

General information about company

Scrip code	517041
NSE Symbol	ADORWELD
MSEI Symbol	NOTLISTED
ISIN	INE045A01017
Name of the entity	Ador Welding Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Add Notes																							
Whether the listed entity has a Regular Chairperson				Yes																					
Whether Chairperson is related to MD or CEO				No																					
Disqualification of Directors under section 164 of the Companies Act, 2013																									
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorships in listed entities including this listed entity (Refer Regulation 17K of Listing Regulations)	No of Independent Directorships in listed entities including this listed entity (Refer Regulation 17A(2) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committees) including this listed entity (Refer Regulation 20(2) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committees held in listed entities including this listed entity (Refer Regulation 20(2) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Add	Remove																								
1	Mrs	Nishitha Malkani Nuggal	AABPN6266G	0003285	Executive Director	Chairperson		06-07-1972	No				Active	NA		19-11-2019	07-05-2021			2	0	2	0		
2	Mr	A. T. Malkani	AAPFM3373D	01585637	Executive Director	Not Applicable	MD	26-08-1980	No				Active	NA		14-09-2020	14-09-2020			2	0	0	0		
3	Mr	S. A. Lakshmi	ABPN1660F	01770900	Non-Executive - Non Independent Director	Not Applicable		04-02-1985	No				Active	NA		19-11-2019	19-11-2019			2	0	4	1		
4	Mr	K. A. Mirchandani	AABPM002H	00179501	Non-Executive - Non Independent Director	Not Applicable		11-10-1970	No				Active	NA		28-07-2006	28-07-2006			1	0	2	1		
5	Ms	Tanya M. Advani	BDJPA1172M	08186636	Non-Executive - Non Independent Director	Not Applicable		12-07-1991	No				Active	NA		19-11-2019	19-11-2019			2	0	1	0		
6	Mr	P. K. Gupta	AJPPG3620B	00660004	Non-Executive - Independent Director	Not Applicable		14-09-1970	No				Active	NA		28-07-2014	28-07-2019		100.00	1	1	1	1		
7	Mr	R. N. Sagar	ABPS1077R	02332414	Non-Executive - Independent Director	Not Applicable		02-07-1962	No				Active	NA		28-07-2014	28-07-2019		100.00	1	1	0	0		
8	Mr	C. Digvijay Singh	61DP1219K	00004607	Non-Executive - Independent Director	Not Applicable		08-06-1958	No				Active	NA		28-07-2014	28-07-2019		100.00	1	1	0	0		
9	Mr	S. M. Lohani	ABPN7949M	00282792	Director	Not Applicable		29-03-1981	No				Active	NA		10-11-2014	10-11-2019		601.00	1	1	0	1		
10	Mrs	Nitu Dempo Mirchandani	ABPS7595P	01103973	Non-Executive - Independent Director	Not Applicable		21-03-1970	No				Active	NA		01-04-2020	01-04-2020		37.00	1	1	0	0		
11	Mr	Navroz S. Marthani	AJCPM500R	00087054	Non-Executive - Independent Director	Not Applicable		21-03-1976	No				Active	NA		21-05-2012	21-05-2012		11.00	4	3	1	1		

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Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	<input type="button" value="Add Notes"/>

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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02332414	R. N. Sapru	Non-Executive - Independent Director	Chairperson	27-04-2018		
2	00963094	P. K. Gupta	Non-Executive - Independent Director	Member	10-11-2014		
3	00175501	R. A. Mirchandani	Non-Executive - Non Independent Director	Member	08-09-2020		
4	00085754	Navroze S. Marshall	Non-Executive - Independent Director	Member	21-05-2022		
5							
6							
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8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02332414	R. N. Sapru	Non-Executive - Independent Director	Chairperson	29-05-2010		
2	00963094	P. K. Gupta	Non-Executive - Independent Director	Member	08-12-2020		
3	00175501	R. A. Mirchandani	Non-Executive - Non Independent Director	Member	24-06-2020		
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Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06928792	G. M. Lalwani	Non-Executive - Independent Director	Chairperson	05-02-2019		
2	01771000	D. A. Lalvani	Non-Executive - Non Independent Director	Member	19-11-2019		
3	08586636	Tanya H. Advani	Non-Executive - Non Independent Director	Member	01-04-2020		
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Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06928792	G. M. Lalwani	Non-Executive - Independent Director	Chairperson	28-05-2021		
2	00031985	Ninotchka Malkani Nagpal	Executive Director	Member	28-05-2021		
3	99999999	Surya Kant Sethia	Chief Financial Officer	Member	28-05-2021		1
4							
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01771000	D. A. Lalvani	Non-Executive - Non Independent Director	Chairperson	20-05-2014		
2	00031985	Ninotchka Malkani Nagpal	Executive Director	Member	19-11-2019		
3	01103973	Nita Dempo Mirchandani	Non-Executive - Independent Director	Member	01-04-2021		

[Home](#)[Validate](#)**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
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1	04-11-2022			Yes	11	11	6
2	03-02-2023	90		Yes	11	10	5

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* to be filled in only for the current quarter meetings

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
							Add Notes			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
<div style="display: flex; justify-content: space-between; align-items: center;"> Add Delete </div>										
1	Audit Committee	04-11-2022				Yes	4	4	3	0
2	Audit Committee	03-02-2023	90			Yes	4	3	2	0
3	Risk Management Committee	04-11-2022				Yes	2	2	1	1
4	Corporate Social Responsibility Committee	13-12-2022				Yes	3	3	1	0
5	Nomination and remuneration committee	03-02-2023				Yes	3	3	2	0
6	Stakeholders Relationship Committee	03-02-2023				Yes	3	3	1	0

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V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.adorwelding.com/
2	Terms and conditions of appointment of independent directors	Yes		content/uploads/2023/02/terms_and_conditions_
3	Composition of various committees of board of directors	Yes		contact/committee-composition/
4	Code of conduct of board of directors and senior management personnel	Yes		content/uploads/2023/02/Code-of-Conduct-for-
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		content/uploads/2021/07/Whistle-Blower-for-
6	Criteria of making payments to non-executive directors	Yes		content/uploads/2023/02/criteria_for_payment_to
7	Policy on dealing with related party transactions	Yes		content/uploads/2022/05/RPT-Materiality-Policy-
8	Policy for determining 'material' subsidiaries	Yes		content/uploads/2021/07/Policy-for-determining-
9	Details of familiarization programmes imparted to independent directors	Yes		content/uploads/2021/07/Details-of-
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.adorwelding.com/investor-contact/investors-relation/
11	email address for grievance redressal and other relevant details	Yes		contact/investors-relation/
12	Financial results	Yes		reports/
13	Shareholding pattern	Yes		pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.adorwelding.com/events/
16	New name and the old name of the listed entity	Yes		https://www.adorwelding.com/who-we-are/
17	Advertisements as per regulation 47 (1)	Yes		https://www.adorwelding.com/events/
18	Credit rating or revision in credit rating obtained	Yes		https://www.adorwelding.com/credit-rating/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.adorwelding.com/disclosures-under-regulation-46-of-lodr/
21	Materiality Policy as per Regulation 30	Yes		content/uploads/2023/02/policy-for-disclosure-of-
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		content/uploads/2021/07/Dividend-Distribution-
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.adorwelding.com/
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes




Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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Annexure II

1	Name of signatory	VINAYAK M. BHIDE
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			The Figure should be mentioned in Actual INR only
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to			Add Notes
Name			
Designation			
Place			
Date			

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Signatory Details

Name of signatory	VINAYAK M. BHIDE
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	20-04-2023

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