00,000
3	Mr. Varun Daga	Non-Promoters	AHNPD2386C	1,00,000	2,06,00,000
4	Mr. Charandeep Singh	Non-Promoters	BFBPS0639N	1,00,000	2,06,00,000
5	Mr. Samkit Rajendra Shah	Non-Promoters	BFLPS3171R	50000	1,03,00,000
6	Ms. Meena Rajesh Shah	Non-Promoters	AEGPS2991Q	12200	25,13,200
7	Ms. Diptee Bharat Mehta	Non-Promoters	AMCPM4742P	12200	25,13,200
Total				7,00,000	14,42,00,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price of the equity shares is 15th January, 2018 i.e. 30 days prior to the date of shareholders meeting for approving the aforesaid Preferential Issue.

RESOLVED FURTHER THAT aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) The proposed allottees shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- c) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations;
- d) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval; and
- f) Allotment shall only be made in dematerialized form.

RESOLVED FURTHER THAT Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e. BSE Limited.

RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re. 10/-(Rupee Ten only) each of the Company.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, Mr. Rajendra J. Sanghavi, Chairman and Executive Director, Mr. Umesh J. Sanghavi, Managing Director, Mr. Tarak J. Sanghavi, Executive Director and Mr. Nirmal Tiwari, Company Secretary of the Company be and are hereby severally authorised on behalf of the Company, to sign all documents and

settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the aforesaid equity shares on the relevant stock exchange as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the Stock Exchanges where the securities of the Company are listed, including sub-delegating the above powers to any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board of Directors
of Nikhil Adhesives Limited

Sd/-
Mr. Umesh J. Sanghavi
Managing Director

Place: Mumbai
Date: 15th January 2018,

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IS ENCLOSED ALONG WITH THIS NOTICE.
2. The Proxy form, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. During the period beginning 24 hours before the time fixed for the commencement of the Extra Ordinary General meeting and ending with the conclusion of the Extra Ordinary General meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. For the convenience of the members, Attendance Slip is annexed to this Notice. The members/ proxy holders are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue.
6. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the Extra Ordinary General Meeting is annexed to this Notice.
7. Relevant documents referred to in accompanying Notice and statement are open for the inspection by the members at the Registered Office of the Company on all working day (except Saturday) during business hours up to date of the Extra Ordinary General Meeting.
8. Corporate members intending to send their authorized representatives at the Extra Ordinary General Meeting are requested to send a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Extra Ordinary General Meeting.
9. In case of joint holders attending the Extra Ordinary General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The members who hold shares in physical form are requested to immediately notify any change of address to the Registrar and Share Transfer Agent of the Company in respect of their holding in physical form.
11. All the members are requested to register their e-mail id with the Registrar and Share Transfer Agent of the Company for the purpose of service of documents under Section 20 of the Companies Act, 2013 by e-mode instead of physical service of documents.
12. Pursuant to Section 101 of the Companies Act, 2013 read with rules made there under, electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose e-mail ids are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. The members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the website of the Company i.e. www.nikhiladhesives.com. For any communication, the members may also send requests on the designated email id of the Company i.e. nirmal@nikhiladhesives.com
14. Information and other instructions relating to e-voting are as under:
15. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with facility of 'remote e-voting' (e-voting from a place other than venue of the Extra Ordinary General Meeting) to exercise their right to vote at the Extra Ordinary General Meeting of the Company (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating e-voting to enable the members to cast their vote electronically.

The facility for voting through ballot/polling paper shall also be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights

at the EGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.

The Company has appointed Mr. Dharmesh M. Zaveri, Practising Company Secretary, (Membership No. F5418, C.P. No. 4363 with the Institute of Company Secretaries of India), as the Scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner.

