

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L70100MH1951PLC008647

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACA9076B

(ii) (a) Name of the company

ADOR WELDING LIMITED

(b) Registered office address

Ador House, 6, K. Dubash Marg, Fort, NA
Mumbai
Maharashtra
400001
India



(c) *e-mail ID of the company

investorservices@adorians.com

(d) *Telephone number with STD code

02266239300

(e) Website

https://www.adorwelding.com

(iii) Date of Incorporation

22/10/1951

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	77
2	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	23

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	J.B ADVANI AND COMPANY PR	U51900MH1925PTC004217	Holding	50.01

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	33,000,000	13,598,467	13,598,467	13,598,467
Total amount of equity shares (in Rupees)	330,000,000	135,984,670	135,984,670	135,984,670

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	33,000,000	13,598,467	13,598,467	13,598,467
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	330,000,000	135,984,670	135,984,670	135,984,670

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						

At the beginning of the year	402,773	13,195,694	13598467	135,984,670	135,984,670	
Increase during the year	0	33,864	33864	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		33,864	33864			
Demat						
Decrease during the year	33,864	0	33864	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	33,864		33864			
Demat						
At the end of the year	368,909	13,229,558	13598467	135,984,670	135,984,670	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
Ledger Folio of Transferor <input style="width:95%;" type="text"/>			
Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:95%;" type="text"/>			
Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input style="width:95%;" type="text"/>			
Type of transfer	<input style="width:95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
Ledger Folio of Transferor <input style="width:95%;" type="text"/>			
Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:95%;" type="text"/>			
Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

8,844,003,403

(ii) Net worth of the Company

3,623,871,564

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	888,581	6.53	0	
	(ii) Non-resident Indian (NRI)	49,050	0.36	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,800,531	50.01	0	
10.	Others	0	0	0	
	Total	7,738,162	56.9	0	0

Total number of shareholders (promoters)

14

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,163,558	30.62	0	
	(ii) Non-resident Indian (NRI)	266,863	1.96	0	
	(iii) Foreign national (other than NRI)	1,182	0.01	0	
2.	Government				
	(i) Central Government	266,842	1.96	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	532	0	0	
5.	Financial institutions	0	0	0	

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	9	2	9	2.38	0.09

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mrs. N. Malkani Nagpa	00031985	Whole-time director	199,952	
Mr. A. T. Malkani	01585637	Managing Director	123,198	
Dr. D. A. Lalvani	01771000	Director	4,419	
Mr. R. A. Mirchandani	00175501	Director	8,002	
Ms. T. H. Advani	08586636	Director	0	
Mr. P. K. Gupta	00963094	Director	0	
Mr. R. N. Sapru	02332414	Director	0	
Mr. K. Digvijay Singh	00004607	Director	0	
Mr. G. M. Lalwani	06928792	Director	10	
Mrs. N. Dempo Mirchal	01103973	Director	0	
Mr. N. S. Marshall	00085754	Director	40,031	
Mr. V. M. Bhide	AACPB4854F	Company Secretary	150	
Mr. S. K. Sethia	BFBPS3679N	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
70th ANNUAL GENERAL M +		25,034	82	58.94
NCLT CONVENED EQUITY +		25,034	52	56.47

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1		11	11	100
2		11	11	100
3		11	10	90.91
4		11	10	90.91

