

AWL/SEC/SE/2023-24/20

30th May, 2023**BSE LTD.**

Phiroze Jeejeebhoy Towers,
01st 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: Outcome of the Board Meeting

This is to inform that the meeting of the Board of Directors of our Company was held today i.e. on Tuesday, 30th May, 2023, which commenced at 03:00 pm and concluded at 06:30 pm. The major outcome of the meeting, amongst other things, is as follows:-

1. Audited Financial Results (AFR)

Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit a copy of the Audited Financial Results (AFR) (Standalone) together with the copy of Independent Auditor's Report, as received from the Statutory Auditors, M/s. Walker Chandok & Co. LLP, Chartered Accountants, for the financial year ended 31st March, 2023.

The said results are also being uploaded on the website of the Company (<https://www.adorwelding.com/financials/financial-reports/>). Further, the Financial Results will be published in the newspapers, pursuant to Regulation 47 of the SEBI (LODR) Regulations.

2. Submission of Declaration

We are also submitting declaration under Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 indicating that the Statutory Auditors have issued Audit Report with unmodified opinion(s).

3. Recommendation of Dividend

The Board of Directors of the Company has recommended dividend of Rs. 17.50/- (175%) per Equity Share, for the financial year ended 31st March, 2023, subject to the approval of the shareholders, at the ensuing 70th AGM.

4. Annual General Meeting (AGM)

The Annual General Meeting of the Company will be held on Wednesday, 09th August, 2023 at 11:00 am through Video Conferencing (VC), pursuant to MCA General Circular No. 10/2022 dated 28th December, 2022 read with General Circular No. 02/2022 dated 05th May, 2022, and General Circular No. 20/2020 dated 05th May, 2020.

ADOR WELDING LIMITED

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

+91 22 6623 9300 | www.adorwelding.com | CIN: L70100MH1951PLC008647☎ 1800 233 1071 | ✉ care@adorians.com | 📞 +91 20 40706000

5. **Re-appointment of Mr. Aditya T. Malkani as the Managing Director (DIN:01585637) of the Company**

Pursuant to Regulation 30 read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, on the recommendation of the Nomination & Remuneration Committee has re-appointed Mr. Aditya T. Malkani (DIN: 01585637) as the Managing Director of the Company w.e.f. 14th September, 2023, to hold the office for a period of 03 (three) years upto 13th September, 2026, subject to shareholders approval at the ensuing 70th Annual General Meeting (AGM).

Further, the Company specifically affirms that Mr. Aditya T. Malkani is not debarred from holding the office of Director, by virtue of any SEBI order or any other such Authority.

The details w.r.t. Mr. Aditya T. Malkani, as required under SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09th September, 2015 are enclosed as **Annexure A**.

We hereby request you to take this information on record and acknowledge the receipt of the same.

Thanking you,

Yours Sincerely,

For **ADOR WELDING LIMITED**



VINAYAK M. BHIDE
COMPANY SECRETARY & COMPLIANCE OFFICER



Encl.: As above

ANNEXURE - A

| Sr. No. | Details of events that need to be Provided | Information of such event (s) |
|---------|--|--|
| 1. | Reason for change viz. appointment, resignation, removal, death or otherwise | Re-appointment as the Managing Director of the Company |
| 2. | Date of appointment / cessation (as applicable) & term of appointment | Re-appointed w.e.f. 14 th September, 2023 for the term of three consecutive years. |
| 3. | Brief profile (in case of appointment) | <ul style="list-style-type: none"> • B.A. (Economics) from Oberlin College (Ohio, USA) and MBA from Indian School of Business (ISB, Hyderabad) • Has prior experience in Marketing & Finance functions of MNCs in FMCG industry. • Associated with the Company for over 3 years as the Managing Director & over 13 years in the capacity of the Non- Executive Director. • Area of expertise is Financial Management, Product Manufacturing & Technology Development and Project Management. • Involved across varied functions ranging from corporate marketing & exports to strategic planning & new business initiatives across Ador Group of Companies. |
| 4. | Disclosure of relationships between directors (in case of appointment of a director) | Mr. Aditya T. Malkani is not related to any of the Directors or Key managerial Personnel of the Company. |