The instructions for members for voting electronically are as under:-

- i. The voting period begins on Sunday 11th February, 2018 (9.00 a.m.) and ends on 13th February 2018 (5.00 p.m.). During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 7th February, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter;
- ii. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue;
- iii. The members should 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) 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 Members 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 shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details or DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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 (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab;
- x. Members holding shares in physical form will then directly reach 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. Click on the EVSN for the relevant MIRC Electronics Limited on which you choose to vote;
- xiii. 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;
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details;
- xv. 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;
- 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 login 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 Shareholders and Custodians:
- 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 Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote.
 - 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.
- xx. In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.voting@cdslindia.com;
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Wednesday, 7th February, 2018.
17. 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 i.e. Wednesday, 7th February, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting in the EGM. The person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
18. The scrutinizer, after scrutinising the votes cast at the EGM and through remote e-voting, will, not later than three days of conclusion of the EGM, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.nikhiladhesives.com and on the website of CDSL. The results shall simultaneously be communicated to the stock exchanges.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Adoption of New Set of Regulations of Articles of Association

Regulations of the Articles of Association (“AoA”) of the Company as presently in force from incorporation of the Company as amended time to time. The existing AoA are based on the Companies Act 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act 2013

The Companies Act, 2013 (the Act) is now in force and has been come into effect. With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions. Further it is desirable to have additional provisions in AoA to meet the requirements of the Companies Act 2013. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of regulations or articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares. Shareholder’s attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- a) Company’s lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- b) the nominee(s) of a deceased sole member are recognized as having title to the deceased’s interest in the shares;
- c) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- d) existing articles have been streamlined and aligned with the Act;

- e) It is provided that wherever it is required to have authority or power in Articles, it will be deemed as having provided in the Articles with such power or authority with intent to convenient to meet the requirement in interest of the company or as circumstance warrant;
- f) Provision relating to inspection of registers and records by members; and
- g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication and their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

In terms of Section 14 of the Companies Act 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of regulations in Articles of Association of the Company. A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered and Administrative Office of the Company during the office hours on all working days, except Saturdays, up to the date of passing of the resolution.

The Directors of the Company accordingly recommend the special resolution as set out at Item No.1 in the accompanying Notice for members approval.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested financially or otherwise in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

Item No. 2: To issue equity shares on preferential basis

Your Company's business is growing and the funds are required by the Company for augmenting long term capital resources, to finance in full or in part ongoing as well as future capital expenditures, working capital requirement and for general corporate purposes.

It is proposed to raise funds by issue of equity shares through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The Board of Directors of the Company give below disclosures that are required to be given in the explanatory statement to the special resolution to be passed under Section 42 and 62 of the Companies Act, 2013 and in terms of the SEBI (ICDR) Regulations, 2009.

1. **Object and activities for which proceeds of the Issue to be utilised:** The purpose of the issue of equity shares are to finance in full or in part ongoing as well as future capital expenditures, to meet the long term working capital requirements, general corporate purpose and such other purpose as the Board may decide, in such proportion, from time to time.
2. **Relevant date and pricing of the issue:** The issue price of equity shares shall be Rs. 206/- (Rupees Two Hundred Six only) per equity share. The relevant date for the purpose of the Preferential offer as above shall be 15th January, 2018 i.e. 30 days prior to the date of passing of Special Resolution at the Extra-Ordinary General Meeting to be held on 14th February, 2018.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended till date. The issue of equity shares issued and allotted in terms of the special resolution, shall rank pari passu in all respect with the existing equity shares. A Certificate to that effect has been obtained from the Statutory Auditors of the Company which is also available for inspection at the Registered Office of the Company.

3. **Intention of the promoters or their associates and relatives to subscribe to the offer:** None of the Promoters, Directors or Key Managerial Personnel, intends to subscribe to any shares pursuant to this preferential issue of equity shares.

