

## REGD. & CORPORATE OFFICE

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Corporate Identity No: L70100MH1951PLC008647

## AWL/SEC/SE/2019-20

ADOR WELDING LIMITED

27<sup>th</sup> July, 2019

BSE LTD.

Phiroze Jeejeebhoy Towers, 01<sup>st</sup> Floor, Dalal Street, Fort, Mumbai - 400 023. NATIONAL STOCK EXCHANGE OF INDIA LTD.

Exchange Plaza, C - 1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.

Company Scrip Code: 517041

Company Scrip Code: ADORWELD

Dear Sirs,

## Sub: Outcome of the 66th Annual General Meeting (AGM)

We wish to inform you that 66<sup>th</sup> Annual General Meeting (AGM) of our Company was held on Friday, 26<sup>th</sup> July, 2019 commenced at 11:00 am and concluded at 02:15 pm. In the said meeting, the business mentioned in the Notice of the AGM dated 16<sup>th</sup> May, 2019 was transacted.

In view of above please find enclosed herewith the following:-

- 1. Voting results of the business transacted at the said AGM, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as **Annexure I.**
- 2. Report of the Scrutinizer dated 27<sup>th</sup> July, 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as Annexure II.

The above documents are also being uploaded on the Company's website at www.adorwelding.com.

We hereby request you to take this on record and acknowledge its receipt.

Thanking you,

Yours Sincerely,

For ADOR WELDING LIMITED

V. M. BHIDE

**COMPANY SECRETARY** 

Encl.: As above



			Ado	r Welding Lim	ited				
Resolution Required : (Ordi	narv)			and adopt the Audite ended 31st March, 20 on.					
Whether promoter/ promothe agenda/resolution?	CARLOR OF THE CA	nterested in	9			No	<b>o</b> v		
Category	Mode of Voting	No. of							
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting		7711077	99.9997	7711077	0	100.0000	0.0000	
Promoter and Promoter	Poll	=	0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot	7711097	0	0.0000	0	0	0.0000	0.0000	
	Total		7711077	99.9997	7711077	0	100.0000	0.0000	
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions	Postal Ballot	2174873	0 1725701	0.0000 <b>79.3472</b>	0 <b>1725701</b>	0	0.0000		
	Total		2787	0.0751	2784	3	99.8924		
i i	E-Voting Poll		717	0.0751	717	0	100.0000		
Public Non Institutions	Postal Ballot	3712497	3504		0 <b>3501</b>	0			
Total	TOTAL	13598467	9440282		9440279	3		L 300000	





			Ado	r Welding Lim	ited				
			2 - To consider and adopt the Audited Consolidated Financial Statements of the Company for the						
			Financial Year	ended 31st March, 20	)19 together w	ith the Report	of the Auditors there	on.	
Resolution Required : (Ordi	nary)								
Whether promoter/ promothe agenda/resolution?	ter group are ir	nterested in	No						
Category	Mode of								
	Voting			% of Votes Polled			% of Votes in		
\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against	
		shares held	polled	shares	– in favour	–Against	polled	on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting		7711077	99.9997	7711077	0	100.0000	0.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Section and Section and Control of the Control of t		7711097							
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		7711077	99.9997	7711077	0	100.0000	0.0000	
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions		2174873							
_	Postal Ballot		О	0.0000	О .	О	0.0000	0.0000	
	Total		1725701	79.3472	1725701	0	100.0000	0.0000	
	E-Voting		2787	0.0751	2784	3	99.8924	0.1076	
	Poll		717	0.0193	717	0	100.0000	0.0000	
Public Non Institutions		3712497							
	Postal Ballot		o	0.0000	0	0	0.0000	0.0000	
	Total		3504	0.0944	3501	3	99.9144	0.0856	
Total		13598467	9440282	69.4217	9440279	3	100.0000	0.0000	





