

AWL/SEC/SE/2024-25/114

27th December, 2024

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 Symbol: ADORWELD

Dear Sir / Madam,

Sub: Report of the Audit Committee and Independent Directors of Ador Welding Limited (“the Company”) certifying distribution of net sale proceeds to the eligible shareholders of fractional shares, in accordance with the Scheme of amalgamation (Merger by Absorption) of Ador Fontech Limited with Ador Welding Limited

This is to inform you that in accordance with the Master circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93- Scheme of Arrangement by Listed Entities issued by Securities and Exchange Board of India on 20th June, 2023, please find enclosed herewith the Report from / of the Audit Committee and Report from / of the Independent Directors of the Company dated 27th December, 2024 certifying distribution of net sale proceeds to the eligible shareholders of the Company.

We wish to further to inform you that M/s. Catalyst Trusteeship Limited (“the Trustee”) nominated / appointed by the Board of Directors of the Company sold the consolidated fractional entitlements on 11th December, 2024 & 12th December, 2024, as mentioned below:

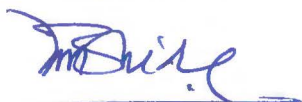
Date	Number of shares sold	Aggregate Share price in INR per share	Gross Proceeds (amount in INR)	Deductions (amount in INR)	Net proceeds distributed to shareholders (amount in INR)
11 th December, 2024	3,950	1,152.223	4,551,280.85	11,377.92	4,539,902.93
12 th December, 2024	3,948	1,186.4191	4,683,982.61	11,709.97	4,672,272.64

We hereby request you to make a note of the above and acknowledge its receipt.

Thanking you,

Yours Sincerely,

For ADOR WELDING LIMITED


VINAYAK M. BHIDE
COMPANY SECRETARY



Encl.: As above

ADOR WELDING LIMITED

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REPORT OF THE AUDIT COMMITTEE OF ADOR WELDING LIMITED PREPARED AFTER ITS MEETING HELD ON FRIDAY, 27TH DECEMBER, 2024, CERTIFYING THAT THE COMPANY HAS COMPENSATED THE SHAREHOLDERS ELIGIBLE FOR FRACTIONAL ENTITLEMENTS PURSUANT TO THE SCHEME OF AMALGAMATION (MERGER BY ABSORPTION) OF ADOR FONTECH LIMITED WITH ADOR WELDING LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

Members present

1. Mr. Jitendra H. Panjabi - Chairman
2. Mr. Ravin A. Mirchandani - Member

Invitees present

1. Mrs. N. Malkani Nagpal - Executive Chairman
2. Mr. A. T. Malkani - Managing Director
3. Mr. S. K. Sethia - Chief Financial Officer
4. Mr. Krishnamurthy Suryanarayan - Head – Corporate Strategy

In attendance, through video conferencing

1. Mr. V. M. Bhide - Company Secretary

Background

Meeting of the Audit Committee of Ador Welding Limited was held on Friday 27th December, 2024, to consider and certify that Ador Welding Limited (**the 'Company'**) has compensated the shareholders of erstwhile Ador Fontech Limited, who were eligible for fractional shares of Ador Welding Limited, pursuant to the Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited with Ador Welding Limited and their respective Shareholders (**the 'Scheme'**) in accordance with Clause 12.5 of the Scheme. This report of the Audit Committee is made in order to comply with the requirements of the SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (**'SEBI Circular'**), after considering the particularly the following documents / facts, amongst other things:

1. Resolution passed by the Board of Directors of Ador Welding Limited dated 03rd October, 2024 approving allotment of shares of the Company to the shareholders of erstwhile Ador Welding Limited pursuant to the Scheme, as per the Share exchange ratio and
2. Resolution passed by the Board of Directors of Ador Welding Limited dated 03rd October, 2024 for appointment of M/s. Catalyst Trusteeship Limited, as the trustee for the purpose of allotting fractional shares.
3. The Scheme of Amalgamation, approved by the Hon'ble NCLT, Mumbai Bench on 20th August, 2024. Certified copy of the said order was received by the Company on 03rd September, 2024.



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4. Valuation Report dated 31st May, 2022, issued / prepared by / received from Mr. Niranjana Kumar, Registered Valuer.
5. Contract Note/s provided by Axis Bank Limited for sale of consolidated fractional shares.
6. List of the shareholders of Ador Fontech Limited, who are eligible for fractional shares, the total number of fractional shares entitled to each eligible shareholder and the net sale proceeds transferred to each eligible shareholder in proportion to their shareholding

Share Entitlement Ratio and Fractional Entitlement

The shareholders of Ador Fontech Limited (ADFL) were allotted equity shares of the Company (Ador Welding Limited – AWL) in the following ratio, which was determined / recommended in the Valuation Report dated 31st May, 2022 issued by Mr. Niranjana Kumar, Registered Valuer:

“5 (Five) equity shares of AWL having a face value of INR 10/- each fully paid-up shall be issued for every 46 (Forty-six) equity shares held in ADFL having a face value of INR 2/- each fully paid-up.”


