

## NOTICE OF THE 64<sup>TH</sup> ANNUAL GENERAL MEETING

To

The Members,

### **ADOR WELDING LIMITED**

**Notice** is hereby given that the **Sixty Fourth Annual General Meeting** of the Members of **ADOR WELDING LIMITED** will be held at **Walchand Hirachand Hall, Indian Merchants' Chamber, Churchgate, Mumbai – 400 020, Maharashtra, India** on **Thursday, 31<sup>st</sup> August, 2017** at **11:00 am**, to transact the following business:-

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2017, together with Reports of the Directors and the Auditors, thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2017.
3. To appoint a Director in place of Ms. Aruna B. Advani (DIN: 00029256), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mrs. N. Malkani Nagpal (DIN: 00031985), who retires by rotation and being eligible, offers herself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

#### **Ratification of appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants, as the Statutory Auditors for FY 2017-18 and fixing their remuneration**

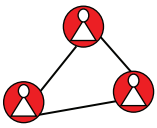
**"RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, including Rules, Circulars, Notifications made / issued thereunder and for the time being in force, the appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants, having Firm Registration No. 001076N/N500013, as the Statutory Auditors (Auditors) of the Company, which has been approved by the Members at the 62<sup>nd</sup> Annual General Meeting of the Company for a term of 5 years i.e. from the conclusion of the 62<sup>nd</sup> Annual General Meeting until the conclusion of the 67<sup>th</sup> Annual General Meeting, be and is hereby ratified for a period of one year i.e. for FY 2017-18 and that the Board of Directors of the Company be and is hereby authorized to fix such remuneration, as may be determined in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis, to be agreed upon between the Auditors and the Board of Directors."

#### **SPECIAL BUSINESS:**

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

#### **Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai, as Cost Auditor for FY 2017-18**

**"RESOLVED THAT** pursuant to Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any statutory modification(s) or



re-enactment thereof, for the time being in force, remuneration of Rs. 4,50,000/- (Rupees Four Lakhs & Fifty Thousand Only) plus Tax as applicable, payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), Mumbai, as the Cost Auditors of the Company, to conduct the audit of the Cost Records of the Company for the Financial Year 2017-18, be and is hereby ratified."

**By Order of the Board**

V. M. Bhide

**Head - Corp. Admin., Int. Audit, KM,  
Legal & Company Secretary**

**Mumbai, 09<sup>th</sup> May, 2017**

**CIN:** L70100MH1951PLC008647

**Registered Office:**

Ador House,

6, K. Dubash Marg, Fort,

Mumbai - 400 001-16,

Maharashtra, INDIA.

**Tel:** +91 22 6623 9300, 2284 2525

**Fax:** +91 22 2287 3083

**Web:** www.adorwelding.com

**E-mail ID:** investorservices@adorians.com

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**NOTES:**

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE VALID, MUST BE DULY COMPLETED, STAMPED & SIGNED AND SHOULD REACH THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- b) Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, and issued on behalf of the nominating entities. Members are requested to note that a person can act as proxy on behalf of the Members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 Member.
- c) The Explanatory Statement, as required under Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item No. 6 of the Notice is annexed hereto. The relevant details, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, w.r.t. persons seeking re-appointment as Directors under Item Nos. 3 and 4 of the Notice are also annexed.
- d) Members, who hold shares in Dematerialized form, are requested to mention their Client ID & DP ID and those who hold shares in Physical form are requested to write their Folio No. on the Attendance Slip for easy identification at the Meeting.
- e) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 25<sup>th</sup> August, 2017 to Thursday, 31<sup>st</sup> August, 2017 (both days inclusive) in connection with the Annual General Meeting (AGM) and for, determining eligibility of the members entitled to receive dividend, if approved by the Members.
- f) If the Dividend, as recommended by the Board of Directors, is declared at the ensuing Annual General

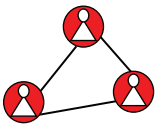
Meeting, then the payment of such Dividend will be made as under:-