4. **Proposed time within which the allotment shall be completed:** The allotment of equity shares shall be completed within a period of 15 days from the date of passing of these resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approvals. If the allotment of instrument is not completed within a period of 15 days from the date of these resolutions, a fresh consent of the shareholders shall be obtained.
5. **Shareholding pattern before and after the offer:** The shareholding pattern of the proposed non- promoter allottees, before and after the preferential allotment would be as follows:-

Sr. No	Name of the proposed Allottees	PAN	Address of Allottees	Category	Pre-Shareholding		Post-Shareholding	
					Nos of Shares	%	Nos of Shares	%
1	Karan Monomer's Private Limited	AABCK9746M	217 Samuel Street Third Floor Mumbai - 400003	Non-Promoter	NIL	NIL	2,25,600	4.910
2	Mr. Ajay Dilkush Sarupria	AKMPS1636E	901/B, Quantum Park Chs, Khar West, Mumbai - 400052	Non-Promoter	NIL	NIL	2,00,000	4.353
3	Mr. Varun Daga	AHNP2386C	Daga House, Kothi Bazar, Betul (M.P.) - 460001	Non-Promoter	NIL	NIL	1,00,000	2.177
4	Mr. Charandeep Singh	BFBPS0639N	6 th Floor, DeeJay Apartments, 46, Bhulabhai Desai Road, Mumbai - 400026	Non-Promoter	NIL	NIL	1,00,000	2.177
5	Mr. Samkit Rajendra Shah	BFLPS3171R	Near Jain Temple, Nehru Street, Vapi (W), 396191	Non-Promoter	NIL	NIL	50000	1.088
6	Ms. Meena Rajesh Shah	AEGPS2991Q	2/A/14, Rustamjee Regency, Jaswant Sawant Road, Dahisar West, Mumbai - 400068	Non-Promoter	NIL	NIL	12200	0.266
7	Ms. Diptee Bharat Mehta	AMCPM4742P	11/B/3, Sindhi Colony, Road No.-24, Scheme No.-6, Opp. Sies College, Sion (W), Mumbai - 400022	Non-Promoter	NIL	NIL	12200	0.266
Total							7,00,000	15.236

The shareholding pattern of the Company, before and after the preferential allotment would be as follows:

Sr. No.	Category	Pre preferential issue (As on 31/12/2017)		Post preferential issue	
		No of Shares	%	No of Shares	%
(A)	Promoters and Promoter Group				
1	Indian Promoters (A)	2501010	64.222	2501010	54.437
(B)	Public Shareholding				
1	Institutions				
(a)	Mutual Funds / UTI/ Banks/ FIs	900	0.023	900	0.020
(b)	Foreign Institutional Investors	-	-	-	-
(c)	Foreign Portfolio Investors	-	-	-	-
	Sub-Total (B1)	900	0.023	900	0.020
2	Non-institutions				
(a)	Bodies Corporate	619268	15.902	844868	18.389
(b)	Individuals/ HUFs	773122	19.853	1247522	27.154
(c)	Foreign Corporate Bodies	-	-	-	-
(d)	Non-Resident Indians	-	-	-	-
(e)	Foreign Nationals	-	-	-	-
(f)	Directors	-	-	-	-
(g)	Clearing Members	-	-	-	-
(h)	NRIs on Non-Repatriation	-	-	-	-
(i)	Trusts	-	-	-	-
	Sub-Total (B2)	1392390	35.755	2092390	45.543
	GRAND TOTAL (A)+(B)(1)+(B)(2)	3894300	100.000	4594300	100.000

6. The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue: The Identity of the proposed allottees and percentage of post issued capital that may be held by them is as under:

Sr No.	Name of the Proposed Allottee along with PAN and Address	PAN	Address	Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottees	Post Issue Holdings
1	Karan Monomer's Pvt. Ltd.	AABCK9746M	217 Samuel Street Third Floor Mumbai - 400003	Non Promoter-Body Corporate *List of Members of Karan Monomer's Pvt Ltd are given below;	2,25,600
2	Mr. Ajay Dilkush Sarupria	AKMPS1636E	901/B, Quantum Park Chs, Khar West, Mumbai - 400052	Non-Promoter- Individual	2,00,000
3	Mr. Varun Daga	AHNPD2386C	Daga House, Kothi Bazar, Betul (M.P.) - 460001	Non-Promoter- Individual	1,00,000
4	Mr. Charandeep Singh	BFBPS0639N	6 th Floor, Deejay Apartments, 46, Bhulabhai Desai Road, Mumbai - 400026	Non-Promoter- Individual	1,00,000
5	Mr. Samkit Rajendra Shah	BFLPS3171R	Near Jain Temple, Nehru Street, Vapi (W), 396191	Non-Promoter- Individual	50000