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Walker Chandiook & Co LLP

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Independent Auditor's Report on Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

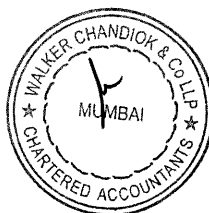
To the Board of Directors of Ador Welding Limited

Opinion

1. We have audited the accompanying annual financial results ('the Statement') of **Ador Welding Limited** ('the Company') for the year ended **31 March 2023**, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
2. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations, and
 - (ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under section 133 of the Companies Act, 2013 ('the Act'), read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the net profit after tax and other comprehensive income and other financial information of the Company for the year ended S 31 March 2023.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Statement* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion.



Ador Welding Limited

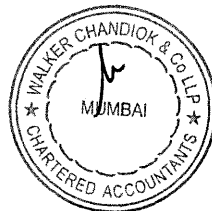
Independent Auditor's Report on Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Responsibilities of Management and Those Charged with Governance for the Statement

4. This Statement has been prepared on the basis of the annual financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the Ind AS specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.
5. In preparing the Statement, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Statement

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under section 143(10) of the Act, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.
8. As part of an audit in accordance with the Standards on Auditing, specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



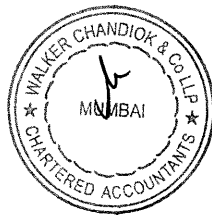
Ador Welding Limited

Independent Auditor's Report on Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place an adequate internal financial control with reference to financial statements and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
 - Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure, and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

11. The Statement includes the financial results for the quarter ended 31 March 2023, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to limited review by us.



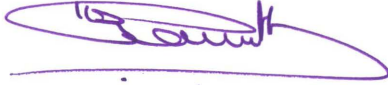
Ador Welding Limited

Independent Auditor's Report on Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

12. The comparative financial information presented in the accompanying financial results includes the financial information of erstwhile wholly owned subsidiary, Ador Welding Academy Private Limited ('the transferor company') which has been merged with the Company as explained in Note 4 to the accompanying financial results. Such financial information of the transferor company for the year and quarter ended 31 March 2022 has been audited and reviewed respectively by the auditor of the transferor company, M/s Phadke & Associates, who had issued an unmodified opinion vide their audit report dated 25 April 2022, which have been furnished to us by the management and have been relied upon by us for the aforementioned purpose.

Our opinion is not modified in respect of these matter referred above.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No:001076N/N500013



Khushroo B. Panthaky
Partner

Membership No:042423

UDIN:23042423BGWIOG9671

Place: Mumbai
Date: 30 May 2023





ADOR WELDING LIMITED

Regd. Office: Ador House, 6, K.Dubash Marg, Fort, Mumbai - 400 001-16 CIN : L70100MH1951PLC008647

Statement of Audited Financial Results for the Quarter and year ended 31 March 2023

(Rs. in lakhs)