- i) In respect of shares held in Physical form, the Dividend will be paid to those shareholders whose names appear in the Register of Members of the Company, after giving effect to all the valid share transfers in physical form, lodged with the Company / its Registrar & Share Transfer Agent (RTA) on or before Thursday, 24<sup>th</sup> August, 2017.
- ii) In respect of the shares held in Electronic form (Dematerialized mode), the Dividend will be payable on the basis of the details of beneficial ownership, furnished by M/s. National Securities Depository Limited (NSDL) and M/s. Central Depository Services (India) Limited (CDSL), for this purpose, as at the close of business hours on Thursday, 24<sup>th</sup> August, 2017.
- g) Members may please note that the Dividend Warrants will be payable at par at the designated branches of the Bank printed overleaf of the Dividend Warrant for an initial period of three months only. Thereafter, the Dividend Warrants, on revalidation for another period of three months, are payable only at limited branches / centers. The Members are, therefore, requested to encash their Dividend Warrants within the initial validity period.
- h) As per Section 124(5) of the Companies Act, 2013, all the Dividends, which remain unclaimed for a period of seven (7) years after its date of transfer to 'Unpaid Dividend Account', are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, hence all unclaimed dividends upto FY 2008-09 have been transferred to IEPF.**

**Pursuant to Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), notified on 5<sup>th</sup> September 2016, shares on which dividend remains unclaimed for seven consecutive years will also be transferred to designated Account of IEPF.**

**In terms of IEPF Rules, the Company has posted the requisite details of unpaid / unclaimed Dividends as of last AGM, i.e. as on 28<sup>th</sup> July, 2016 and also as on 31<sup>st</sup> March, 2017 on the website of the Company, viz. [www.adorwelding.com](http://www.adorwelding.com), which will enable the shareholders in checking their unclaimed Dividends, if any.**

- i) Members are requested to:
  - i. Write to the Company atleast 7 days before the date of the Meeting, in case they desire any information as regards the Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2017, so as to enable the Company to keep the information ready.
  - ii. Bring copy of the Annual Report and the Attendance Slip at the Annual General Meeting.
  - iii. Intimate the RTA immediately about any change in their addresses, if the shares are held in Physical form. If the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company / RTA.
  - iv. Quote Registered Folio Number or Client ID - DP ID in all the correspondence with the Company / RTA.
  - v. Approach RTA of the Company for consolidation of Folios, if any / required.
  - vi. Avail Nomination facility by filling and forwarding the nomination form to RTA, if not already done, if the shares are held in Physical form.
  - vii. Send all share transfer lodgments (Physical form) and correspondence to RTA of the Company located



at the following address upto / on or before the date of book closure:-

**M/s. Sharex Dynamic (India) Pvt. Ltd.**

Unit No. 01, Luthra Industrial Premises,  
Andheri Kurla Road, Safed Pool,  
Andheri (East), Mumbai – 400 072,  
Maharashtra, India.

**Tel:** +91 22 2851 5606 / 44 / 6638, **Fax:** +91 22 2851 2885

**E-mail:** sharexindia@vsnl.com, **Web:** www.sharexindia.com

- j) Trading and settlement of the Company's shares through Stock Exchange(s) has been made compulsorily in Demat (Electronic) form, with effect from 08<sup>th</sup> May, 2000. The Members are once again requested, in their own interest, to dematerialise their shareholding in the Company, if not already done.
- k) In order to provide protection against fraudulent encashment of Dividend Warrants, Shareholders holding shares in Physical form are requested to intimate RTA of the Company, under the signature of the sole / first joint holder, the following information, for printing on the Dividend Warrants:
  - i) Type of the Bank Account
  - ii) Name of the Bank
  - iii) Bank Account Number
  - iv) Name of the Branch / Location
  - v) Complete address of the Bank along with PIN Code
- l) Members holding shares in Demat form may kindly note that their Bank details, as furnished by the respective Depositories to RTA, will be printed on their Dividend Warrants, as per the applicable Regulations of the Depositories, and that the Company / RTA will not entertain any direct requests from such Members for deletion of / change in such Bank details. Further, instructions, if any, already given by the Members in respect of their shares held in physical form will not be automatically applicable to Dividend paid on their shares held in electronic form. Members holding shares in Demat form may, therefore, give instructions regarding Bank Accounts, in which they wish to receive Dividend, directly to their Depository Participant and not to RTA / Company.
- m) To avoid loss of Dividend Warrants in transit and undue delay in respect of receipt of Dividend Warrants, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing Services (NECS). NECS essentially operates on the unique bank account number allotted by the banks, post implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and for better efficiency in handling bulk transactions. NECS facility is available at locations identified by the Reserve Bank of India from time to time and covers most of the cities & towns in India. Members holding shares in Physical form and desirous of availing this facility are requested to contact the Company's RTA.
- n) Members are informed that in case joint holders attend the Meeting, only such joint holder, who is first in the order of Joint names, will be entitled to vote.
- o) Non-Resident Indian Members are requested to inform the Company / RTA the following immediately:
  - i) Change in the residential status on return to India for permanent settlement, if any / applicable.
  - ii) Particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.

