

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L70100MH1951PLC008647

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACA9076B

(ii) (a) Name of the company

ADOR WELDING LIMITED

(b) Registered office address

Ador House,  
6, K. Dubash Marg, Fort,  
Mumbai  
Maharashtra  
400001

(c) \*e-mail ID of the company

vmbhide@adorians.com

(d) \*Telephone number with STD code

02266239300

(e) Website

www.adorwelding.com

(iii) Date of Incorporation

22/10/1951

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE and National Stock Exchange (India) Limited	1,025
2		

(b) CIN of the Registrar and Transfer Agent

U67190MH1994PTC077176

Pre-fill

Name of the Registrar and Transfer Agent

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

UNIT NO.1, LUTHRA INDUSTRIAL PREMISES, SAFED POOL  
ANDHERI KURLA ROAD, ANDHERI EAST

(vii) \*Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

10/08/2018

(b) Due date of AGM

30/09/2018

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	67
2	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	33

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	J B ADVANI AND COMPANY PR	U51900MH1925PTC004217	Holding	50.01

2	ADOR WELDING ACADEMY PR	U74900PN2012PTC144148	Subsidiary	100
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#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	30,000,000	13,598,467	13,598,467	13,598,467
Total amount of equity shares (in Rupees)	300,000,000	135,984,670	135,984,670	135,984,670

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	30,000,000	13,598,467	13,598,467	13,598,467
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	300,000,000	135,984,670	135,984,670	135,984,670

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
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<b>Equity shares</b>				
<b>At the beginning of the year</b>	13,598,467	135,984,670	135,984,670	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	13,598,467	135,984,670	135,984,670	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				

<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			751,464,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			63,400,000
Deposit			0
<b>Total</b>			<b>814,864,000</b>

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

4,674,500,000

**(ii) Net worth of the Company**

2,477,100,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	859,506	6.32	0	
	(ii) Non-resident Indian (NRI)	49,050	0.36	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,800,531	50.01	0	
10.	Others	0	0	0	
	<b>Total</b>	7,709,087	56.69	0	0

**Total number of shareholders (promoters)**

16

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,897,132	21.3	0	
	(ii) Non-resident Indian (NRI)	268,482	1.97	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	175,785	1.29	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	5,765	0.04	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	2,133,480	15.69	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	375,246	2.76	0	
10.	Others [Clearing Members (33390)]	33,490	0.25	0	
	<b>Total</b>	5,889,380	43.3	0	0

**Total number of shareholders (other than promoters)**

13,878

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

13,894

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	17	16
Members (other than promoters)	13,988	13,894
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	2	3	2	3	2.77	0.98
<b>B. Non-Promoter</b>	1	6	1	6	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	6	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	9	3	9	2.77	0.98

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 14

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ms. A. B. Advani	00029256	Whole-time director	295,480	
Mr. S. M. Bhat	05168265	Managing Director	0	
Mrs. N. Malkani Nagpal	00031985	Whole-time director	81,052	
Mr. R. A. Mirchandani	00175501	Director	8,002	
Mr. A. T. Malkani	01585637	Director	103,626	
Mr. D. A. Lalvani	01771000	Director	21,702	
Mr. M. K. Maheshwari	00012341	Director	0	
Mr. P. K. Gupta	00963094	Director	0	
Mr. R. N. Sapru	02332414	Director	0	
Mr. K. Digvijay Singh	00004607	Director	0	
Mr. G. M. Lalwani	06928792	Director	10	
Mr. S. G. Mirchandani	01179921	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. G. A. Patkar	AAJPP2905L	CFO	0	
Mr. V. M. Bhide	AACP4854F	Company Secretar	150	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	31/08/2017	13,341	55	56.7

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/05/2017	12	12	100
2	30/08/2017	12	11	91.67
3	06/12/2017	12	10	83.33
4	05/02/2018	12	11	91.67

**C. COMMITTEE MEETINGS**

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	09/05/2017	4	4	100
2	AUDIT COMM	30/08/2017	4	4	100
3	AUDIT COMM	06/12/2017	4	4	100
4	AUDIT COMM	05/02/2018	4	3	75
5	NOMINATION	09/05/2017	3	3	100
6	STAKEHOLDER	09/05/2017	4	4	100
7	STAKEHOLDER	30/08/2017	4	3	75
8	STAKEHOLDER	06/12/2017	4	3	75
9	STAKEHOLDER	05/02/2018	4	4	100
10	CORPORATE	09/05/2017	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Ms. A. B. Advani	4	3	75	4	3	75	Yes
2	Mr. S. M. Bhatnagar	4	4	100	4	4	100	Yes
3	Mrs. N. Malkani	4	4	100	4	4	100	Yes
4	Mr. R. A. Mirchandani	4	2	50	4	2	50	No
5	Mr. A. T. Malhotra	4	4	100	7	7	100	Yes
6	Mr. D. A. Lalvani	4	4	100	10	10	100	Yes
7	Mr. M. K. Mahajan	4	4	100	7	7	100	Yes
8	Mr. P. K. Gupta	4	3	75	4	3	75	Yes
9	Mr. R. N. Sapru	4	4	100	1	1	100	Yes
10	Mr. K. Digvijay	4	4	100	4	4	100	Yes
11	Mr. G. M. Lalwani	4	4	100	2	2	100	No

12	Mr. S. G. Mircl	4	4	100	0	0	0	Yes
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**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ms. A. B. Advani	Executive Chairn	13,111,000	358,000	0	0	13,469,000
2	Mr. S. M. Bhat	Managing Direct	10,498,000	1,288,000	0	1,831,000	13,617,000
3	Mrs. N. Malkani Nag	Whole Time Dire	9,145,000	358,000	0	0	9,503,000
	Total		32,754,000	2,004,000	0	1,831,000	36,589,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. G. A. Patkar	CFO	2,660,000	0	0	0	2,660,000
2	Mr. V. M. Bhide	Company Secre	3,223,000	0	0	0	3,223,000
	Total		5,883,000	0	0	0	5,883,000

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. S. G. Mirchanda	Director	0	358,000	0	40,000	398,000
2	Mr. R. A. Mirchanda	Director	0	358,000	0	30,000	388,000
3	Mr. A. T. Malkani	Director	0	358,000	0	84,000	442,000
4	Mr. D. A. Lalvani	Director	0	358,000	0	73,000	431,000
5	Mr. M. K. Maheshw	Director	0	358,000	0	77,000	435,000
6	Mr. P. K. Gupta	Director	0	358,000	0	54,000	412,000
7	Mr. R. N. Sapru	Director	0	358,000	0	45,000	403,000
8	Mr. K. Digvijay Sing	Director	0	358,000	0	72,000	430,000
9	Mr. G. M. Lalwani	Director	0	358,000	0	40,000	398,000
	Total		0	3,222,000	0	515,000	3,737,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

K.G. Saraf

Whether associate or fellow

Associate  Fellow

Certificate of practice number

642

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director



DIN of the director

#### To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

#### List of attachments

<b>Attach</b>	MGT 9 list of transfer FY2017-18.pdf
<b>Attach</b>	Ador Welding MGT-8 2018.pdf
<b>Attach</b>	Annexure to IX C 2018.pdf
<b>Attach</b>	MGT 9 List of shareholders FY2017-18com

**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**