			Ado	r Welding Lim	ited				
Resolution Required : (Ordi	nary)		3 - To declare	Dividend on Equity Sh	nares for the Fi	nancial Year en	ded 31st March, 201	9.	
Whether promoter/ promothe agenda/resolution?	ter group are ir	nterested in	No						
Category	Mode of Voting	1800 C	% of Votes Polled % of Votes in						
2		No. of	No. of votes	on outstanding	1	No. of Votes	favour on votes	% of Votes against	
		shares held	polled	shares	– in favour	-Against	polled	on votes polled	
	E-Voting	[1]	[ <b>2</b> ] 7711077	[3]={[2]/[1]}*100 99.9997	[ <b>4</b> ] 7711077	[5] 0	[6]={[4]/[2]}*100 100.0000	[7]={[5]/[2]}*100 0.0000	
	Poll		7/110//	0.0000	7/110//	0	0.0000		
Promoter and Promoter	7 011	7711097		0.0000		0	0.0000	0.0000	
Group	Postal Ballot	,,1103,	0	0.0000	0	0	0.0000	0.0000	
	Total		7711077	99.9997	7711077	0	100.0000	0.0000	
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions		2174873							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		1725701	79.3472	1725701	0	100.0000	0.0000	
	E-Voting		2787	0.0751	2784	3	99.8924	0.1076	
	Poll		717	0.0193	717	0	100.0000	0.0000	
Public Non Institutions		3712497				=			
	Postal Ballot		0	0.0000			0.0000	0.0000	
	Total		3504	0.0944	3501	3	99.9144	0.0856	
Total		13598467	9440282	69.4217	9440279	3	100.0000	0.0000	





			Ado	r Welding Lim	ited				
Resolution Required : (Ordi	nary)		4 - Re-appoint retires by rota	ment of Mrs. N. Malk tion.	ani Nagpal (DII	N: 00031985) a	s the Whole - Time D	irector, who	
Whether promoter/ promo		atorostod in							
the agenda/resolution?	ter group are in	iteresteu iii	No						
Category	Mode of								
9 9	Voting			% of Votes Polled			% of Votes in		
i i		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against	
		shares held	polled	shares	– in favour	–Against	polled	on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting		7711077	99.9997	7711077	0	100.0000	0.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group		7711097							
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
///	Total		7711077	99.9997	7711077	0	100.0000	0.0000	
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000	
th.	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions		2174873							
i h	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
233	Total		1725701	79.3472	1725701	0	100.0000	0.0000	
	E-Voting		2787	0.0751	2784	3	99.8924	0.1076	
N. 10	Poll		717	0.0193	717	0	100.0000	0.0000	
Public Non Institutions		3712497							
	Postal Ballot		0	0.0000	0	0	0.0000		
1	Total		3504	0.0944	3501	3	99.9144	200000000000000000000000000000000000000	
Total		13598467	9440282	69.4217	9440279	3	100.0000	0.0000	



ly .			Ado	r Welding Lim	nited				
Paralutian Paguinad / Oudi			5 - Re-appoint rotation.	ment of Mr. A. T. Mal	kani (DIN: 0158	35637) as the N	on-Executive Directo	r, who retires by	
Resolution Required : (Ordi Whether promoter/ promo		nterested in							
the agenda/resolution?	ter group are ii	iterestea iii		No					
Category	Mode of								
	Voting			% of Votes Polled			% of Votes in		
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against	
		shares held	polled	shares	– in favour	-Against	polled	on votes polled	
F)		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting		7711077	99.9997	7711077	0	100.0000	A THE REST OF THE PARTY OF THE	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group		7711097							
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		7711077	99.9997	7711077	0	100.0000	0.0000	
0.00	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions		2174873							
A	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
Ti in the second	Total		1725701	79.3472	1725701	0	100.0000	0.0000	
Ti di	E-Voting		2787	0.0751	2784	3	99.8924	0.1076	
	Poll		717	0.0193	717	0	100.0000	0.0000	
Public Non Institutions		3712497							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
×	Total		3504	0.0944	3501	3	99.9144	0.0856	
Total		13598467	9440282	69.4217	9440279	3	100.0000	0.0000	