6	Ms. Meena Rajesh Shah	AEGPS2991Q	2/A/14, Rustamjee Regency, Jaswant Sawant Road, Dahisar West, Mumbai - 400068	Non-Promoter- Individual	12200
7	Ms. Diptee Bharat Mehta	AMCPM4742P	11/B/3, Sindhi Colony, Road No.- 24, Scheme No.-6, Opp. Sies College, Sion (W), Mumbai - 400022	Non-Promoter- Individual	12200

* List of members of Karan Monomer's Private Limited

Sr. No	Name	No. of Shares	% of Holding
1	Shah Bharat Himatlal	946500	19.316
2	Atul Gandhi	175000	3.571
	<u>Pacific Exports:- Following are Natural persons who are the ultimate beneficial owners</u>		
3	Mr. Badri Prasad Choudhary –Proprietor	130000	2.653
4	Ashok Popatlal Shah	100000	2.041
5	Bipin B. Desai	10000	0.204
6	Dindayal Jajodia	40000	0.816
7	Rajesh Kamdar	135000	2.755
8	Mahesh H. Shah	125000	2.551
9	Vinod Amrutlal Shah	300000	6.122
10	Dinesh M. Shah	130000	2.653
11	Brugesh Shah	349500	7.133
12	Girish V. Shah	201000	4.102
13	Bharat Manilal Shah	265000	5.408
14	Vipul N. Bhatt	85000	1.735
15	Alkesh Shah	155000	3.163
16	Bharat R. Shah	60000	1.224

Sr. No	Name	No. of Shares	% of Holding
17	Harshad H. Shah	141000	2.878
18	Haresh Samani	20000	0.408
19	Ramesh V. Shah	150000	3.061
20	Kumar Manilal Shah	85000	1.735
21	Jigar Shah	46000	0.939
22	Mamta D. Shah	100000	2.041
23	Mukesh B. Shah	75000	1.531
24	Hemendra Sanghani	250000	5.102
25	Sumil B. Shah	25000	0.510
26	Prakash Jain	20000	0.408
27	Kishor Kamdar	65000	1.327
28	Hasmukh P. Shah	45000	0.918
29	Jignesh Shah	75000	1.531
30	Sarla R Shah	30000	0.612
31	Sheetal V Shah	10000	0.204
32	Dinesh Navi	110000	2.245
33	Rasiklal Shah	20000	0.408
34	Karan Bharat Shah	375000	7.653
35	Krishma Bharat Shah	50000	1.020

There is no change of control in the issuer consequent to the preferential issue.

7. **An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so:** As the shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.
8. **An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees:** As the shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.
9. **Payment terms:** Full consideration for equity shares shall be paid by the Investors before the time of allotment of such shares.

10. **Approvals:** The Company is taking necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.
11. **SEBI Takeover code:** In terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the investors are not required to and do not intend to make an open offer and comply with formalities related to an open offer for this preferential allotment.
12. **Holding of shares in the Demat Account, non-disposal of shares by the proposed allottees and lock-in period of shares:** The proposed allottees are not holding any shares in the Issuer Company. The equity shares allotted and issued on preferential basis shall be locked in for a period of one year from the date of Trading approval of those shares.
13. **Auditors Certificate:** Auditor's Certificate confirming that the proposed issue of equity shares is in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 will be available for inspection up to the date of the Extra-Ordinary General Meeting at the Registered Office of the Company on any working day and also at the place of the meeting on the meeting day.
14. **The total number of shares or other securities to be issued:** 7,00,000 Equity Shares are proposed to be issued.
15. **The class or classes of persons to whom the allotment is proposed to be made:** Non Promoter & Non – QIBs
16. **The change in control, if any, in the company that would occur consequent to the preferential offer:** The allotment of equity shares would not result in any change in the control or management of the affairs of the Company.
17. **The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:** Not Applicable
18. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable
19. **Approval under the Companies Act, 2013:** Under Section 42 read with 62 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2009 and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, the consent of the members is being sought for authorising the Board to offer, issue and allot equity shares to the investors on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

None of the Directors and Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the aforesaid resolution except to the extent of their shareholding, if any.

