

AWL/SEC/SE/2024-25/59

26<sup>th</sup> July, 2024

**BSE LTD.**

Phiroze Jeejeebhoy Towers,  
1<sup>st</sup> 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 71<sup>st</sup> Annual General Meeting for FY 2023-24**

We wish to inform you that the 71<sup>st</sup> Annual General Meeting (AGM) of our Company was held today i.e. on Friday, 26<sup>th</sup> July, 2024 through the electronic mode of video conferencing (VC), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities & Exchange Board of India (SEBI). The AGM commenced at 11:00 AM (IST) and concluded at 11:46 PM (IST). In the said meeting, the business mentioned in the Notice of the 71<sup>st</sup> Annual General Meeting dated 30<sup>th</sup> April, 2024 was transacted.

The summary of the proceedings of the 71<sup>st</sup> AGM, pursuant to Regulation 30 Part A Para A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, are attached / enclosed as **Annexure I**.

The details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions set out in the Notice of AGM, along with the Scrutinizer's Report will be disseminated to the Stock Exchanges and will be placed on the Company's website, in due course.

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

Thanking you,

Yours Sincerely,

For **ADOR WELDING LIMITED**

VINAYAK M. BHIDE

**COMPANY SECRETARY**

**Encl:** As above

**ADOR WELDING LIMITED**

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**SUMMARY OF THE PROCEEDINGS OF 71<sup>ST</sup> ANNUAL GENERAL MEETING OF ADOR WELDING LIMITED**

The 71<sup>st</sup> Annual General Meeting (AGM) of the Members of M/s. Ador Welding Ltd. (AWL) was held today i.e. on Friday, 26<sup>th</sup> July, 2024 at 11:00 AM (IST) through the electronic means of Video Conference (VC). The Company, while conducting the said Meeting, adhered to the various circulars issued by the Ministry of Corporate Affairs (MCA), the Securities & Exchange Board of India (SEBI) and all the relevant provisions of the applicable statutes.

Mrs. Ninotchka Malkani Nagpal, Executive Chairman, chaired the Meeting and started with the proceedings. Mrs. Ninotchka Malkani Nagpal welcomed all the Directors, officials and Shareholders participating / attending the Annual General Meeting, through electronic mode, from their respective locations. The Company's Statutory Auditors and Secretarial Auditors were also present in the Meeting through VC. The Directors introduced themselves to the Members, as requested by the Executive Chairman, Mrs. N. Malkani Nagpal.

Mrs. Ninotchka Malkani Nagpal, Executive Chairman then called the Meeting to order as the requisite quorum was present. She informed the Members that 61 Members were present for the meeting through Video Conferencing (electronic mode), including 10 Promoters & Members of Promoter group, 50 Public Shareholders and 01 Corporate Representative from Promoter Group, holding 68,00,531 shares.

The Company Secretary, Mr. V. M. Bhide, informed the Members that the Company has tied up with M/s. National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting at the AGM and for participation in the AGM through VC facility. He further informed the Members that the proceedings of the Meeting are being video recorded and live streamed through webcast on National Depository System Limited's (NSDL's) website.

Mr. V. M. Bhide then informed the Members that pursuant to the applicable provisions of the Companies Act, 2013, the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended remote e-voting facility to the Members of the Company in respect to all the Resolutions (Ordinary & Special) set forth in the Notice, conveying the 71<sup>st</sup> Annual General Meeting, dated 30<sup>th</sup> April, 2024. The remote e-voting commenced on Tuesday, 23<sup>rd</sup> July, 2024 at 09:00 AM (IST) and concluded on Thursday, 25<sup>th</sup> July, 2024 at 5:00 PM (IST).

The Members were further informed that the facility of e-voting at the AGM is also being provided to the Members, who could not cast their vote through remote e-voting and requested the Members, who were present at the AGM, but had not cast their votes earlier through remote e-voting, to cast their vote during the AGM.