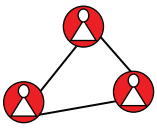
- p) Pursuant to the provisions of Sections 20(2), 101, 136(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, the Company can send the documents like Notices, Annual Reports, etc. in electronic form to its Members, whose e-mail addresses are registered with the Company / RTA / Depositories. Accordingly, this Notice of 64<sup>th</sup> AGM along with the Annual Report for FY 2016-17 is being sent by electronic mode to those shareholders whose e-mail addresses are registered with the Company / RTA / Depositories, unless any Member has specifically requested for a physical copy, and for Members who have not registered their e-mail address, the physical copies of the same will be sent by permitted mode of dispatch.
- q) We hereby request the Members to note that the documents viz. Annual Report, AGM Notice, etc. will be uploaded on the website of the Company viz. [www.adorwelding.com](http://www.adorwelding.com) and will also be made available for inspection at the Registered Office of the Company during business hours. However, in case a Member wishes to receive a physical copy of the said documents, he / she is required to send a letter or an e-mail to [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com) or to [investorservices@adorians.com](mailto:investorservices@adorians.com) duly quoting his / her DP ID & Client ID or Folio Number, as the case may be, and the said documents will be despatched to the Members free of cost.
- r) Re-appointment of the Directors retiring by rotation at the ensuing Annual General Meeting:
- i) Ms. A. B. Advani, Director (DIN; 00029256) of the Company, retires by rotation and being eligible, offers herself for re-appointment.
  - ii) Mrs. N. Malkani Nagpal, Director (DIN; 00031985) of the Company, retires by rotation and being eligible, offers herself for re-appointment.

The aforesaid Directors have submitted the requisite declarations w.r.t. their re-appointment to the Company. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance, the particulars of the aforesaid Directors are also included in the Notice as Appendix-1 to the Explanatory Statement.

- s) For immediate reference, route map for reaching the venue of 64<sup>th</sup> Annual General Meeting is given hereunder.

**t) Voting through electronic means**

- i) In compliance with the 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 64<sup>th</sup> Annual General Meeting (AGM) by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than the venue of the AGM ('remote e-voting') will be provided by M/s. National Securities Depository Limited (NSDL).
- ii) The facility for voting through Ballot Paper shall be made available at the AGM venue 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 AGM, may also attend the AGM, but shall not be entitled to cast their vote again.
- iv) The remote e-voting period commences on Monday, 28<sup>th</sup> August, 2017 (at 9:00 am) and ends on Wednesday, 30<sup>th</sup> August, 2017 (at 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 24<sup>th</sup> August, 2017, may cast their votes 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 is as under:

a. When a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company / RTA / Depository Participant/s]:

(i) Open the said e-mail and open PDF file viz. 'Ador 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 this password is an initial password.**

(ii) Launch internet browser by typing the following URL:

<https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put User ID and password, as initial password / PIN given / mentioned in step (i) above and click 'Login'

(v) "Password change menu" will appear. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof and note the new password. It is strongly recommended not to share your password with any other person and take utmost care in keeping your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select 'EVEN' of 'ADOR WELDING 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 your 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, at [scrutiniser@hkacs.com](mailto:scrutiniser@hkacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

b. In case a Member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Company / RTA / Depository Participant/s or those requesting physical copy]:

(i) Initial password is provided as below at the bottom of the Attendance Slip of the AGM Notice:

| EVEN (Remote e-voting Event Number) | USER ID | PASSWORD / PIN |
|-------------------------------------|---------|----------------|
|                                     |         |                |

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- vi) In case of any queries, you may refer Frequently Asked Questions (FAQs) and / or remote e-voting user manual for the 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 contact number and e-mail ID in user profile details w.r.t. your 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 i.e. 24<sup>th</sup> August, 2017.
  - x) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. 24<sup>th</sup> August, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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 forget your password, then 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 its toll free no.: 1800-222-990.

- xi) 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. 24<sup>th</sup> August, 2017 shall only be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- xii) M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair & transparent manner.
- xiii) The Chairman shall, at the end of discussion on the resolutions on which the voting is to be held at the AGM, allow voting with the assistance of scrutinizer, with the 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.
- xiv) The Scrutinizer shall, after the conclusion of voting at the AGM, 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, who are not in the employment of the Company and shall submit, not later than three days of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman or a person authorized by him / her in writing, who shall countersign the same and declare the result of the voting forthwith.
- xv) The Voting Results along with the report of the Scrutinizer shall be placed on the website of the Company, [www.adorwelding.com](http://www.adorwelding.com) and on the website of NSDL immediately after the declaration of result, by the Chairman or a person authorized by him / her in writing. The voting results shall also be immediately forwarded to BSE Limited & the National Stock Exchange (India) Limited.

