

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/2016-17

04th July, 2016

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,

Sub: Notice of 63rd Annual General Meeting

Pursuant to Regulation 30 read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of 63rd Annual General Meeting of the Company to be held on Thursday, 28th July 2016. The said Notice is also placed on the website of our Company at www.adorwelding.com.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Yours Sincerely,

For **ADOR WELDING LIMITED**

V. M. BHIDE

COMPANY SECRETARY



Encl.: As Above



NOTICE OF THE 63RD ANNUAL GENERAL MEETING

To,

The Members,

ADOR WELDING LIMITED

Notice is hereby given that the **Sixty Third (63rd) Annual General Meeting** of the Members of **ADOR WELDING LIMITED** will be held at **Walchand Hirachand Hall, Indian Merchants' Chamber, Churchgate, Mumbai – 400 020, Maharashtra, India** on **Thursday, 28th July, 2016** at **03:30 pm**, to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2016, together with Reports of the Directors and the Auditors, thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2016.
3. To appoint a Director in place of Mr. A. T. Malkani (DIN: 01585637), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. D. A. Lalvani (DIN: 01771000), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:-

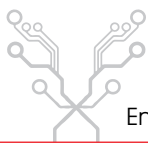
Ratification of appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, as the Statutory Auditors for FY 2016-17 and fixing their remuneration

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, including Rules, Circulars, Notifications made / issued thereunder and for the time being in force, the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, having Firm Registration No. 001076N/N500013, as the Statutory Auditors of the Company, which has been approved by the Members at the 62nd Annual General Meeting of the Company for a term of 5 years i.e. from the conclusion of the 62nd Annual General Meeting until the conclusion of the 67th Annual General Meeting, be and is hereby ratified for a period of one year i.e. for FY 2016-17 and that the Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis, to be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:-

Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai as Cost Auditors for FY 2016-17



"RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, remuneration of Rs. 4,50,000/- (Rupees Four Lacs & Fifty Thousand Only) plus Service Tax, as applicable, payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), Mumbai as Cost Auditors, to conduct the audit of the Cost Records of the Company for Financial Year 2016-17, be and is hereby ratified."

By the Order of the Board

V. M. Bhide

**Head - Corp. Admin., Int. Audit,
KM, Legal & Company Secretary**

Mumbai, 10th May, 2016

CIN: L70100MH1951PLC008647

Registered Office:

Ador House,
6, K. Dubash Marg, Fort,
Mumbai - 400 001-16,
Maharashtra, INDIA.

Tel: +91 22 6623 9300, 2284 2525

Fax: +91 22 2287 3083

Web: www.adorwelding.com

Email ID: investorservices@adorians.com

NOTES:

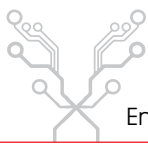
- a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE VALID, MUST BE DULY COMPLETED, STAMPED & SIGNED AND SHOULD REACH THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- b) Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating entities. Members are requested to note that a person can act as proxy on behalf of Members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.
- c) The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of the Special Business under Item No. 6 of the Notice is annexed hereto. The relevant details, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, w.r.t. persons seeking re-appointment as Directors under Item Nos. 3 and 4 of the Notice are also appended.
- d) Members who hold shares in **Dematerialized form** are requested to write their **Client ID & DP ID** and those who hold shares in **Physical form** are requested to write their **Folio No.** on the Attendance Slip for easy identification at the Meeting.
- e) The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 23rd July 2016 to Thursday, 28th July 2016 (both days inclusive)** in connection with the Annual General Meeting (AGM) and for the payment of Dividend, if approved by the Members.



- f) If the Dividend, as recommended by the Board of Directors, is declared at the ensuing Annual General Meeting, then the payment of such Dividend will be made as under:-
- In respect of the shares held in **Physical form**, the dividend will be paid to those shareholders whose names appear in the Register of Members of the Company, after giving effect to all the valid share transfers in physical form lodged with the Company / its Registrar & Share Transfer Agent (RTA), on or before Friday, 22nd July 2016.
 - In respect of the shares held in **Electronic form** (Dematerialized mode), the Dividend will be payable on the basis of the details of beneficial ownership, furnished by M/s. National Securities Depository Limited (NSDL) and M/s. Central Depository Services (India) Limited (CDSL), for this purpose, as at the close of business hours on Friday, 22nd July 2016.
- g) Members may please note that the Dividend Warrants will be payable at par at the designated branches of the Bank printed overleaf of the Dividend Warrant for an initial period of three months only. Thereafter, the Dividend Warrants, on revalidation, are payable only at limited branches / centers. The Members are, therefore, requested to encash their Dividend Warrants within the initial validity period.
- h) **As per the provisions of Section 205A of the Companies Act, 1956, (which is in force) money transferred to Unpaid Dividend Accounts of the Company and remaining unpaid / unclaimed over a period of 7 (seven) years from the date of such transfer shall be transferred to 'Investor Education and Protection Fund' (IEPF) and no claim will be entertained thereafter by the Company. Members are therefore requested to expeditiously put their claims for Unclaimed Dividends, if the Dividends are not received / claimed by them.**

In terms of IEPF (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, (IEPF Rules), the Company has posted the requisite details of unpaid / unclaimed dividends as of last AGM, i.e. as of 30th July, 2015 on the website of the Company, viz. www.adorwelding.com, which will enable the shareholders in checking their unclaimed Dividends, if any.

