

# 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/2018-19

13<sup>th</sup> August, 2018

### 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 65<sup>th</sup> Annual General Meeting (AGM)

In furtherance to our letter dated 10<sup>th</sup> August, 2018, regarding the same subject, we wish to inform you that the 65<sup>th</sup> Annual General Meeting (AGM) of our Company was held on Friday, 10<sup>th</sup> August, 2018. The AGM commenced at 11:00 am and concluded at 12:40 pm. In the said meeting the business mentioned in the Notice of the AGM dated 30<sup>th</sup> May, 2018 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 13<sup>th</sup> August, 2018 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.

Further, please note that M/s. National Securities Depository Ltd (NSDL)'s server, which was down since Friday, 10<sup>th</sup> August, 2018, was restored on Saturday, 11<sup>th</sup> August, 2018 post 18:00 hours, hence the scrutinizers' report along with voting results could not be filed / informed earlier.

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

**ADOR WELDING LIMITED**  
**Voting Results of 65th Annual General Meeting for FY 2017-18**

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	Friday, 10th August, 2018 at 11:00 am
Total number of shareholders on record date	14355
No. of shareholders present in the meeting either in person or through proxy:	48
Promoters and Promoter Group:	10
Public:	38
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable

**RESOLUTION NO. 1**

To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2018 together with the Reports of the Board of Directors and the Auditors thereon.

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in 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
Promoter and Promoter group	E-voting	7710787	7587945	98.41	7587945	0	100.000	0.000
	Poll	7710787	0	0.00	0	0	0.000	0.000
	Postal Ballot	7710787	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>7710787</b>	<b>7587945</b>	<b>98.41</b>	<b>7587945</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	2157877	0	0.00	0	0	0.000	0.000
	Poll	2157877	0	0.00	0	0	0.000	0.000
	Postal Ballot	2157877	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>2157877</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	3729803	3608	0.10	3605	3	99.920	0.080
	Poll	3729803	732	0.02	732	0	100.000	0.000
	Postal Ballot	3729803	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>3729803</b>	<b>4340</b>	<b>0.12</b>	<b>4337</b>	<b>3</b>	<b>99.930</b>	<b>0.070</b>
<b>Total</b>		<b>13598467</b>	<b>7592285</b>	<b>55.83</b>	<b>7592282</b>	<b>3</b>	<b>100</b>	<b>0.000</b>



**RESOLUTION NO. 2**

To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018 together with the Report of the Auditors thereon.

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in 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
Promoter and Promoter group	E-voting	7710787	7587945	98.41	7587945	0	100.000	0.000
	Poll	7710787	0	0.00	0	0	0.000	0.000
	Postal Ballot	7710787	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>7710787</b>	<b>7587945</b>	<b>98.41</b>	<b>7587945</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	2157877	0	0.00	0	0	0.000	0.000
	Poll	2157877	0	0.00	0	0	0.000	0.000
	Postal Ballot	2157877	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>2157877</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	3729803	3608	0.10	3605	3	99.920	0.080
	Poll	3729803	732	0.02	732	0	100.000	0.000
	Postal Ballot	3729803	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>3729803</b>	<b>4340</b>	<b>0.12</b>	<b>4337</b>	<b>3</b>	<b>99.930</b>	<b>0.070</b>
<b>Total</b>		<b>13598467</b>	<b>7592285</b>	<b>55.83</b>	<b>7592282</b>	<b>3</b>	<b>100</b>	<b>0.000</b>



**RESOLUTION NO. 3**To declare Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2018.

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in 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
Promoter and Promoter group	E-voting	7710787	7587945	98.41	7587945	0	100.000	0.000
	Poll	7710787	0	0.00	0	0	0.000	0.000
	Postal Ballot	7710787	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>7710787</b>	<b>7587945</b>	<b>98.41</b>	<b>7587945</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	2157877	0	0.00	0	0	0.000	0.000
	Poll	2157877	0	0.00	0	0	0.000	0.000
	Postal Ballot	2157877	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>2157877</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	3729803	3608	0.10	3605	3	99.920	0.080
	Poll	3729803	732	0.02	732	0	100.000	0.000
	Postal Ballot	3729803	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>3729803</b>	<b>4340</b>	<b>0.12</b>	<b>4337</b>	<b>3</b>	<b>99.930</b>	<b>0.070</b>
<b>Total</b>		<b>13598467</b>	<b>7592285</b>	<b>55.83</b>	<b>7592282</b>	<b>3</b>	<b>100</b>	<b>0.000</b>