**By Order of the Board**

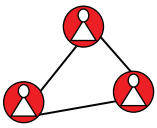
V. M. Bhide

**Head – Corp. Admin., Int. Audit,  
KM, Legal & Company Secretary**

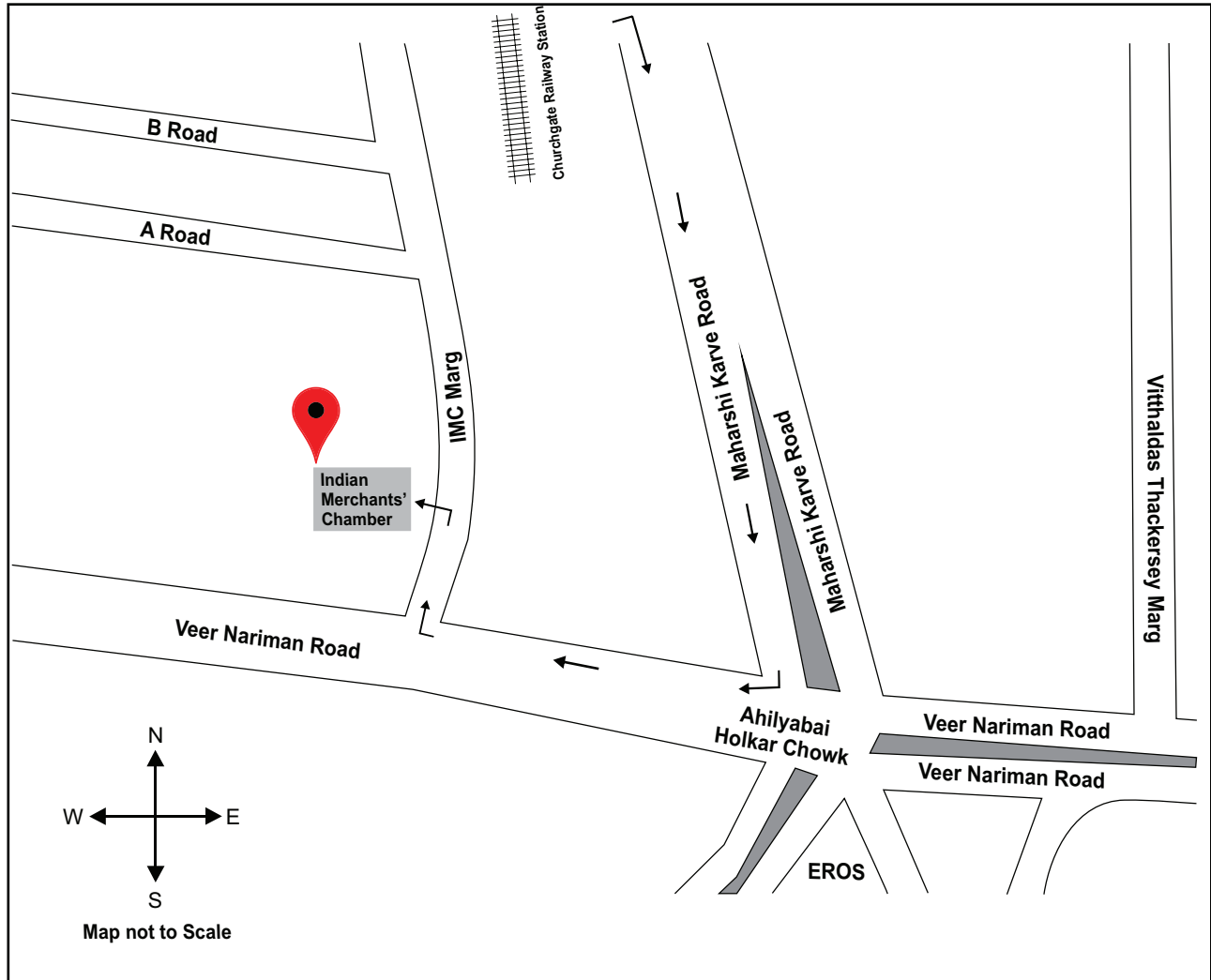
**Place:** Mumbai

**Date:** 09<sup>th</sup> May, 2017





## Route Map of the Venue of the 64<sup>th</sup> Annual General Meeting





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## ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT

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**(Pursuant to the provisions of Section 102 of the Companies Act, 2013 and SS-2 in respect of Item No. 6)**

**Item No. 6**

**Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai, as the Cost Auditors for FY 2017-18**

The Board of Directors, at its meeting held on 09<sup>th</sup> May, 2017, pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit & Auditors) Rules 2014, appointed M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai, as the Cost Auditors of the Company for FY 2017-18 for a remuneration of ₹ 4,50,000/- (Rupees Four Lakhs & Fifty Thousand Only) plus tax as applicable, on the recommendation of the Audit Committee, subject to ratification by the Members at the ensuing Annual General Meeting (AGM).

The resolution at Item No. 6 of the Notice is set out as an Ordinary Resolution for the approval by the Members in accordance with Section 148 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

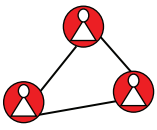
**By Order of the Board**

**Place:** Mumbai

**Date:** 09<sup>th</sup> May, 2017

V. M. Bhide

**Head – Corp. Admin., Int. Audit,  
KM, Legal & Company Secretary**



**Appendix-1 to the Explanatory Statement to the Notice of the 64<sup>th</sup> Annual General Meeting  
Information of Directors seeking re-appointment at the AGM** [In pursuance of SEBI (LODR) Regulations, 2015 & Secretarial Standard-2]

| Sr. No. | Name                   | DIN      | Date of Birth | Date of Appointment | Qualification/s & Experience  | Expertise   | Directorships held in other Companies (excluding Foreign companies)   | Chairmanships / Memberships of Committees*   | Share holding in AWL |
|---------|------------------------|----------|---------------|---------------------|---|---|---|--|----------------------|
| 1       | Ms. A. B. Advani       | 00029256 | 19-11-1954    | 01-05-2014          | <ul style="list-style-type: none"> <li>A Science Graduate (Hons) from the University of Sussex.</li> <li>Owners Management Programme from Harvard Business School.</li> <li>Strategic Financial Planning from IIM, Ahmedabad.</li> <li>Over 40 years of working experience with Ador Welding Limited</li> </ul> | General Management and Strategic Financial Planning | <ul style="list-style-type: none"> <li>Ador Powertron Ltd.</li> <li>Metro Shoes Ltd.</li> <li>J. B. Advani &amp; Co. Pvt. Ltd.</li> <li>Ador Green Energy Pvt. Ltd.</li> <li>Ador Welding Academy Pvt. Ltd.</li> <li>Greenline Industrial System Pvt. Ltd.</li> </ul>             | <ul style="list-style-type: none"> <li>Audit Committee of Ador Powertron Ltd.</li> <li>Audit Committee of Metro Shoes Ltd.</li> </ul>                    | 2,95,480             |
| 2       | Mrs. N. Malkani Nagpal | 00031985 | 06-07-1971    | 30-07-2015          | <ul style="list-style-type: none"> <li>MBA, with specialization in Finance from Imperial College, UK.</li> <li>B.Sc. in Business &amp; Economics from Lehigh University, PA, USA.</li> <li>Over 19 years of working experience</li> </ul>   | Financial Management                                | <ul style="list-style-type: none"> <li>Ador Multiproducts Ltd.</li> <li>Ador Fontech Ltd.</li> <li>Ptern Hotels Ltd.</li> <li>J.B Advani &amp; Co. Pvt. Ltd.</li> <li>Ador Green Energy Pvt. Ltd.</li> <li>3D Future Tech. Pvt.Ltd.</li> <li>1908 e-Ventures Pvt. Ltd.</li> </ul> | <ul style="list-style-type: none"> <li>Audit Committee of Ador Fontech Ltd.</li> <li>Stakeholders Relationship Committee of Ador Fontech Ltd.</li> </ul> | 57,352               |

\*Considered Chairmanships / Memberships of Audit Committee & Stakeholders Relationship Committee only, other than AWL.

**Notes:**

1. The terms & conditions of remuneration are as per the agreements executed with the above named Directors.
2. None of the above named Directors are related to each other or with other Directors and KMPS.
3. Both the above named Directors have attended all the Board Meetings in FY 2016-17 (4 out of 4).

