

AWL/SEC/SE/2021-22

25th May, 2021

BSE LTD.

Phiroze Jeejeebhoy Towers,
1st Floor, Dalal Street,
Fort,
Mumbai – 400 023

Company Scrip Code: 517041

NATIONAL STOCK EXCHANGE OF INDIA LTD.

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

Company Scrip Code: ADORWELD

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2021

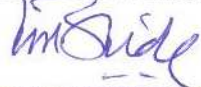
Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are submitting herewith Annual Secretarial Compliance Report dated 25th May, 2021 for the financial year ended 31st March 2021, issued by Practicing Company Secretaries, M/s. Hemanshu Kapadia & Associates, Mumbai.

We hereby request you to take the above information on record and acknowledge its receipt.

Thanking you,

Yours Sincerely,

For **ADOR WELDING LIMITED**



VINAYAK M. BHIDE

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: As above



ADOR WELDING LIMITED

Regd. & Corporate Office: Ador House, 6, K. Dubash Marg, Fort, Mumbai - 400 001 - 16, Maharashtra, India.

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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 FINANCIAL YEAR ENDED 31ST MARCH, 2021

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 400008, Maharashtra India, have examined the following:

- 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 financial year ended 31st March, 2021 ("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 there under; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions, 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 Review 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 Review Period);
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Review Period);
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Review 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 Review 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, 2018;

and circulars / guidelines issued there under;

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.	As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on receipt of proper documentation, the listed entity shall register transfers of its securities in the name of the transferee(s) and issue certificates or receipts or advices, as applicable, of transfers; or issue any valid objection or intimation to the transferee or transferor, as the case may be, within a period of fifteen days from the date of such receipt of request for transfer. Also all certificates have to be issued within thirty days of the date of lodgement for sub-division, consolidation, renewal, exchange	During the year under review there was 1 request for transfer of shares, 2 requests for name deletion, and 4 requests for duplicate share certificates were processed beyond the prescribed time limit due to delay in transit of documents due to COVID-19 pandemic	--
2.	As per Regulation 33(3)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter	The Company has submitted the financial results for the quarter and half-year ended 30 th September, 2020 after stipulated period of 45 days	Due to unforeseen circumstances the financial results for the quarter and half-year ended 30 th September, 2020 were submitted on 2 nd December 2020.

- 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 there under:

Sr. No.	Action taken by BSE/NSE	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
1	Fine of Rs. 88,500/- (by each SE) for non-Compliance Pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015	Non-submission of financial result within the period prescribed under the regulation for the quarter ended 30 th September,2020	Payment of Fine of Rs. 88,500/- to BSE and NSE through NEFT no. N359201350662260 and N359201350657384	--

- 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
1.	As required under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 and vide Circular no. LIST/COMP/05/2017-18 dated June 14, 2017: The Company had submitted Share Capital Audit Report in XBRL mode within 30 days of the quarter ended 30th September 2018, however, the same in PDF mode was filed after the expiry of thirty days.	31.03.2019	The Company has, thereafter complied with this requirement within the timeline.
2.	As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year under review there were 6 requests for transfer and 4 requests for transmission of shares which were issued with delay beyond the prescribed time.	31.3.2020	The delay was due to delay in receipt / transit of documents on account of Covid-19 pandemic, which was beyond the Company's control. The said requests were processed on receipt of documents.



	During the year under review, 8 requests for name deletion, 3 request for change of name and 10 requests for duplicate share certificates were processed beyond the prescribed time limit.		
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For **Hemanshu Kapadia & Associates**
Practicing Company Secretaries



Hemanshu Kapadia
Proprietor
C.P. No.:2285
Membership No.:F3477
UDIN: F003477C000365157

Place: Mumbai

Date: 25th May, 2021