			Ado	r Welding Lim	nited			
Resolution Required : (Ordi	inary)			of remuneration pay e Cost Auditors, for F		shore Bhatia &	Associates, Cost Acco	ountants,
Whether promoter/ promothe agenda/resolution?	eter group are i	nterested in	No					
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	SA DA CO	% of Votes in favour on votes	% of Votes against
		shares held	polled	shares	– in favour	-Against	polled	on votes polled
	E Matia	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		7711077	99.9997	7711077	0	100.0000	0.0000
Promoter and Promoter	Poll	7711097	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	//1103/	0	0.0000	0	0	0.0000	0.0000
	Total		7711077	99.9997	7711077	0	100.0000	0.0000
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		2174873						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1725701	79.3472	1725701	0	100.0000	0.0000
	E-Voting		2787	0.0751	2784	3	99.8924	0.1076
	Poll		717	0.0193	717	0	100.0000	0.0000
Public Non Institutions		3712497						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Į.	Total		3504	0.0944	3501	3	99.9144	0.0856
Total		13598467	9440282	69.4217	9440279	3	100.0000	0.0000





			Ado	r Welding Lim	nited			
			7 - Re-appoint	ment of Ms. Aruna B.	Advani (DIN: 0	00029256) as th	e Executive Chairma	n of the
			Company.					
Resolution Required : (Spec	cial)							
Whether promoter/ promother agenda/resolution?	ter group are in	nterested in				Ye	s	
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		7415597	96.1679	7415597	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		7711097						
Стоир	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7415597	96.1679	7415597	0	100.0000	0.0000
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		2174873						729
	Postal Ballot		0	0.0000	0	0	0.0000	ATLA TOTAL TO
	Total		1725701	79.3472	1725701	0	100.0000	
	E-Voting		2787	0.0751	2784	3	99.8924	0.1076
	Poll		717	0.0193	717	0	100.0000	0.0000
Public Non Institutions	(c) spheri	3712497						tigat on an extensi
	Postal Ballot		0	0.0000		0	0.0000	
	Total		3504	0.0944	3501	3	99.9144	-
Total		13598467	9144802	67.2488	9144799	3	100.0000	0.0000

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			Ado	r Welding Lim	ited			
Resolution Required : (Spec	ial)		8 - Re-appoint	ment of Mr. P. K. Gup	ta (DIN: 00963	094) as an Inde	pendent Director of t	he Company.
Whether promoter/ promo the agenda/resolution?	ter group are ir	nterested in				N	0	
Category	Mode of Voting			% of Votes Polled	N 61/	N. C.V.	% of Votes in	0/ - f V - t
		No. of shares held	No. of votes polled	on outstanding shares	No. of Votes - in favour	-Against	favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	[-]	7711077	99.9997	7711077	0		
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot	7711097	0	0.0000	0	0	0.0000	0.0000
	Total		7711077	99.9997	7711077	0	100.0000	0.0000
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000
v.	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	2174873	0 <b>1725701</b>	0.0000 <b>79.3472</b>	0 <b>1725701</b>	0	0.0000 <b>100.000</b> 0	
	E-Voting		2787	0.0751		3	99.8924	WALL TO THE PROPERTY OF THE PR
a	Poll		717	0.0193	100000000000000000000000000000000000000	0	100.0000	0.0000
Public Non Institutions	Postal Ballot	3712497	0 <b>3504</b>	0.0000 <b>0.0944</b>	0	0	0.0000 99.9144	
Total		13598467	9440282	69.4217			100.0000	NOT STATE OF