| Sr. No. | Particulars | Quarter ended | | | Year ended | |
|---------|---|----------------|---------------------------------|------------------------------|---------------|------------------------------|
| | | 31 March 2023 | 31 December 2022 (Restated)^ | 31 March 2022 (Restated)^ | 31 March 2023 | 31 March 2022 (Restated)^ |
| | | (Refer note 6) | (Unaudited) | (Refer note 6) | (Audited) | |
| 1 | Income | | | | | |
| | Revenue from operations | 23,548 | 19,853 | 19,981 | 77,676 | 66,148 |
| | Other income | 124 | 184 | 144 | 667 | 548 |
| | Total income | 23,672 | 20,037 | 20,125 | 78,343 | 66,696 |
| 2 | Expenses | | | | | |
| | Cost of raw materials and components consumed | 14,411 | 13,827 | 10,602 | 51,065 | 42,125 |
| | Purchases of stock-in-trade | 584 | 685 | 2,010 | 2,643 | 5,850 |
| | Changes in inventories of finished goods, work-in-progress and stock-in-trade | 634 | (1,290) | 1,574 | (1,396) | (990) |
| | Employee benefits expense | 1,496 | 1,419 | 1,201 | 5,685 | 4,866 |
| | Finance costs | 69 | 76 | 74 | 236 | 372 |
| | Depreciation and amortisation expense | 305 | 291 | 283 | 1,161 | 1,090 |
| | Other expenses | 3,245 | 2,809 | 2,827 | 10,958 | 8,460 |
| | Total expenses | 20,744 | 17,817 | 18,571 | 70,352 | 61,773 |
| 3 | Profit before exceptional items and tax (1-2) | 2,928 | 2,220 | 1,554 | 7,991 | 4,923 |
| 4 | Exceptional items (net) Gain / (Loss) (Refer note 3) | 66 | (21) | 167 | (80) | 898 |
| 5 | Profit before tax (3-4) | 2,994 | 2,199 | 1,721 | 7,911 | 5,821 |
| 6 | Income tax expenses / (credit) | | | | | |
| | Current tax | 825 | 606 | 488 | 2,174 | 1,473 |
| | Deferred tax (credit)/charge | (67) | (43) | (86) | (173) | (168) |
| | Tax pertains to earlier years | (19) | - | - | (19) | - |
| | MAT Credit Entitlement | - | - | - | - | 14 |
| | Total tax expenses / (credit) (net) | 739 | 563 | 402 | 1,982 | 1,319 |
| 7 | Net Profit for the period (5-6) | 2,255 | 1,636 | 1,319 | 5,929 | 4,502 |
| 8 | Other comprehensive income/ (loss) for the year / period (net of tax) | | | | | |
| | Items not to be reclassified subsequently to profit or (loss) | | | | | |
| | - Gain/(loss) on fair value of defined benefit plans as per actuarial valuation | (13) | - | 24 | (91) | (81) |
| | - Income tax effect on above | 3 | - | (7) | 23 | 20 |
| 9 | Total comprehensive income for the year / period (after tax) | 2,245 | 1,636 | 1,336 | 5,861 | 4,441 |
| 10 | Paid-up equity share capital (Face value of Rs. 10 per share) | 1,360 | 1,360 | 1,360 | 1,360 | 1,360 |
| 11 | Other equity (excluding revaluation reserve Rs. Nil) | - | - | - | 30,991 | 26,832 |
| 12 | Earnings per share (EPS) (net of tax) (in Rs.) | | | | | |
| | Basic and diluted EPS (not annualised) | 16.58 | 12.03 | 9.70 | 43.60 | 33.10 |

(See accompanying notes to the financials results)

^Restated pursuant to Merger of subsidiary company (Refer note 4)





ADOR WELDING LIMITED

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Statement of Audited Segment Information for the Quarter and Year ended 31 March 2023

(Rs. in lakhs)