**RESOLUTION NO. 4**

To appoint a Director in place of Mr. R. A. Mirchandani (DIN: 00175501), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No, except for Mr. R. A. Mirchandani					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in 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
Promoter and Promoter group	E-voting	7710787	7587945	98.41	7587945	0	100.000	0.000
	Poll	7710787	0	0.00	0	0	0.000	0.000
	Postal Ballot	7710787	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>7710787</b>	<b>7587945</b>	<b>98.41</b>	<b>7587945</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	2157877	0	0.00	0	0	0.000	0.000
	Poll	2157877	0	0.00	0	0	0.000	0.000
	Postal Ballot	2157877	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>2157877</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	3729803	3608	0.10	3605	3	99.920	0.080
	Poll	3729803	732	0.02	732	0	100.000	0.000
	Postal Ballot	3729803	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>3729803</b>	<b>4340</b>	<b>0.12</b>	<b>4337</b>	<b>3</b>	<b>99.930</b>	<b>0.070</b>
<b>Total</b>		<b>13598467</b>	<b>7592285</b>	<b>55.83</b>	<b>7592282</b>	<b>3</b>	<b>100</b>	<b>0.000</b>



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**RESOLUTION NO. 5**

To appoint a Director in place of Mr. D. A. Lalvani (DIN: 01771000), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No, except for D. A. Lalvani, Vimla A. Lalvani & Reshma A. Lalvani					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in 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
Promoter and Promoter group	E-voting	7710787	7587945	98.41	7587945	0	100.000	0.000
	Poll	7710787	0	0.00	0	0	0.000	0.000
	Postal Ballot	7710787	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>7710787</b>	<b>7587945</b>	<b>98.41</b>	<b>7587945</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	2157877	0	0.00	0	0	0.000	0.000
	Poll	2157877	0	0.00	0	0	0.000	0.000
	Postal Ballot	2157877	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>2157877</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	3729803	3608	0.10	3305	303	91.600	8.400
	Poll	3729803	732	0.02	732	0	100.000	0.000
	Postal Ballot	3729803	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>3729803</b>	<b>4340</b>	<b>0.12</b>	<b>4037</b>	<b>303</b>	<b>93.020</b>	<b>6.980</b>
<b>Total</b>		<b>13598467</b>	<b>7592285</b>	<b>55.83</b>	<b>7591982</b>	<b>303</b>	<b>99.996</b>	<b>0.004</b>



*Handwritten signature in blue ink.*

**RESOLUTION NO. 6**

Ratification of appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants, Mumbai as the Statutory Auditors up to FY 2019-20 and fixing their remuneration

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in 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
Promoter and Promoter group	E-voting	7710787	7587945	98.41	7587945	0	100.000	0.000
	Poll	7710787	0	0.00	0	0	0.000	0.000
	Postal Ballot	7710787	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>7710787</b>	<b>7587945</b>	<b>98.41</b>	<b>7587945</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	2157877	0	0.00	0	0	0.000	0.000
	Poll	2157877	0	0.00	0	0	0.000	0.000
	Postal Ballot	2157877	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>2157877</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	3729803	3608	0.10	3605	3	99.920	0.080
	Poll	3729803	732	0.02	732	0	100.000	0.000
	Postal Ballot	3729803	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>3729803</b>	<b>4340</b>	<b>0.12</b>	<b>4337</b>	<b>3</b>	<b>99.930</b>	<b>0.070</b>
<b>Total</b>		<b>13598467</b>	<b>7592285</b>	<b>55.83</b>	<b>7592282</b>	<b>3</b>	<b>100</b>	<b>0.000</b>



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**RESOLUTION NO. 7**

Ratification of remuneration payable to M/s. Kishore Bhatia &amp; Associates, Cost Accountants, Mumbai, as the Cost Auditor for FY 2018-19