			Ado	r Welding Lim	ited				
Resolution Required : (Spec	ial)		9 - Re-appoint	ment of Mr. R. N. Sap	ru (DIN: 02332	414) as an Inde	pendent Director of t	he Company.	
Whether promoter/ promothe agenda/resolution?	ter group are ir	nterested in	No						
Category	Mode of Voting		% of Votes Polled No. of votes on outstanding No. of Votes No. of Votes favour on votes % of Votes agai						
		No. of shares held	No. of votes	on outstanding shares	No. of Votes  - in favour	-Against	favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting	[-1	7711077	99.9997	7711077	0	Authorities to a real school of	and observations	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Promoter and Promoter Group	Postal Ballot	7711097	0	0.0000	0	0	0.0000	0.0000	
	Total		7711077	99.9997	7711077	0	100.0000		
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000	
	Poll	-	0	0.0000	0	0	0.0000	0.0000	
Public Institutions		2174873							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		1725701	79.3472	1725701	0	100.0000	12 12 12 12 12 12 12 12 12 12 12 12 12 1	
	E-Voting		2787	0.0751	2784	3	99.8924	0.1076	
	Poll		717	0.0193	717	0	100.0000	0.0000	
Public Non Institutions		3712497							
	Postal Ballot		0	0.0000		0			
	Total		3504	0.0944	3501	3			
Total		13598467	9440282	69.4217	9440279	3	100.0000	0.0000	





			Ado	r Welding Lim	nited					
			10 - Re-appointment of Mr. K. Digvijay Singh (DIN: 00004607) as an Independent Director of the							
			Company.	Company.						
Resolution Required : (Spec	ial)									
Whether promoter/ promother agenda/resolution?	ter group are ir	nterested in	No							
Category	Mode of									
	Voting		% of Votes Polled % of Votes in							
9		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against		
		shares held	polled	shares	– in favour	-Against	polled	on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
	E-Voting		7711077	99.9997	7711077	0	100.0000	0.0000		
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000		
Group		7711097								
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total		7711077	99.9997	7711077	0	100.0000	0.0000		
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
Public Institutions		2174873								
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total		1725701	79.3472	1725701	0	100.0000	0.0000		
Ti Ti	E-Voting		2540	0.0684	2290	250	90.1575	9.8425		
	Poll		717	0.0193	717	0	100.0000	0.0000		
Public Non Institutions		3712497								
	Postal Ballot		О	0.0000	0	0	0.0000	0.0000		
	Total		3257	0.0877	3007	250	92.3242	7.6758		
Total		13598467	9440035	69.4198	9439785	250	99.9974	0.0026		





8			Ado	r Welding Lim	nited			
Resolution Required : (Spec	ial)		11 - Re-appoin	tment of Mr. G. M. La	alwani (DIN: 06	928792) as an	ndependent Director	of the Company.
Whether promoter/ promo the agenda/resolution?	ter group are ir	nterested in				No	0	
Category Mode of Voting % of Votes Polled % of Votes Polled % of Votes in favour on votes % of Votes No. of Votes No. of Votes favour on votes % of Votes No. of Votes No. of Votes favour on votes % of Votes No. of Votes No. of Votes favour on votes % of Votes No. o							% of Votes against	
		shares held	polled	shares	– in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	1-3	7711077	99.9997	7711077	0	100.0000	
ŀ	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	7711097	0	0.0000	0	0	0.0000	0.0000
	Total		7711077	99.9997	7711077	0	100.0000	0.0000
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	2174873	0 <b>1725701</b>	0.0000 <b>79.3472</b>	0 <b>1725701</b>	0	0.0000 <b>100.000</b> 0	
	E-Voting		2777	0.0748		3	99.8920	0.1080
	Poll		717	0.0193		0	100.0000	0.0000
Public Non Institutions	Postal Ballot	3712497	0	1001100100000			0.0000	
Total	Total	13598467	3494 9440272	0.0941 69.4216	3491 9440269	3	99.9141 100.0000	





