

HEMANSHU KAPADIA & ASSOCIATES
COMPANY SECRETARIES

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Scrutiniser's Report - Combined

Consolidated Report of Scrutiniser's on remote e-voting and voting by poll at the Annual General Meeting

To,

The Chairman of 62th Annual General Meeting of the members of Ador Welding Limited (the Company) held on Thursday, the 30th day of July, 2015 at 3.30 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, Churchgate, Mumbai-400 020, Maharashtra, India.

Dear Sir,

Re: Scrutiniser's Report on remote e-voting and voting by poll at the Annual General Meeting in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and applicable provisions of Listing Agreement.

1. I, Hemanshu Kapadia, of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai, have been appointed as a Scrutiniser by the Board of Directors of Ador Welding Limited (the Company) at their meeting held on 07th May 2015 for conducting the following:
 - a) 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 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India; and
 - b) Voting at the AGM under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, at the AGM held on 30th July 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 shareholders of the Company. The remote e-voting commenced from Sunday, 26th July 2015 (9.00 a.m.) to Wednesday, 29th July 2015 (5.00 p.m.) and the NSDL remote e-voting platform was blocked thereafter.



3. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutiniser's Report dated 30th July 2015 **on the remote e-voting**.
4. Under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and in terms of Secretarial Standard, the Chairman in the Annual General Meeting appointed me as Scrutiniser for the Poll on the resolutions contained in the notice to the 62nd Annual General Meeting (AGM) of the members of the Company.
5. On the basis of the votes cast by the Shareholders through poll, I have issued separate Scrutinisers' Report dated 30th July 2015 **on the poll** taken on the resolutions contained in the notice to the AGM.
6. As requested by management I submit herewith my combined report on the result of e-voting together with that of Poll as under:-

| Item 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 Audited Accounts (Ordinary Resolution) | 9532220 | 0 | 1010 | 100.00 | 0 |
| 2. To declare dividend on equity shares (Ordinary Resolution) | 9532220 | 0 | 1010 | 100.00 | 0 |
| 3. Re-appointment of Ms. A. B. Advani as a Director (Ordinary Resolution) | 9236740 | 0 | 1010 | 100.00 | 0 |
| 4. Re-appointment of Mr. R. A. Mirchandani as a Director (Ordinary Resolution) | 9524218 | 0 | 1010 | 100.00 | 0 |
| 5. Appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants, as Statutory Auditors and fixing their | 9532220 | 0 | 1010 | 100.00 | 0 |



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| remuneration (Ordinary Resolution) | | | | | |
| 6. Ratification of remuneration payable to Mr. Vishvesh Desai, Cost Accountant, Pune as Cost Auditors for FY 2015-16 (Ordinary Resolution) | 9532220 | 0 | 1010 | 100.00 | 0 |
| 7. Approval for entering into Related Party Transactions by the Company (Special Resolution) | 1947158 | 1775 | 1010 | 99.91 | 0.09 |
| 8. Appointment of Mr. G. M. Lalwani as an Independent Director of the Company (Ordinary Resolution) | 9530460 | 1750 | 1010 | 99.98 | 0.02 |
| 9. Appointment of Mr. S. G. Mirchandani as an Independent Director of the Company (Ordinary Resolution) | 9530470 | 1750 | 1010 | 99.98 | 0.02 |
| 10. Re-designation & appointment of Mrs. N. Malkani Nagpal as the Whole-time Director (Special Resolution) | 9473118 | 1750 | 1010 | 99.98 | 0.02 |
| 11. Re-Appointment of Mr. S. M. Bhat as the Managing Director (Special Resolution) | 9532220 | 0 | 1010 | 100.00 | 0 |
| 12. Amendment in | 9234990 | 1750 | 1010 | 99.98 | 0.02 |

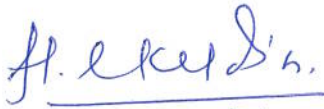


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| remuneration payable to Ms. A. B. Advani, the Executive Chairman, in case of losses or inadequacy of profits (Special Resolution) | | | | | |
|---|--|--|--|--|--|

** The invalid votes are not considered for the purpose of calculating the percentage*

Thanking you,

Yours faithfully,



Hemanshu Kapadia
Scrutiniser
 Practicing Company Secretary
 C.P. No.: 2285

Place: Mumbai

Date: 30th July 2015

Acknowledge receipt of the same



A. B. Advani
Executive Chairman
 Ador Welding Ltd.
 DIN: 00029256

Place: Mumbai

Date: 30th July 2015

