

ADOR WELDING LIMITED



REGD. & CORPORATE OFFICE

Ador House, 6, K. Dubash Marg, Fort,
Mumbai - 400 001-16 India. G.P.O. Box No. 1546
Phone : (022) 2284 2525 / 6623 9300
Fax : (022) 2287 3083 Email: cmo@adorians.com
Website : www.adorwelding.com
Corporate Identity No: L70100MH1951PLC008647

AWL/SEC/SE/2019-20

30th May, 2019

BSE LTD.

Phiroze Jeejeebhoy Towers,
01st 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: Annual Secretarial Compliance Report for the year ended 31st March, 2019

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are submitting herewith Annual Secretarial Compliance Report for the year ended 31st March 2019, issued by Practicing Company Secretaries, M/s. Hemanshu Kapadia & Associates, Mumbai.

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



HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai-400 008

Tel: 6631 0888/6631 4830

E-mail: hemanshu@hkacs.com

Website: hkacs.com

SECRETARIAL COMPLIANCE REPORT OF ADOR WELDING LIMITED

FOR THE YEAR ENDED 31ST MARCH, 2019

I, Hemanshu Kapadia, Proprietor of **Hemanshu Kapadia & Associates**, Practicing Company Secretaries, having office at Office No. 12, 14th Floor, Navjivan Commercial Co-op Soc. Ltd. Building No.3, Lamington Road, Mumbai, Maharashtra 400008, have examined the following as under:

- a) all the documents and records made available to me and explanation provided by ADOR WELDING LIMITED ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period);



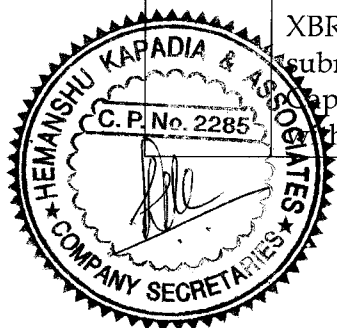
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period);
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the Audit Period);
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------|--|---|--|
| 1. | Pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 and vide Circular no. LIST/COMP/05/2017-18 dated June 14, 2017: All listed Companies need to submit Reconciliation of Share Capital Audit Report (Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 in XBRL mode along with the submission of the original Share Capital Audit Report in PDF mode within 30 days. | The Company had submitted Share Capital Audit Report in XBRL mode within 30 days of the quarter ended 30 th September 2018, however, the same in PDF mode was filed after the expiry of thirty days. | -- |



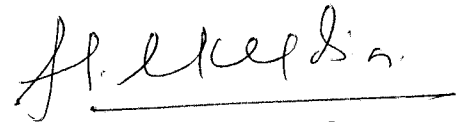
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of Violation | Details of action taken e.g. fines, warning letter, debarment, etc | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|--|--|
| - | NIL | NIL | NA | - |

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: ();

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observation made in the Secretarial Compliance Report for the Year Ended | Action taken by the Listed Entity, If Any, Comments of the Practicing Company Secretary on the actions taken by the Listed Entity |
|---|--|--|---|
| Not Applicable as this is the first year of reporting | | | |

For Hemanshu Kapadia & Associates
Practicing Company Secretaries



Hemanshu Kapadia
Proprietor
C.P. No.:2285
Membership No.:F3477



Place: Mumbai
Date: 30th May 2019