# ADOR WELDING LIMITED

**Registered Office:** Ador House, 6, K. Dubash Marg, Fort, Mumbai - 400 001-16, Maharashtra, INDIA.

**Tel:** +91 22 6623 9300, 2284 2525 | **Fax:** +91 22 2287 3083 | **Website:** www.adorwelding.com

**E-mail:** investorservices@adorians.com | **CIN:** L70100MH1951PLC008647



## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**64<sup>th</sup> Annual General Meeting: Thursday, 31<sup>st</sup> August, 2017**

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Folio No. / DP ID - Client ID: \_\_\_\_\_

I / We, being the Member(s), holding, \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_,

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **64<sup>th</sup> AGM of the Company**, to be held on **Thursday, 31<sup>st</sup> August, 2017** at **11:00 a.m.** at **Walchand Hirachand Hall, Indian Merchants' Chamber, Churchgate, Mumbai – 400 020, Maharashtra, India** and at any adjournment thereof in respect of such resolutions as indicated below:

| Resolution No.           | Resolution  | Vote<br>(Optional, see Note 3) |         |
|--------------------------|---|--------------------------------|---------|
|                          |   | For                            | Against |
| <b>Ordinary Business</b> |   |                                |         |
| 1                        | Adoption of Financial Statements (Standalone & Consolidated) for the year ended 31 <sup>st</sup> March, 2017 and Directors' Report and Auditor's Report thereon |                                |         |
| 2                        | Declare Dividend for FY 2016-17   |                                |         |
| 3                        | Re-appointment of Ms. A. B. Advani, as Director, who retires by rotation  |                                |         |
| 4                        | Re-appointment of Mrs. N. Malkani Nagpal, as Director, who retires by Rotation  |                                |         |
| 5                        | Ratification of appointment of M/s. Walker Chandiok & Co., LLP Chartered Accountants, as the Statutory Auditors and fixing their remuneration                   |                                |         |
| <b>Special Business</b>  |   |                                |         |
| 6                        | Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountant, Mumbai, as the Cost Auditors for FY 2017-18.                         |                                |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder: \_\_\_\_\_

Affix  
Revenue  
Stamp of  
not less than  
Re.1

**Notes:**

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For Explanatory Statement and Notes, please refer to the Notice of the 64<sup>th</sup> AGM.
3. It is optional to put 'X' in the appropriate column against the Resolution indicated in the Box above. If you leave 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all the details, including the details of Member(s), before submission.



## ADOR WELDING LIMITED

**Registered Office:** Ador House, 6, K. Dubash Marg, Fort, Mumbai - 400 001-16, Maharashtra, INDIA.

**Tel:** +91 22 6623 9300 / 2284 2525 | **Fax:** +91 22 2287 3083

**Website:** www.adorwelding.com | **Email:** investorservices@adorians.com

**CIN:** L70100MH1951PLC008647

### ATTENDANCE SLIP

#### 64<sup>th</sup> Annual General Meeting

Folio No. / DP ID - Client ID:

Name and Address  
of the shareholder(s):

Name of Joint Holder(s):

No. of Shares held:

I hereby record my presence at the **64<sup>th</sup> Annual General Meeting** of the Company held at **Walchand Hirachand Hall**, Indian Merchants' Chamber, Churchgate, Mumbai – 400 020, Maharashtra, India on **Thursday, 31<sup>st</sup> August, 2017** at **11:00 am**.

Member's Signature

Proxy's Name (in Block Letters)

Proxy's Signature

#### Notes:

1. Please submit this Attendance Slip, duly filled-in and signed, at the attendance verification desk, at the entrance of the Meeting venue.
2. Electronic copy of 64<sup>th</sup> Annual Report for FY 2016-17 and Notice of the 64<sup>th</sup> Annual General Meeting (AGM), alongwith the Attendance Slip and Proxy Form, is sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant / RTA. Members receiving electronic copy and attending AGM are requested to carry a printed copy of this Attendance Slip.
3. Physical copy of 64<sup>th</sup> Annual Report for FY 2016-17 and Notice of 64<sup>th</sup> AGM, along with the Attendance Slip and Proxy Form, is sent by permitted mode(s) of dispatch to all the Members, whose e-mail addresses are not registered with the Company / Depository Participant / RTA.



#### E-voting Information

| EVEN (Remote e-voting Event Number) | USER ID | PASSWORD / PIN |
|-------------------------------------|---------|----------------|
|                                     |         |                |

Please read the instructions given under Notes to the Notice of the 64<sup>th</sup> Annual General Meeting carefully, before voting electronically.