

## Scrutinizers' Report- Combined

### Consolidated Report of Scrutinizers on remote e-voting and voting by poll at the 63<sup>rd</sup> Annual General Meeting

To,

The Chairperson of 63<sup>rd</sup> Annual General Meeting of the Members of Ador Welding Limited (the Company) held on Thursday, 28<sup>th</sup> day of July, 2016 at 3.30 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, Churchgate, Mumbai- 400 020, Maharashtra, India.

Dear Sir,

**Re: Scrutinizer's Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 thereunder, Secretarial Standards - 2 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 63<sup>rd</sup> Annual General Meeting of Ador Welding Limited held on 28<sup>th</sup> July, 2016 at 3.30 p.m.**

1. We, M/s. VPP & Associates, Practicing Company Secretaries, Mumbai, have been appointed as the Scrutinizer by the Board of Directors of Ador Welding Limited (the Company) at their meeting held on 10<sup>th</sup> May 2016 for scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015, the Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Company had availed the remote e-voting facility provided by National Securities Depository Services Limited (NSDL) for conducting the remote e-voting by the Members of the Company. The remote e-voting commenced from Monday, 25<sup>th</sup> July 2016 (9.00 IST) to Wednesday, 27<sup>th</sup> July 2016 (17.00 IST) and the NSDL remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Members of the Company through remote e-voting, we have issued separate Scrutinizer's Report dated 28<sup>th</sup> July 2016 **on the remote e-voting.**
4. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and in terms of Secretarial Standards - 2, the Chairperson in the 63<sup>rd</sup> Annual General Meeting (AGM) appointed us, namely, Mr. Vipin Mehta, Partner of VPP & Associates, Practicing Company Secretaries and Ms. Mona Augustine Aguiar, Member of Ador Welding Limited having DP-Client Id IN300239-13915627 as the Scrutinizers to conduct the Poll process in a fair and transparent



manner on all the resolutions provided in the notice of the 63<sup>rd</sup> AGM of the Members of the Company.

5. On the basis of the votes cast by the Members through poll, we have issued separate Scrutinizer's Report dated 28<sup>th</sup> July 2016 on the poll taken on the resolutions provided in the notice of the 63<sup>rd</sup> AGM.
6. As requested by the management we submit herewith our combined report on the result of remote e-voting together with that of Poll as under:-

Items of Notice	No. of votes cast in favour	No of votes cast against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
1. Adoption of the Audited Financial Statements for the Financial Year ended 31 <sup>st</sup> March, 2016 together with the Reports of the Directors and the Auditors (Ordinary Resolution)	9564967	0	225	100.000	0.000
2. Declaration of dividend on Equity Shares for the Financial Year ended 31 <sup>st</sup> March, 2016 (Ordinary Resolution)	9564967	0	225	100.000	0.000
3. Re-appointment of Mr. A. T. Malkani (DIN: 01585637) as the Director (Ordinary Resolution)	9564517	400	225	99.996	0.004
4. Re-appointment of Mr. D. A. Lalvani (DIN: 01771000) as the Director (Ordinary Resolution)	9563482	400	225	99.996	0.004
5. Ratification of appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, as Statutory Auditors for FY 2016-17 and fixing their remuneration (Ordinary Resolution)	9564817	100	225	99.999	0.001



*Handwritten signature*

6. Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai as Cost Auditors for FY 2016-17 (Ordinary Resolution)	9564817	100	225	99.999	0.001
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\* The invalid votes are not considered for the purpose of calculating the percentage

Thanking you,

Yours faithfully,  
For **VPP & Associates**  
Practicing Company Secretaries



**Vipin Mehta**  
Partner  
Scrutinizer  
C.P. No.: 9869; FCS No: 8587




**Mona Augustine Aguiar**  
Member  
Scrutinizer  
DP-Client Id IN300239-13915627

Date: 28<sup>th</sup> July 2016  
Place: Mumbai

Acknowledge receipt of the same  
For **Ador Welding Limited**,



**A. B. Advani**  
Executive Chairperson  
DIN: 00029256  
Date: 28<sup>th</sup> July 2016  
Place: Mumbai