The Board of directors recommends the passing of this resolution as a Special Resolution as set out in item No. 2 of the Notice.

By order of the Board of Directors
of Nikhil Adhesives Limited

Sd/-
Mr. Umesh J.Sanghavi
Managing Director

Place: Mumbai

Date: 15th January 2018,

NIKHIL ADHESIVES LIMITED

Corporate Identity Number (CIN) – L51900MH1986PLC041062

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

Tel. No. +91-022 26835864/26836558 Fax No. 26840750. Website: www.nikhiladhesives.com

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING ON WEDNESDAY, 14TH FEBRUARY, 2018 AT 11.00 A.M.

**AT 315, THE SUMMIT - BUSINESS BAY, BEHIND GURU NANAK PETROL PUMP, OPP. CINEMAX, ANDHERI- KURLA ROAD,
ANDHERI EAST, MUMBAI – 400093**

Folio No. :	DP ID No. :	Client ID No. :
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I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the company held on Wednesday, 14th February, 2018 At 11.00 A.M. At 315, The Summit - Business Bay, Behind Guru Nanak Petrol Pump, Opp. Cinemax, Andheri- Kurla Road, Andheri East, Mumbai – 400093

Name of the Member:	Signature
Name of the Proxy holder:	Signature

- Notes:**
1. Only Member/ Proxy holder can attend the Meeting
 2. Please complete the Folio No. /DP ID No., Client ID No. and name of the Member/ Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting hall.
 3. A Member/ Proxy holder attending the meeting should bring copy of Notice of Extra-Ordinary General Meeting for reference at the Meeting.

NIKHIL ADHESIVES LIMITED

Corporate Identity Number (CIN) – L51900MH1986PLC041062

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

Tel. No. 91/2226835864/26836558 Fax No. 26840750. Website: www.nikhiladhesives.com

PROXY FORM

Name of the Member(s):
Registered Address:
Email ID:
Folio No./DP-Client ID:

I/We being the member(s) of NIKHIL ADHESIVES LTD. holding : _____ Share, hereby appoint :

1. Name : _____
Address: _____
Signature: _____ or failing him

2. Name : _____
Address: _____
Signature: _____ or failing him

3. Name : _____
Address: _____
Signature: _____

As my/our proxy to attend and vote (on poll) for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Wednesday, 14th February, 2018 At 11.00 A.M. At 315, The Summit - Business Bay, Behind Guru Nanak Petrol Pump, Opp. Cinemax, Andheri- Kurla Road, Andheri East, Mumbai – 400093. And at any adjournment thereof in respect of such resolution as are indicated below:

Sr.No	Resolutions	For	Against
1	Adoption of New Set of Regulations of Articles of Association		
2	Issue of equity shares on preferential basis		