| Sr. No. | Particulars | Quarter ended | | | Year ended | |
|----------|---|----------------|---------------------------------|------------------------------|---------------|------------------------------|
| | | 31 March 2023 | 31 December 2022 (Restated)^ | 31 March 2022 (Restated)^ | 31 March 2023 | 31 March 2022 (Restated)^ |
| | | (Refer note 6) | (Unaudited) | (Refer note 6) | (Audited) | |
| | Segmentwise revenue, results, assets, liabilities and capital employed | | | | | |
| 1 | Segment revenue | | | | | |
| | Consumables | 18,737 | 15,808 | 16,602 | 61,490 | 53,571 |
| | Equipment and automation | 3,593 | 2,823 | 2,677 | 11,535 | 9,878 |
| | Flares & Process Equipment Division | 1,295 | 1,243 | 713 | 4,779 | 2,843 |
| | Less: Inter segment revenue | (77) | (21) | (11) | (128) | (144) |
| | Total revenue from operations | 23,548 | 19,853 | 19,981 | 77,676 | 66,148 |
| 2 | Segment results | | | | | |
| | Consumables | 2,994 | 2,405 | 1,859 | 8,876 | 6,060 |
| | Equipment and automation | 290 | 243 | 153 | 772 | 784 |
| | Flares & Process Equipment Division | 127 | 163 | 10 | 486 | (90) |
| | Total | 3,411 | 2,811 | 2,022 | 10,134 | 6,754 |
| | Less: | | | | | |
| | Finance costs (unallocable) | (61) | (56) | (50) | (182) | (256) |
| | Other unallocable expenses net of unallocable income | (422) | (535) | (418) | (1,961) | (1,575) |
| | Profit before exceptional items and tax | 2,928 | 2,220 | 1,554 | 7,991 | 4,923 |
| | Exceptional items (net) Gain / (Loss) | | | | | |
| | Consumables | - | (21) | - | (146) | - |
| | Equipment and automation | - | - | (380) | - | (380) |
| | Flares & Process Equipment Division | - | - | (820) | - | (820) |
| | Other unallocable expenses net of unallocable income | 66 | - | 1,367 | 66 | 2,098 |
| | Total Exceptional items (net) Gain / (Loss) (Refer note 3) | 66 | (21) | 167 | (80) | 898 |
| | Total Profit before tax | 2,994 | 2,199 | 1,721 | 7,911 | 5,821 |
| 3 | Segment assets | | | | | |
| | Consumables | 25,184 | 25,412 | 22,193 | 25,184 | 22,193 |
| | Equipment and automation | 9,925 | 9,304 | 7,595 | 9,925 | 7,595 |
| | Flares & Process Equipment Division | 4,435 | 3,612 | 4,245 | 4,435 | 4,245 |
| | Assets classified as held for sale (unallocable) | 80 | - | 7 | 80 | 7 |
| | Unallocable corporate assets | 5,544 | 4,963 | 5,225 | 5,544 | 5,225 |
| | Total segment assets | 45,168 | 43,291 | 39,265 | 45,168 | 39,265 |
| 4 | Segment liabilities | | | | | |
| | Consumables | 5,375 | 6,549 | 6,036 | 5,375 | 6,036 |
| | Equipment and automation | 2,677 | 2,233 | 1,897 | 2,677 | 1,897 |
| | Flares & Process Equipment Division | 2,016 | 1,985 | 2,456 | 2,016 | 2,456 |
| | Unallocable corporate liabilities | 2,749 | 2,402 | 684 | 2,749 | 684 |
| | Total segment liabilities | 12,817 | 13,169 | 11,073 | 12,817 | 11,073 |
| 5 | Capital employed | | | | | |
| | Consumables | 19,809 | 18,863 | 16,157 | 19,809 | 16,157 |
| | Equipment and automation | 7,248 | 7,071 | 5,698 | 7,248 | 5,698 |
| | Flares & Process Equipment Division | 2,419 | 1,627 | 1,789 | 2,419 | 1,789 |
| | Unallocable corporate assets net of unallocable corporate liabilities | 2,875 | 2,561 | 4,548 | 2,875 | 4,548 |
| | Total capital employed | 32,351 | 30,122 | 28,192 | 32,351 | 28,192 |

(See accompanying notes to the financials results)

^Restated pursuant to Merger of subsidiary company (Refer note 4)



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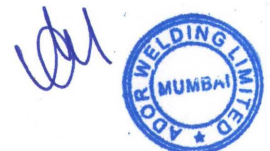
Audited Statement of Assets and Liabilities as at 31 March 2023

