

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/2017-18

17th March, 2018

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 (E),
Mumbai - 400 051.

Company Scrip Code: 517041

Company Scrip Code: ADORWELD

Dear Sirs / Madam,

Sub: Result of E-voting and Postal Ballot pursuant to Regulation 44 (3) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (as amended from time to time), the Company had conducted Postal Ballot, which commenced from Thursday, 15th February, 2018 (9:00 am IST) up to Friday, 16th March, 2018 (5:00 pm IST), for seeking Members' approval / consent for the following resolutions set out in Postal Ballot Notice dated 05th February, 2018:-

1. Creation of charges on the movable and immovable properties of the Company in respect of / against its borrowings.
2. Alteration to the Articles of Association of the Company.

The Board of Directors had appointed Mr. Hemanshu Kapadia (FCS: 3477; COP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, as the Scrutiniser for conducting the said Postal Ballot process in a fair and transparent manner.

Mode of voting for all the resolutions as set out in the Postal Ballot Notice dated 05th February, 2018, including e-voting, concluded at 5:00 pm (IST) on Friday, 16th March, 2018.

As per the Report of the Scrutinizer, the resolutions as set out in the Postal Ballot Notice dated 05th February, 2018 have been duly approved by the Members of the Company with requisite majority.

Resolution No.	Brief description of resolutions (Kindly refer to the Notice dated 05 th February, 2018 for complete resolutions)	Result of Voting
1	Special Resolution regarding Creation of charges on the movable and immovable properties of the Company in respect of / against its borrowings	Approved with requisite majority
2	Special Resolution regarding Alteration to the Articles of Association of the Company	Approved with requisite majority



In this regard, please find attached / enclosed herewith the following:-

1. Voting results of Postal Ballot (including E-voting)
2. Scrutiniser's Report dated 17th March, 2018

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

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

Thanking you,

Yours Sincerely,
For ADOR WELDING LIMITED



V. M. BHIDE
COMPANY SECRETARY
Membership No: FCS 5063



Encl.: As above

ADOR WELDING LIMITED

Voting Results of Postal Ballot

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

Period of Postal Ballot:	15th February, 2018 up to 16th March, 2018
Total number of shareholders as on record date:	14,007 (as of cut-off date i.e. 09th February, 2018)
No. of shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoter Group:	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing:	Not applicable



A handwritten signature in blue ink, consisting of a stylized 'S' shape with a horizontal line extending to the right.

RESOLUTION - 1

Creation of charges on the movable and immovable properties of the Company in respect of / against its borrowings

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	7709027	7643697	99.15	7643697	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total	7709027	7643697	99.15	7643697	0	100.000	0.000
Public Institutions	E-voting	2422368	1007618	41.60	1007618	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		180000	7.43	180000	0	100.000	0.000
	Total	2422368	1187618	49.03	1187618	0	100.000	0.000
Public Non-Institutions	E-voting	3467072	98728	2.85	97811	917	99.071	0.929
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		8658	0.25	8614	44	99.492	0.508
	Total	3467072	107386	3.10	106425	961	99.105	0.895
Total		13598467	8938701	65.73	8937740	961	99.989	0.0108



RESOLUTION - 2

Alteration to the Articles of Association 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	7709027	7643697	99.15	7643697	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total	7709027	7643697	99.15	7643697	0	100.000	0.000
Public Institutions	E-voting	2422368	1007618	41.60	1007618	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		180000	7.43	180000	0	100.000	0.000
	Total	2422368	1187618	49.03	1187618	0	100.000	0.000
Public Non-Institutions	E-voting	3467072	98728	2.85	97811	917	99.071	0.929
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		8658	0.25	8464	194	97.760	2.241
	Total	3467072	107386	3.10	106275	1111	98.970	1.030
Total		13598467	8938701	65.73	8937590	1111	99.988	0.012



[Handwritten signature]

HEMANSHU KAPADIA & ASSOCIATES
COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3
Lamington Road, Mumbai -400 008
Tel 6631 0888/ 66314830
E-mail: [hemanshu@hkacs.com](mailto:hemenshu@hkacs.com)
Website: hkacs.com

SCRUTINIZER'S REPORT

To,
The Company Secretary,
ADOR WELDING LIMITED
CIN: L70100MH1951PLC008647
Ador House, 6, K. Dubash Marg,
Fort, Mumbai - 400 001

Dear Sir,

1. The Board of Directors of the Company, at its meeting held on Monday, 5th February, 2018, had appointed me as the Scrutinizer to receive, process and scrutinize the postal ballot papers (including e-voting) in respect of the Special Resolutions, as circulated in the Postal Ballot Notice dated 5th February, 2018, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
2. I submit my report as under:
 - 2.1 On Tuesday, 13th February, 2018, the Company completed the dispatch of the Postal Ballot Notice pursuant to Section 110 read with Section 108 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 along with the postal ballot forms containing the instructions and login details and self-addressed postage pre-paid envelopes to the Members whose e-mail IDs were not registered; and sent e-mail to the Members whose e-mail IDs were registered as on Friday, 9th February, 2018 (being the cut-off date for the purpose of voting) for seeking approval by postal ballot, including e-voting by electronic means.
 - 2.2 Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been entered in registers maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4 The postal ballot forms were opened in my presence on Friday, 16th March, 2018 at 5.10 p.m. and scrutinized and the shareholding was matched /confirmed with the Register of



the Members of the Company/ list of beneficiaries as on Friday, 9th February, 2018 (i.e. cut-off date for the purpose of voting).