Mr. V. M. Bhide thereafter informed the Members about the appointment of Mr. Hemanshu Kapadia of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process prior to the AGM and during the AGM in a fair & transparent manner. Mr. Kapadia was also present at the meeting through VC.

The Registers, as required under the Companies Act, 2013 and other relevant documents, mentioned in the Notice were available for inspection in electronic mode. Since there was no physical attendance of the Members and in compliance with the Circulars issued by MCA & SEBI, the requirement of appointing proxies was not available / applicable, except for attendance of the authorized representative of the Corporate Shareholder/s.

The Chairman thereafter informed the Members that the Notice of the 71<sup>st</sup> AGM, Directors' Report, Financial Statement (Standalone) for the financial year ended 31<sup>st</sup> March, 2024, Statutory Auditor's Reports thereon and Secretarial Audit Report can be taken as read, as the same had already been circulated amongst the Members and did not contain any Qualifications / Adverse Remark, requiring specific attention of the Members.

The Chairman thereafter addressed all the Members through the Chairman's Statement.  
[copy enclosed — Annexure I (b)]

The following business, as set forth in the Notice, was thereafter transacted at the Meeting:

<b>SR. No.</b>	<b>RESOLUTIONS</b>	<b>TYPE OF RESOLUTION</b>	<b>MODE OF VOTING</b>	<b>RESULT</b>
<b>Ordinary Business</b>				
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution	Remote evoting prior to AGM and during AGM	Passed with requisite majority
2.	To appoint a Director in place of Ms. Tanya H. Advani (DIN: 08586636), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	Remote evoting prior to AGM and during AGM	Passed with requisite majority
<b>Special Business</b>				
3.	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai, as the Cost Auditor for the financial year 2024-25.	Ordinary Resolution	Remote evoting prior to AGM and during AGM	Passed with requisite majority
4.	Re-Appointment of Mrs. Ninotchka Malkani Nagpal (DIN: 00031985), as Whole-Time Director, designated as the Executive Chairman of the Company.	Special Resolution	Remote evoting prior to AGM and during AGM	Passed with requisite majority
5.	Approval of payment of remuneration to the Executive Director, who is the Promoter &/or Member of the promoter group in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Special Resolution	Remote evoting prior to AGM and during AGM	Passed with requisite majority
6.	Re-appointment of Mrs. Nita Dempo Mirchandani (DIN: 01103973), as an Independent Director of the Company.	Special Resolution	Remote evoting prior to AGM and during AGM	Passed with requisite majority
7.	To appoint Mr. Santosh Janakiram Iyer (DIN: 06801226), as an Independent Director of the Company.	Special Resolution	Remote evoting prior to AGM and during AGM	Passed with requisite majority
8.	To appoint Mr. Jitendra Hiru Panjabi (DIN: 01259252), as an Independent Director of the Company.	Special Resolution	Remote evoting prior to AGM and during AGM	Passed with requisite majority

The Chairman thereafter invited the Members, who had registered themselves as speakers, to express their views, raise queries / questions at the Meeting, if any.

Queries raised by the Members with respect to the future business, market, R & D, manufacturing, quality, performance of the Company, amalgamation with ADFL, etc. were clarified / answered by Mrs. Ninotchka Malkani Nagpal, Executive Chairman and Mr. A. T. Malkani, Managing Director, to the satisfaction of the shareholders present at the Meeting.

After the Q&A session, the Chairman thanked the Members for their continuing support and for attending & participating in the Meeting. She then requested the Members to cast their votes, if not voted earlier through remote e-voting, in the next 15 minutes. The Chairman subsequently informed the Members that the consolidated voting results, along with the scrutinizer's report, would be announced within 2 (two) working days of the conclusion of the Meeting and shall also be intimated to the Stock exchanges (NSE & BSE) and will also be posted onto the website of the Company & onto the website of National Securities Depository Limited.

The Meeting concluded at 11.46 AM (IST).