			Ado	r Welding Lim	ited			
Resolution Required : (Spec	ial)		12 - Re-appoin Company.	tment of Mr. S. G. Mi	rchandani (DIN	l: 01179921) as	an Independent Dire	ctor of the
Whether promoter/ promothe agenda/resolution?	ter group are ir	nterested in				N	0	
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	5001
5		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		7711077	99.9997	7711077	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		7711097						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7711077	99.9997	7711077	0	100.0000	0.0000
	E-Voting		1725701	79.3472	1725701	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		2174873						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1725701	79.3472	1725701	0	100.0000	0.0000
	E-Voting		2787	0.0751	2784	3	99.8924	0.1076
	Poll		717	0.0193	717	0	100.0000	0.0000
Public Non Institutions		3712497						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3504	0.0944	3501	3	99.9144	0.0856
Total		13598467	9440282	69.4217	9440279	3	100.0000	0.0000





			Ado	r Welding Lim	nited					
Resolution Required : (Special)			13 - Payment of commission to the Non-Executive Directors.							
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes							
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against		
		shares held	polled	shares	– in favour	-Against	polled	on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
	E-Voting		7577757	98.2708	7577757	0	100.0000	0.0000		
Promoter and Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	7711097	0	0.0000	0	0	0.0000	0.0000		
	Total		7577757	98.2708	7577757	0	100.0000			
Public Institutions	E-Voting		1725701	79.3472	1725701	0	100.0000	STREET, STREET		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	2174873	0	0.0000	10.00	0	0.0000			
	Total		1725701	79.3472	1725701	0	100.0000	Samuel Holmes		
Public Non Institutions	E-Voting		2777	0.0748		13	99.5319			
	Poll		717	0.0193	717	0	100.0000	0.0000		
		3712497					7	2 1000000000		
	Postal Ballot		0	0.0000			0.0000			
	Total		3494	0.0941	3481	13	99.6279			
Total		13598467	9306952	68.4412	9306939	13	99.9999	0.0001		





## Scrutinizers' Report- Combined (Consolidated Report of Scrutinizers on remote e-voting and voting by poll at the 66th Annual General Meeting)

To,
The Company Secretary
66th Annual General Meeting of the Members of
Ador Welding Limited
Ador House, 6, K. Dubash Marg, Fort,
Mumbai – 400 001

Dear Sir,

Re: Combined Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rulesmade thereunder, Secretarial Standards-2 on General Meetings and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 66th Annual General Meeting (AGM) of the Members of Ador Welding Limited held on Friday, July 26th, 2019 at 11.00 a.m.at Walchand Hirachand Hall, Indian Merchants' Chamber, Churchgate, Mumbai-400 020

- 1. I, Hemanshu Kapadia, Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Ador Welding Limited ("the Company") at their meeting held on May 16<sup>th</sup> May, 2019 for scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), the Secretarial Standards- 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the 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 Tuesday, 23<sup>rd</sup> July, 2019 (at 9:00 am IST) and ended on Thursday, 25<sup>th</sup> July, 2019 (at 5:00 pm 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 evoting, I have issued separate Scrutinizer's Report dated 27th July, 2019 on the remote evoting.
- 4. Under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014and in terms of SS 2, the Chairperson in the 66th Annual General Meeting (AGM) appointed us, namely, Mr. Hemanshu Kapadia, Proprietor of Hemanshu Kapadia& Associates, Practising Company Secretaries, and Mr. Raghunath Atmaram Sarvankar, Member of Ador Welding Limited having DP-Client Id 12071600-00012986as the Scrutinizers to conduct the Poll process in a fair and transparent



Page 1 of 4

manner on all the resolutionsprovided in the notice of the 66th 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 27th July 2019 on the poll taken on the resolutions provided in the notice of the 66th 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 underwith brief description of resolutions. Kindly refer the notice of 66th AGM of the Company for the complete details of resolutions:-

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
A. Ordinary Business:	ber, Charch	nts Class	atomM as	Bet (Bett )	Rechard
1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019together with Reports of the Board of Directors' and the Auditors thereon.(Ordinary Resolution)	9440279	3	anible William A lands of Willia	100.00	0.00
2. To consider and adopt the Audited-Consolidated Financial Statements of the Company for the Financial Year ended 31stMarch, 2019 together with the Report of the Auditors thereon. (Ordinary Resolution)	9440279	3	holisva b bottptid se stomer pri sebenudii	100.00	0.00
3.To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2019. (Ordinary Resolution)	9440279	3	1	100.00	0.00
4. To appoint a Director in place of Mrs. N. MalkaniNagpal(DIN: 00031985), who retires by rotation and being eligible, offers herself for reappointment. (Ordinary Resolution)	9440279	3	1	100.00	0.00
5. To appoint a Director in place of Malkani (DIN: 01585637),		3	1	100.00	0.00