(Rs. in lakhs)

| Particulars | As at | As at |
|--|---------------|---------------------------|
| | 31 March 2023 | 31 March 2022 (Restated)^ |
| (Audited) | | |
| ASSETS | | |
| Non-current assets | | |
| (a) Property, plant and equipment | 10,738 | 10,471 |
| (b) Right-of-use asset | 484 | 481 |
| (c) Capital work-in-progress | 151 | 706 |
| (d) Investment property | 1,045 | 729 |
| (e) Intangible assets | 47 | 66 |
| (f) Intangible assets under development | 41 | 4 |
| (g) Financial assets | | |
| (i) Investments | 269 | - |
| (ii) Loans | 22 | 30 |
| (iii) Other financial assets | 767 | 927 |
| (h) Non-current tax assets, (net) | 1,115 | 1,192 |
| (i) Deferred tax assets, (net) | 464 | 268 |
| (j) Other non-current assets | 1,654 | 1,394 |
| Total non-current assets | 16,797 | 16,268 |
| Current assets | | |
| (a) Inventories | 11,621 | 8,997 |
| (b) Financial assets | | |
| (i) Investments | 1,759 | 1,988 |
| (ii) Trade receivables | 12,517 | 9,315 |
| (iii) Cash and cash equivalents | 595 | 661 |
| (iv) Other bank balances | 94 | 102 |
| (v) Loans | 38 | 38 |
| (vi) Other financial assets | 50 | 92 |
| (c) Other current assets | 1,617 | 1,797 |
| (d) Assets classified as held for sale | 28,291 | 22,990 |
| | 80 | 7 |
| Total current assets | 28,371 | 22,997 |
| Total Assets | 45,168 | 39,265 |
| EQUITY AND LIABILITIES | | |
| Equity | | |
| (a) Equity share capital | 1,360 | 1,360 |
| (b) Other equity | 30,991 | 26,832 |
| Total of equity | 32,351 | 28,192 |
| Liabilities | | |
| Non-current liabilities | | |
| (a) Financial liabilities | | |
| (i) Borrowings | 73 | 60 |
| (ii) Lease liabilities | 84 | 127 |
| (iii) Other financial liabilities | 16 | 18 |
| (b) Provisions | 615 | 469 |
| (c) Other non-current liabilities | 6 | 3 |
| Total non-current liabilities | 794 | 677 |
| Current liabilities | | |
| (a) Financial Liabilities | | |
| (i) Borrowings | 1,513 | 8 |
| (ii) Lease liabilities | 58 | 26 |
| (iii) Trade payables | | |
| Total outstanding dues to micro, small and medium enterprises | 1,366 | 192 |
| Total outstanding dues to creditors other than micro, small and medium enterprises | 5,942 | 7,559 |
| (iv) Other financial liabilities | 1,346 | 996 |
| (b) Other current liabilities | 809 | 923 |
| (c) Provisions | 660 | 651 |
| (d) Current tax liabilities (net) | 329 | 41 |
| Total current liabilities | 12,023 | 10,396 |
| Total Equity and Liabilities | 45,168 | 39,265 |

(See accompanying notes to the financials results)

^Restated pursuant to Merger of subsidiary company (Refer note 4)



**ADOR WELDING LIMITED**

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Audited Statement of Cash Flow for the Year ended 31 March 2023

(Rs. in lakhs)