- 2.5 All the postal ballot forms received upto 5.00 p.m. (IST) on Friday, 16th March, 2018, the time and date fixed by the Company upto which the forms could be accepted, were considered for my scrutiny.
- 2.6 As on the date of this report, no envelopes containing postal ballot forms were received after Friday, 16th March, 2018, 5.00 p.m. (IST).
- 2.7 As on the date of this report, 283 envelopes containing postal ballot forms were returned undelivered.
- 2.8 I did not find any defaced or mutilated ballot paper.
- 2.9 I have also received complete record from National Securities Depository Limited (NSDL), the agency appointed for providing and supervising electronic platform, of votes casted through electronic mode upto 5:00 p.m. on Friday, 16th March, 2018. The votes cast were unblocked on Friday, 16th March, 2018 in the presence of two witnesses, Mrs. Pooja Jain and Ms. Jinal Jain, who are not in the employment of the Company. They have signed below, in confirmation of the votes being unblocked in their presence.



Pooja Jain



Jinal Jain

- 2.10 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions.



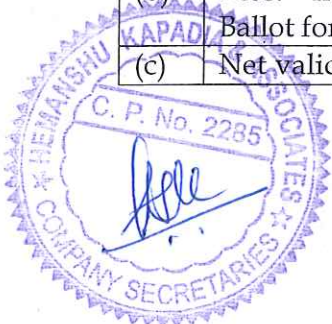
3. A summary of the voting through postal ballot forms received/e-voting is given below:

RESOLUTION NO. 1- Special Resolution: Creation of charges on the movable and immovable properties of the Company in respect of / against its borrowings:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms received/ voted through e-voting	74	190327	-	60	8750043	-
(b)	Less: Invalid Postal Ballot forms	9	1669	-	-	-	-
(c)	Net valid Postal Ballot forms/ votes (As per Register).	65	188658	100.00	60	8750043	100.00
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	60	188614	99.98	54	8749126	99.99
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	5	44	0.02	6	917	0.01

RESOLUTION NO. 2- Special Resolution: Alteration to the Articles of Association of the Company:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms received/ voted through e-voting	74	190327	-	60	8750043	100
(b)	Less: Invalid Postal Ballot forms	9	1669	-	-	-	-
(c)	Net valid Postal Ballot	65	188658	100.00	60	8750043	100



	forms/ votes (As per Register).						
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	59	188464	99.90	54	8749126	99.99
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	6	194	0.10	6	917	0.01

Total: Resolution no. 1

Sr. No.	Particulars	No. of Ballots/votes received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	134	8940370	-
(b)	Less: Invalid ballots & votes (as per Register)*	9	1669	-
(c)	Net valid ballots & votes (As per Register)	125	8938701	100.00
(d)	Valid Ballots & Votes with assent for the resolution	114	8937740	99.99
(e)	Valid Ballots & Votes with dissent for the resolution	11	961	0.01

Total: Resolution no. 2

Sr. No.	Particulars	No. of Ballots/votes Received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	134	8940370	-
(b)	Less: Invalid ballots & votes (as per Register)*	9	1669	-
(c)	Net valid ballots & votes (As per Register)	125	8938701	100.00
(d)	Valid Ballots & Votes with assent for the resolution	113	8937590	99.99
(e)	Valid Ballots & Votes with dissent for the resolution	12	1111	0.01

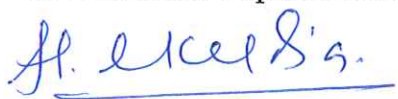
**Invalid votes include cases where Members had sent the Postal Ballot Forms but had not casted their vote and rejected postal ballot forms.*



4. I shall hand over the postal ballot forms and other related papers/ registers and records for the safe custody to Ms. Aruna Advani (DIN: 00029256), Chairman, and/or Mr. V. M. Bhide (FCS: 5063), Company Secretary of the Company, who have been authorized by the Board to supervise the Postal Ballot process, after the receipt of certified true copy of signed minutes.
5. On the basis of the scrutiny of the postal ballot forms and votes casted through electronic mode, the Special Resolutions no. 1 & 2 of Postal Ballot Notice dated 5th February, 2018 may be deemed to have been passed on Friday, 16th March, 2018 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting by the Members of the Company with the requisite majority.
6. You may accordingly declare the result of voting by Postal Ballot process (including votes cast through evoting).

Thanking you,

For Hemanshu Kapadia & Associates,



Hemanshu Kapadia
Scrutinizer
Practising Company Secretary
C.P. No.: 2285
FCS: 3477



Date: 17th March, 2018

Place: Mumbai

I acknowledge receipt of the same
For Ador Welding Limited,



V. M. Bhide
Company Secretary
FCS No: 5063
Address: D-2, 101 Swayambhu,
Kanchanpushpa, Dia
Opp Suraj Water Park, Thane - 400601