Pursuant to the Scheme sanctioned by the Hon'ble NCLT, Mumbai Bench and resolution dated 03rd October, 2024, passed by the Board of Directors of the Company and in accordance with the share-entitlement ratio, determined by the Registered Valuer in the Valuation Report, the shareholders of Ador Fontech Limited were allotted 38,04,348 (Thirty Eight Lakhs Four Thousand Three Hundred and Forty Eight) equity shares of Rs. 10/- (Indian Rupees Ten) each fully paid aggregating Rs. 3,80,43,480/- (Rupees Three Crores Eighty Lakhs Forty-Three Thousand Four Hundred and Eighty).

The Company had appointed M/s. Catalyst Trusteeship Limited, as the Trustee (hereinafter referred to as “Trustee”), vide its resolution dated 03rd October, 2024 in compliance with the requirement of SEBI Circular and according to clause 12.5 of the Scheme of Amalgamation sanctioned / approved by the Hon'ble NCLT. Further, the Company consolidated all the fractional shares and rounded off the aggregate of such fractions to the next whole number totalling to 7,898 (Seven Thousand Eight Hundred and Ninety-Eight) equity shares of Rs. 10/- (Indian Rupees Ten) each fully paid aggregating Rs. 78,980/- (Rupees Seven Eight Thousand Nine Hundred and Eighty) and allotted such consolidated shares to the abovenamed Trustee.

In accordance with the requirements of the SEBI Circular, the Trustee has sold the consolidated fractional shares in the market on 11th & 12th December, 2024 in two tranches (i.e. within 90 days from the date of allotment) at a net price of INR 1,150 & 1,184 per share respectively and the Company has distributed the net sale proceeds (after deduction of the expenses incurred and applicable income tax) to the eligible shareholders in the same proportion of their fractional entitlements.

Recommendation of the Audit Committee

The Members of the Audit Committee, after due deliberations and after taking into consideration the aforementioned documents presented to the Audit committee, hereby certify that Ador Welding Limited



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has compensated the shareholders of erstwhile Ador Fontech Limited, who were eligible to fractional shares issued pursuant to the Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited with Ador Welding Limited and their respective Shareholders.

For and on behalf of **THE AUDIT COMMITTEE OF ADOR WELDING LIMITED**



JITENDRA H PANJABI
CHAIRMAN OF THE MEETING
DIN: 01259252



Date: 27th December, 2024

Place: Bangkok

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REPORT OF THE INDEPENDENT DIRECTORS OF ADOR WELDING LIMITED PREPARED AFTER ITS MEETING HELD ON FRIDAY, 27TH DECEMBER, 2024, CERTIFYING THAT THE COMPANY HAS COMPENSATED THE SHAREHOLDERS ELIGIBLE FOR FRACTIONAL ENTITLEMENTS PURSUANT TO THE SCHEME OF AMALGAMATION (MERGER BY ABSORPTION) OF ADOR FONTECH LIMITED WITH ADOR WELDING LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

Members present

1. Mr. Santosh J. Iyer - Chairman
2. Mr. Jitendra H. Panjabi - Member
3. Mr. Mihir Jayaraman - Member

In attendance

1. Mr. V. M. Bhide - Company Secretary

Background

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2. Resolution passed by the Board of Directors of Ador Welding Limited dated 03rd October, 2024 for appointment of M/s. Catalyst Trusteeship Limited, as trustee for the purpose of allotting fractional shares.
3. The Scheme of Amalgamation was approved by the Hon'ble NCLT, Mumbai Bench on 20th August, 2024. Certified copy of the said order was received by the Company on 03rd September, 2024
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Recommendation of the Independent Directors

The Independent Directors, after due deliberations and after taking into consideration the aforementioned documents, hereby certify that Ador Welding Limited has compensated the shareholders of erstwhile Ador Fontech Limited, who were eligible to fractional shares, issued pursuant to the Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited with Ador Welding Limited and their respective Shareholders

For and on behalf of **THE INDEPENDENT DIRECTORS OF ADOR WELDING LIMITED**



SANTOSH JANAKIRAM
CHAIRMAN OF THE MEETING
DIN: 06801226



Date: 27th December, 2024

Place: Mumbai

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