| Particulars | Year ended 31 March 2023 | Year ended 31 March 2022 (Restated)^ |
|---|-----------------------------|---|
| | (Audited) | |
| Cash flow from operating activities | | |
| Profit before tax | 7,911 | 5,821 |
| Adjustment for: | | |
| Fair value adjustments relating to | | |
| Financial assets at amortised cost | (4) | 1 |
| Provision / liabilities no longer required now written back | (61) | (70) |
| Depreciation and amortisation expense | 1,161 | 1,090 |
| Bad debts written off | 29 | 24 |
| Expected Credit Loss | 492 | 106 |
| Inventory written off | 126 | 38 |
| Property, plant and equipment written off | 29 | 21 |
| Gain on derecognition of ROU and Lease liability | (29) | - |
| Items considered separately: | | |
| Finance costs | 220 | 359 |
| Surplus on sale of investments | (49) | - |
| Interest expense on lease liability | 15 | 13 |
| (Profit) / Loss on sale of property, plant and equipment | (11) | 10 |
| Fair value change of financial asset measured at FVTPL | 9 | (52) |
| Interest income | (116) | (86) |
| Rental income | (126) | (122) |
| Exchange gain on revaluation of foreign currency monetary item | (1) | - |
| Exceptional items (Refer note 3) | 80 | (898) |
| Operating profit before working capital changes | 9,675 | 6,255 |
| Adjustments for changes in working capital: | | |
| Inventories | (2,750) | (2,789) |
| Trade receivables | (3,717) | 629 |
| Loans and Other receivables | 166 | (249) |
| Trade Payables | (382) | (229) |
| Liabilities and Provisions | 165 | 458 |
| Cash generated from operating activities | 3,157 | 4,075 |
| Income tax paid | (1,790) | (1,436) |
| Net cash generated from operating activities (A) | 1,367 | 2,639 |
| Cash flow from investing activities | | |
| Acquisition of property, plant and equipment (including capital work-in-progress, intangible assets under development and capital advances) | (1,475) | (1,733) |
| Purchase of investments | (680) | (2,016) |
| Proceeds from sale of property, plant and equipment | 123 | 1,853 |
| Advance (paid) / received against proposed sale of property | - | 14 |
| Proceeds from sale of investments | 680 | 1,149 |
| Interest received | 97 | 85 |
| Rental received | 129 | 130 |
| Increase/(decrease) in fixed deposits | 160 | (27) |
| Net cash used in investing activities (B) | (966) | (545) |
| Cash flow from financing activities | | |
| Finance costs | (220) | (375) |
| Finance cost paid on lease liabilities | (15) | (13) |
| Repayment of lease liability | (49) | (17) |
| Repayment of borrowings | (11) | (2,802) |
| Dividend paid | (1,700) | - |
| Proceeds from borrowings | 1,528 | 70 |
| Net cash used in financing activities (C) | (467) | (3,137) |
| Net decrease in cash and cash equivalents (A+B+C) | (66) | (1,043) |
| Cash and cash equivalents at the beginning of the year | 661 | 1,704 |
| Cash and cash equivalents at the end of the year | 595 | 661 |
| Components of cash and cash equivalents: | | |
| Cash on hand | 5 | 5 |
| Balances with banks in current accounts | 590 | 656 |
| Total cash and cash equivalents | 595 | 661 |

^Restated pursuant to Merger of subsidiary company (Refer note 4)



Notes to the financial results:

- The above audited financial results have been reviewed by the Audit Committee and then approved by the Board of Directors at their respective meetings held on 30 May 2023.
- The above audited financial results have been prepared in accordance with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies, to the extent applicable.

| Exceptional items | (Rs. in lakhs) | | | | |
|---|----------------|---------------------------------|------------------------------|---------------|------------------------------|
| | Quarter ended | | | Year ended | |
| | 31 March 2023 | 31 December 2022 (Restated)^ | 31 March 2022 (Restated)^ | 31 March 2023 | 31 March 2022 (Restated)^ |
| Impairment in the value of the wire manufacturing facility [Refer note a below] | - | (21) | - | (146) | - |
| Balances with government authorities written off [Refer note b below] | - | - | (380) | - | (380) |
| Provisions for cost overrun and other incidental costs [Refer note c below] | - | - | (820) | - | (820) |
| Profit on sale of Properties [Refer note d below] | - | - | 1,367 | - | 2,098 |
| Profit on sale of Flat [Refer note e below] | 66 | - | - | 66 | - |
| Total | 66 | (21) | 167 | (80) | 898 |