Signed this _____ day of _____ 2017

Signature of the shareholder _____

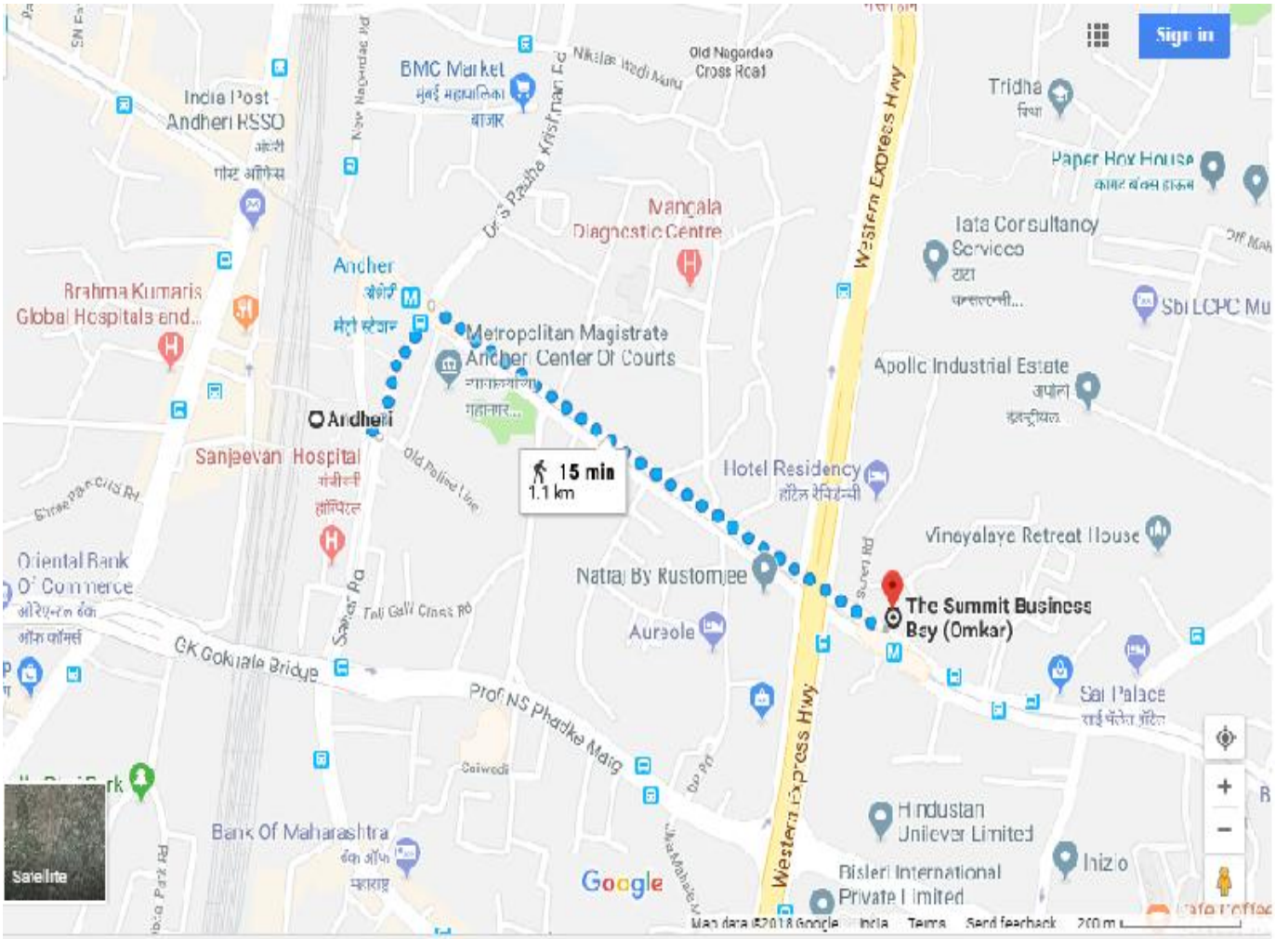
Signature of Proxy Holder _____

Affix Re.1.00 Revenue stamp

Note:

1. This Form in order to be effective should be duly completed and deposited as the Registered office of the company at Shreeji Industrial Estate, Vadkun, College Road, Dahanu Dist.- Palghar 401602, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the company.
3. For the Resolution, Explanatory Statement and Notes, Please refer to the Notice of the EXTRA-ORDINARY GENERAL MEETING of the company.

ROUTE MAP FOR THE VENUE OF EGM



**NIKHIL ADHESIVES LIMITED,
315, THE SUMMIT BUSINESS BAY,
BEHIND GURU NANAK PETROL PUMP,
OPP. CINEMAX, ANDHERI- KURLA ROAD,
ANDHERI EAST, MUMBAI – 400093.**