C. P. No. 2285

who retires by rotation and being	s will of bet	de emodule	non onl 18	UB95 30	
eligible, offers himself for re-	d des w	behivom	g system	thoves of	raconi.
appointment. (Ordinary Resolution)	Read MysuS	edilibel an	nde even	ord of vari	amp.
MCAMAA self to noviet flor	the time of pa		ne Francis	rie bess was	ergs/X)
B. Special Business:					
6. Ratification of remuneration	9440279	3	1	100.00	0.00
payable to M/s. Kishore Bhatia &			1	100.00	0.00
Associates, Cost Accountants,		entain		ishu Kapa	
Mumbai as Cost Auditors for the				Company	
Financial Year 2019-20. (Ordinary				0	
Resolution)			-	Kest	0 1
7.Re- appointment of Ms. Aruna B.	9144799	3	295481	100.00	0.00
Advani (DIN: 00029256) as the					0.00
Executive Chairman of the	Roge	. *		Kapadia	
Company.(Special Resolution)	• Meri				
8. Re-appointment of Mr. P. K. Gupta	9440279	3	1	100.00	0.00
(DIN: 00963094) as an Independent	163 G		1,135, 3	N. C.J. (DEL	
Director of the Company (Special				dené	
Resolution)	DiDA			16.1.10 May 11.10	
9.Re-appointment of Mr. R. N. Sapru	9440279	3	1	100.00	0.00
(DIN: 02332414) as an Independent					
Director of the Company (Special Resolution)				11444	
				NiQ4e	
10. Re-Appointment of Mr. K.	9439785	250	1	100.00	0.00
Digvijay Singh (DIN: 00004607) as an Independent Director of the	100.0		1/8	2885 614.9	
	4		1/3/	Α.	
Company(Special Resolution)	0.4.400.40		dim.	- 11811-	3 W.L
11. Re-Appointment of Mr. Gaurav	9440269	3	11	100.00	0.00
Mohan Lalwani (DIN: 06928792) as an Independent Director of the			1/2	Jane !	
Independent Director of the Company(Special Resolution)				3/9088 1	
12. Re-Appointment of Mr. Sasha	0440070			144444	
GuluMirchandani (DIN: 01179921) as	9440279	3	1	100.00	0.00
an Independent Director of the					
Company(Special Resolution)					
13. Payment Of Commission to the	0206020	10	100001	100	
Nonexecutive Directors (Special	9306939	13	133331	100.00	0.00
Resolution)					
*The invalid makes and it 10					

\*The invalid votes are not considered for the purpose of calculating the percentage. Note: Percentage calculated has been rounded off upto two decimals.

C. P. No. 2285

7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on all the resolutions contained in the Notice of the 66th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 66th AGM is restricted to make a Scrutinizers' Report of the votes casted "in

favour" or "against" the resolutions stated in the said notice, based on the report generated from the e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facilities and M/s. Sharex Dynamic (India)Private Limited (Registrar and Share Transfer Agent) at the time of poll taken at the 66th AGM.

Thanking you,

Yours faithfully, For Hemanshu Kapadia & Associates Practicing Company Secretaries

Hemanshu Kapadia

Proprietor

Scrutinizer for e-voting and poll C.P. No.: 2285; FCS No: 3477

Date: 27th July 2019 Place: Mumbai



Manne

Raghunath Atmaram Sarvankar Member Scrutinizerfor Poll DP-Client Id 12071600-00012986

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

V. M. Bhide Company Secretary

FCS No: 5063

Date: 27th July 2019 Place: Mumbai