- Notes:**
- During the year, the Company has provided Rs. 146 lakhs towards impairment in the carrying value of one of the manufacturing facility of wires (For quarter ended 30 June 2022 - 125 lakhs and quarter ended 31 December 2022 - 21 lakhs). The same has been shown under exceptional items.
 - In the previous year, the Company had availed the benefit of Amnesty scheme announced by Government of Maharashtra, for pending sales tax appeal and has written off Rs. 380 lakhs towards disputed VAT input credit matter which was pending before CESTAT, VAT tribunal during the previous year.
 - In the previous year, the Company had sold one project and booked an additional cost of Rs. 535 lakhs towards compensation to buyer for future estimated losses, expected liquidated damage and other incidental costs and a provision of Rs. 285 lakhs towards cost incurred on crematorium projects of Municipal Corporation of Greater Mumbai (MCGM) and expected liquidated damages, as estimated by the management.
 - In the previous year, the Company had sold three properties situated at Delhi- Narayana, Silvassa and Ahmednagar and the profit on sale was recognised as an exceptional item.
 - During the year, the Company has sold partly property situated at Kochi and the profit on sale has been recognised as an exceptional item.

4 Merger of subsidiary company (Ador Welding Academy Private Limited)

As a part of reorganization of the Company, the Board of Directors of the Company (Company is one of India's leading player in the field of Welding Products, Technologies and Services) and its wholly owned subsidiary, Ador Welding Academy Private Limited (AWAPL) (engaged in providing training in respect of welding activity) have in their respective board meetings held on 28 May 2021 unanimously approved the proposal for the amalgamation of AWAPL with the Company, subject to all the necessary statutory / regulatory approvals. Necessary notices are filed with the statutory & regulatory authorities.

The Scheme of Amalgamation (The Scheme) for merger of AWAPL with the Company has been approved by the National Company Law Tribunal (NCLT), Mumbai Bench under Section 230 to Section 232 of Chapter XV of the Companies Act, 2013 on 03 February 2023. The Scheme has become effective from appointed date i.e., 1 April 2021. The merger has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combinations' and comparatives have been restated for merger from the beginning of the preceding year i.e. 1 April 2021.

In accordance with the Scheme, the shares held by the Company in AWAPL shall stand cancelled and extinguished in entirety. Since the Company is the 100% shareholder of AWAPL, no shares shall be required to be allotted by the Company either to itself or to any of its nominee shareholders holding shares in AWAPL.

The difference, between the book value of the assets of AWAPL and the aggregate of: (a) the book value of liabilities of AWAPL vested in the Company pursuant to the Scheme; (b) the book value of the reserves of AWAPL vested in the Company pursuant to the Scheme; and the book value of investment held by the Company in AWAPL, recorded as capital reserve.

Upon the Scheme become effective and with effect from the appointed date, the authorized share capital of AWAPL shall stand cancelled. Difference between carrying value of investment and net assets amounting Rs. 140 lakhs has been credited to capital reserve.

Table 1 Restatements – Statement of profit and loss

| Particulars | (Rs. in lakhs) | | | | | |
|---|------------------|------------------|---------------|---------------|---------------|---------------|
| | Quarter ended | | | | Year ended | |
| | 31 December 2022 | 31 December 2022 | 31 March 2022 | 31 March 2022 | 31 March 2022 | 31 March 2022 |
| | Reported | Restated | Reported | Restated | Reported | Restated |
| (1) Total income | 20,035 | 20,037 | 20,123 | 20,125 | 66,689 | 66,696 |
| (2) Total expenses | 17,815 | 17,817 | 18,569 | 18,571 | 61,764 | 61,773 |
| (3) Profit before exceptional items and tax (1-2) | 2,220 | 2,220 | 1,554 | 1,554 | 4,925 | 4,923 |
| (4) Exceptional items (net) Gain / (Loss) | (21) | (21) | 167 | 167 | 898 | 898 |
| (5) Profit before tax (3-4) | 2,199 | 2,199 | 1,721 | 1,721 | 5,823 | 5,821 |
| (6) Income tax expenses / (credit) | | | | | | |
| Current tax | 606 | 606 | 488 | 488 | 1,473 | 1,473 |
| Deferred tax | (43) | (43) | (87) | (86) | (169) | (168) |
| MAT Credit Entitlement | - | - | - | - | - | 14 |
| Total tax expenses / (credit) (net) | 563 | 563 | 401 | 402 | 1,304 | 1,319 |
| (7) Net Profit / (Loss) for the period (5-6) | 1,636 | 1,636 | 1,320 | 1,319 | 4,519 | 4,502 |