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in 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
Promoter and Promoter group	E-voting	7710787	7587945	98.41	7587945	0	100.000	0.000
	Poll	7710787	0	0.00	0	0	0.000	0.000
	Postal Ballot	7710787	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>7710787</b>	<b>7587945</b>	<b>98.41</b>	<b>7587945</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	2157877	0	0.00	0	0	0.000	0.000
	Poll	2157877	0	0.00	0	0	0.000	0.000
	Postal Ballot	2157877	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>2157877</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	3729803	3608	0.10	3305	303	91.600	8.400
	Poll	3729803	607	0.02	607	0	100.000	0.000
	Postal Ballot	3729803	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>3729803</b>	<b>4215</b>	<b>0.11</b>	<b>3912</b>	<b>303</b>	<b>92.810</b>	<b>7.190</b>
<b>Total</b>		<b>13598467</b>	<b>7592160</b>	<b>55.83</b>	<b>7591857</b>	<b>303</b>	<b>99.996</b>	<b>0.004</b>





**RESOLUTION NO. 8**

Re- appointment of Mrs. N. Malkani Nagpal (DIN: 00031985) as the Whole-time Director of the Company

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No, except for N. Malkani Nagpal, Michelle Gulu Malkani, Gulu Hiranand Malkani, Gulshan Gulu Malkani					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter group	E-voting	7710787	7587945	98.41	7587945	0	100.000	0.000
	Poll	7710787	0	0.00	0	0	0.000	0.000
	Postal Ballot	7710787	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>7710787</b>	<b>7587945</b>	<b>98.41</b>	<b>7587945</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	2157877	0	0.00	0	0	0.000	0.000
	Poll	2157877	0	0.00	0	0	0.000	0.000
	Postal Ballot	2157877	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>2157877</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	3729803	3604	0.10	3601	3	99.920	0.080
	Poll	3729803	607	0.02	607	0	100.000	0.000
	Postal Ballot	3729803	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>3729803</b>	<b>4211</b>	<b>0.11</b>	<b>4208</b>	<b>3</b>	<b>99.930</b>	<b>0.070</b>
<b>Total</b>		<b>13598467</b>	<b>7592156</b>	<b>55.83</b>	<b>7592153</b>	<b>3</b>	<b>100</b>	<b>0.000</b>



**RESOLUTION NO. 9**

Re-appointment of Mr. S. M. Bhat (DIN: 05168265) as the Managing Director of the Company

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter group	E-voting	7710787	7587945	98.41	7587945	0	100.000	0.000
	Poll	7710787	0	0.00	0	0	0.000	0.000
	Postal Ballot	7710787	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>7710787</b>	<b>7587945</b>	<b>98.41</b>	<b>7587945</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	2157877	0	0.00	0	0	0.000	0.000
	Poll	2157877	0	0.00	0	0	0.000	0.000
	Postal Ballot	2157877	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>2157877</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	3729803	3604	0.10	3601	3	99.920	0.080
	Poll	3729803	607	0.02	607	0	100.000	0.000
	Postal Ballot	3729803	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>3729803</b>	<b>4211</b>	<b>0.11</b>	<b>4208</b>	<b>3</b>	<b>99.930</b>	<b>0.070</b>
<b>Total</b>		<b>13598467</b>	<b>7592156</b>	<b>55.83</b>	<b>7592153</b>	<b>3</b>	<b>100</b>	<b>0.000</b>



**RESOLUTION NO. 10**

Remuneration payable to Ms. Aruna. B. Advani (DIN: 00029256), the Executive Chairman, in case of no profits or inadequacy of profits

Resolution required: (Ordinary / Special)			Special Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in 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
Promoter and Promoter group	E-voting	7710787	7292465	94.57	7292465	0	100.000	0.000
	Poll	7710787	0	0.00	0	0	0.000	0.000
	Postal Ballot	7710787	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>7710787</b>	<b>7292465</b>	<b>94.57</b>	<b>7292465</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	2157877	0	0.00	0	0	0.000	0.000
	Poll	2157877	0	0.00	0	0	0.000	0.000
	Postal Ballot	2157877	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>2157877</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	3729803	3604	0.10	3245	359	90.040	9.960
	Poll	3729803	607	0.02	607	0	100.000	0.000
	Postal Ballot	3729803	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>3729803</b>	<b>4211</b>	<b>0.11</b>	<b>3852</b>	<b>359</b>	<b>91.470</b>	<b>8.530</b>
<b>Total</b>		<b>13598467</b>	<b>7296676</b>	<b>53.66</b>	<b>7296317</b>	<b>359</b>	<b>99.995</b>	<b>0.005</b>