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committe +		4	4	100
2	Audit Committe +		4	4	100
3	Audit Committe +		3	3	100
4	Audit Committe +		3	3	100
5	Nomination & I +		3	3	100
6	Nomination & I +		3	3	100
7	Stakeholders F +		3	3	100
8	Stakeholders F +		3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	CSR Committee		3	3	100
10	CSR Committee		3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mrs. N. Malkani	4	4	100	2	2	100	
2	Mr. A. T. Malkani	4	4	100	0	0	0	
3	Dr. D. A. Lalwani	4	4	100	5	5	100	
4	Mr. R. A. Mirchandani	4	4	100	5	5	100	
5	Ms. T. H. Advani	4	4	100	2	2	100	
6	Mr. P. K. Gupta	4	4	100	3	3	100	
7	Mr. R. N. Sapru	4	4	100	5	5	100	
8	Mr. K. Digvijay	4	4	100	0	0	0	
9	Mr. G. M. Lalwani	4	3	75	5	5	100	
10	Mrs. N. Dempo	4	3	75	2	2	100	
11	Mr. N. S. Marsani	4	4	100	4	4	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Mrs. N. Malkani Naik	Whole Time Director	16,018,000	1,006,000	0	740,000	17,764,000
2	Mr. A. T. Malkani	Managing Director	15,503,000	1,006,000	0	611,000	17,120,000
	Total		31,521,000	2,012,000	0	1,351,000	34,884,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. V. M. Bhide	Company Secretary	4,671,000	0	0	0	4,671,000
2	Mr. S. K. Sethia	CFO	5,042,000	0	0	0	5,042,000
	Total		9,713,000	0	0	0	9,713,000

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

K.G. Saraf

Whether associate or fellow

Associate Fellow

Certificate of practice number

642

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

22

dated

21/01/2011

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

01585637

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

5063

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

ANNEXURE TO IX C. COMMITTEE MEETINGS

Sr. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Risk Management Committee Meeting	27 th April, 2023	3	3	100
12	Risk Management Committee Meeting	17 th October, 2023	3	3	100

SARAF & ASSOCIATES

COMPANY SECRETARIES

www.sarafandassociates.com

423, Hind Rajasthan Building, 95, Dadasaheb Phalke Road, Dadar (C.Rly.), Mumbai - 400 014.

☎ (022) 2413 0371 / 2415 3887 📠 +91 98203 20072 ✉ kamalax_saraf@hotmail.com

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

Certificate by PCS

I have examined the registers, records, books and papers of **ADOR WELDING LIMITED** ('the Company'), as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on **31st March 2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The annual return states the facts, as at the close of the aforesaid financial year ended on **31st March, 2024**, correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with the provisions of the Act & Rules made thereunder in respect of:
 1. Its status under the Act; i.e Listed Public Company, limited by Shares;
 2. Maintenance of registers / records & making entries therein within the time prescribed thereof;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Central Government, the Tribunal , Court or other authorities within the prescribed time;
 4. Calling / convening / holding meetings of the Board of Directors, its Committees, and the Meetings of the Members of the Company, within the due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book / Registers maintained for the purpose and the same have been signed wherever required;
 5. Closure of Registers of Members (RoM);
 6. Advances / loans to its Directors and / or persons or firms or companies referred in section 185 of the Act; **Nil during the year under review;**

7. Contracts / arrangements with related parties as specified in section 188 of the Act;
8. Transfer or transmission of securities and issuance of letters of confirmation wherever required in all instances;
9. Keeping in abeyance, the rights to dividend and pending registration of transfer of shares, in compliance with the provisions of the Act;
10. Declaration and payment of dividend, transfer of unpaid / unclaimed dividend / other amounts, as applicable, to the Investor Education and Protection Fund (IEPF) in accordance with the provisions of Section 125 of the Act;
11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of Directors is as per sub-sections (3) and (5) thereof;
12. Constitution / appointment / re-appointment and disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment of Auditors as per the provisions of Section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. Acceptance / renewal / repayment of deposits; **Nil during the year under review;**
16. Borrowings from banks and others and creation / modification / satisfaction of charges in that respect;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; **Nil during the year under review**
18. Alteration of the provisions of the memorandum and/or articles of association of the company; **Nil during the year under review.**

Date :
Place : Mumbai
UDIN :

For Saraf & Associates
Company Secretaries

K.G. Saraf
Practising Company Secretary
C.P.642
M No. 1596
FRN. S1988MH004800
PR. 1003/2020