Table 2 Restatements – Balance sheet

| Particulars | (Rs. in lakhs) | |
|-------------------------------------|----------------|---------------|
| | 31 March 2022 | 31 March 2022 |
| | Reported | Restated |
| Non-current assets | 16,410 | 16,268 |
| Current assets | 22,863 | 22,997 |
| Total Assets | 39,273 | 39,265 |
| Equity | 28,201 | 28,192 |
| Non-current liabilities | 677 | 677 |
| Current liabilities | 10,395 | 10,396 |
| Total equity and liabilities | 39,273 | 39,265 |

Table 3 Restatements – Statement of Cash flow

| Particulars | (Rs. in lakhs) | |
|---|----------------|----------------|
| | 31 March 2022 | 31 March 2022 |
| | Reported | Restated |
| Cash flow from operating activities | 2,633 | 2,639 |
| Cash flow from investing activities | (546) | (545) |
| Cash flow from financing activities | (3,137) | (3,137) |
| Net (decrease)/increase in cash and cash equivalents | (1,050) | (1,043) |
| Add: Cash and cash equivalents at the beginning of the year | 1,688 | 1,704 |
| Cash and cash equivalents at the end of the year | 638 | 661 |

- The Board of Directors of the Company, at its meeting held on 31 May, 2022, approved the Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited ("Transferor Company" or "ADFL") with Ador Welding Company ("Transferee Company" or "AWPL") and their respective shareholders, under the provisions of Section 230 to 232 of the Companies Act 2013. The Company had obtained necessary NOCs from the Stock exchanges and subsequently filled application with NCLT. The NCLT Mumbai bench has passed order on 18 May, 2023 wherein directed the Company to convene the meeting of the Shareholders on 10 August, 2023, dispensed with convening the meeting of the Secured Creditors and issue notices to the Unsecured Creditors of value - Rs. 1.00 Lakh and above.
- The figures for the quarter ended 31 March 2023 and 31 March 2022 are the balancing figures between the audited financial statements for the year ended as on that date and the year to date figures upto the end of third quarter of the respective financial years on which auditors had performed a limited review.
- The Board has recommended a dividend for the financial year 2022-23 @ Rs.17.5 per share, i.e. 175% of the face value of Rs.10 each.
- Previous periods' / year's figures have been regrouped or reclassified wherever necessary.

Mumbai
30 May 2023



For ADOR WELDING LIMITED

(Signature)

A. T. Malkani
MANAGING DIRECTOR
DIN : 01585637

AWL/SEC/SE/2023-24/21

30th May, 2023

BSE LTD.

Phiroze Jeejeebhoy Towers,
01st 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: Declaration pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by / vide SEBI Circulars No. SEBI/LAD-NRO/GN/2016-17/001 dated 25th May, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated 27th May, 2016, we hereby declare that M/s. Walker Chandiook & Co. LLP, Statutory Auditors of our Company, have issued Audit Report with unmodified opinion on the Standalone Audited Financial Results of the Company for the year ended 31st March, 2023.

We hereby request you to take this information on record and acknowledge the receipt of the same.

Thanking you,

Yours Sincerely,

For **ADOR WELDING LIMITED**



SURYA KANT SETHIA
CHIEF FINANCIAL OFFICER



ADOR WELDING LIMITED

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

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