**Scrutinizers' Report- Combined**  
**(Consolidated Report of Scrutinizers on remote e-voting and voting by poll at the 65<sup>th</sup> Annual General Meeting)**

To,  
 The Company Secretary  
 65<sup>th</sup> 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 Rules made thereunder, Secretarial Standards-2 on General Meetings and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 65<sup>th</sup> Annual General Meeting (AGM) of the Members of Ador Welding Limited held on Friday, August 10, 2018 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, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Ador Welding Limited ("the Company") at their meeting held 30<sup>th</sup> May, 2018 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, 07<sup>th</sup> August, 2018 (at 9:00 am IST) and ended on Thursday, 9<sup>th</sup> August, 2018 (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 e-voting, I have issued separate Scrutinizer's Report dated August 13, 2018 **on the remote e-voting.**
4. Under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and in terms of SS - 2, the Chairperson in the 65<sup>th</sup> Annual General Meeting (AGM) appointed us, namely, Mr. Hemanshu Kapadia, Proprietor of Hemanshu Kapadia & Associates, Practising Company Secretaries, and Ms. Mona Augustine Aguiar, Member of Ador Welding Limited having DP-Client Id IN300239-13915627 as the Scrutinizers to conduct the Poll process in a fair and transparent



5. On the basis of the votes cast by the Members through poll, we have issued separate Scrutinizer's Report dated August 13, 2018 on the poll taken on the resolutions provided in the notice of the 65<sup>th</sup> 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 under with brief description of resolutions. Kindly refer the notice of 65<sup>th</sup>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 *
<b>A. Ordinary Business:</b>					
1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2018 together with Reports of the Board of Directors' and the Auditors thereon.(Ordinary Resolution)	7592282	3	0	100	0
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2018 together with the Report of the Auditors thereon.(Ordinary Resolution)	7592282	3	0	100	0
3.To declare Dividend on Equity Shares for the Financial Year ended 31 <sup>st</sup> March, 2018.(Ordinary Resolution)	7592282	3	0	100	0
4. To appoint a Director in place of Mr. R. A. Mirchandani (DIN: 00175501), who retires by rotation and being eligible, offers himself for re-appointment(Ordinary Resolution)	7592282	3	0	100	0
5. To appoint a Director in place of Mr. D. A. Lalvani (DIN: 01771000), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	7591982	303	0	99.996	0.004



eligible, offers himself for re-appointment. (Ordinary Resolution)					
6. Ratification of appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Mumbai as the Statutory Auditors upto FY 2019-20 and fixing their remuneration. (Ordinary Resolution)	7592282	3	0	100	0
<b>B. Special Business:</b>					
7. Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai as Cost Auditors for FY 2018-19. (Ordinary Resolution)	7591857	303	0	99.996	0.004
8. Re-appointment of Mrs. N. Malkani Nagpal (DIN: 00031985) as the Whole-time Director of the Company. (Special Resolution)	7320001	3	272152	100	0
9. Re-appointment of Mr. S. M. Bhat (DIN: 05168265) as the Managing Director of the Company. (Special Resolution)	7592153	3	0	100	0
10. Remuneration payable to Ms. Aruna. B. Advani (DIN: 00029256), the Executive Chairman, in case of no profits or inadequacy of profits. (Special Resolution)	7296317	359	0	99.995	0.005

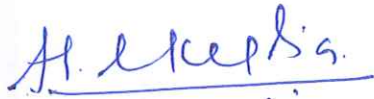
\*The invalid votes are not considered for the purpose of calculating the percentage.  
Note: Percentage calculated has been rounded off upto three decimals.



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 65<sup>th</sup>AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 65<sup>th</sup>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 65<sup>th</sup>AGM.

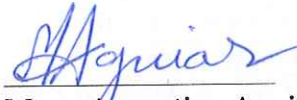
Thanking you,

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: August 13, 2018  
Place: Mumbai



Mona Augustine Aguiar  
Member  
Scrutinizer for Poll  
DP-Client Id IN300239-13915627

Acknowledge receipt of the same  
For Ador Welding Limited,



V. M. Bhide  
Company Secretary  
FCS: 5063  
Date: August 13, 2018  
Place: Mumbai