- i) Members are requested to:
- Write to the Company atleast 7 days before the date of the Meeting, in case they desire any information regarding the Audited Accounts for the Financial Year ended 31st March 2016, so as to enable the Company to keep the information ready.
 - Bring a copy of the Annual Report and the Attendance Slip at the Annual General Meeting.
 - Intimate to RTA immediately about any change in their addresses, if the shares are held in Physical form. If the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company / RTA.
 - Quote the Folio Number or DP ID - Client ID in all the correspondence with the Company / RTA.
 - Approach RTA for consolidation of Folios, if required.
 - Avail Nomination facility by filling in and forwarding the nomination form to RTA, if not already done, if the shares are held in Physical form.
 - Send all share transfer lodgements (Physical form) / correspondence to RTA of the Company located at the following address by or before the date of book closure:-



M/s. Sharex Dynamic (India) Pvt. Ltd.

Unit No. 01, Luthra Industrial Premises, Andheri Kurla Road,
Safed Pool, Andheri (East), Mumbai – 400 072, Maharashtra, India.

Tel: +91 22 2851 5606 / 44

Fax: +91 22 2851 2885

Email: sharexindia@vsnl.com

Web: www.sharexindia.com

- j) As informed earlier, trading and settlement of the Company's shares through the Stock Exchange(s) has been made **compulsorily in Demat (Electronic) form, with effect from 08th May, 2000**. The Members are once again requested, in their own interest, to dematerialise their shareholding in the Company.
- k) In order to provide protection against fraudulent encashment of Dividend Warrants, Shareholders holding shares in Physical form are requested to intimate RTA of the Company, under the signature of the sole / first joint holder, the following information, for printing on the Dividend Warrants:
- Name of the Bank
 - Type of Bank Account
 - Bank Account Number
 - Name of the Branch / Location
 - Complete address of the Bank alongwith the PIN Code
- l) Members holding shares in Demat form may kindly note that their Bank details, as furnished by their respective Depositories to RTA, will be printed on their Dividend Warrants, as per the applicable Regulations of the Depositories, and that the Company / RTA will not entertain any direct request from such Members for deletion of / change in such Bank details. Further instructions, if any, already given by the Members in respect of their shares held in Physical Form will not be automatically applicable to Dividend paid on their shares held in Electronic Form. Members may, therefore, give instructions regarding Bank Accounts, in which they wish to receive Dividend, directly to their Depository Participant.
- m) To avoid loss of Dividend Warrants in transit and undue delay in respect of receipt of Dividend Warrants, the Company has provided a facility to the Members for remittance of dividend through **National Electronic Clearing Service (NECS)**. NECS essentially operates on the new and unique bank account number allotted by the banks, post implementation of Core Banking Solutions (CBS), for centralized processing of inward instructions and for better efficiency in handling bulk transactions. NECS facility is available at locations identified by the Reserve Bank of India from time to time and covers most of the cities and towns in India. Members holding shares in Physical form and desirous of availing this facility are requested to contact the Company's RTA.
- n) Members are informed that in case joint holders attend the Meeting, only such joint holder, who is higher in order of Joint names, will be entitled to vote.
- o) Non-Resident Indian Members are requested to inform the Company / RTA the following immediately:
- Indian address for correspondence.
 - Change in the residential status on return to India for permanent settlement, if applicable.
 - The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
- p) Pursuant to the provisions of Sections 20(2), 101, 136(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, the Company can send documents like Notices, Annual Reports, etc. in electronic form to its Members, whose email addresses are registered with the Company/ RTA / Depositories. Accordingly, this Notice of 63rd AGM alongwith the Annual Report for FY 2015-16 is



being sent by electronic mode to those shareholders whose email addresses are registered with the Company / RTA / Depositories, unless any Member has specifically requested for a physical copy. For Members who have not registered their email address, the physical copies are being sent by permitted modes of dispatch.

- q) We hereby request the Members to note that the documents viz. Annual Report, Notice, etc. will be uploaded on the website of the Company viz. www.adorwelding.com and made available for inspection at the Registered Office of the Company during business hours. However, in case a Member wishes to receive a physical copy of the said documents, he / she is required to send a letter to RTA or an e-mail at sharexindia@vsnl.com duly quoting his / her DP ID & Client ID or Folio number, as the case may be, and the said documents will be despatched to the Member free of cost.
- r) Re-appointment of the Directors retiring by rotation at the ensuing Annual General Meeting:
- Mr. A. T. Malkani, Director (Non-Executive) of the Company, retires by rotation and being eligible, offers himself for re-appointment.
 - Mr. D. A. Lalvani, Director (Non-Executive) of the Company, retires by rotation and being eligible, offers himself for re-appointment.

The Directors have submitted the requisite declarations w.r.t. their re-appointment to the Company. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance, the particulars of the aforesaid Directors are included in the Notice as an Appendix to the Notice.

- s) For immediate reference, the route map for reaching the venue of the 63rd Annual General Meeting is attached.
- t) **Voting through electronic mode:**
- In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 63rd Annual General Meeting (AGM) by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than the venue of the AGM ('remote e-voting') will be provided by M/s. National Securities Depository Limited (NSDL).
 - The facility for voting through Ballot Paper shall be made available at the AGM and Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right at the meeting through Ballot Paper.
 - The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
 - The remote e-voting period commences on **25th July, 2016 (09:00 IST)** and ends on **27th July, 2016 (17:00 IST)**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **21st July, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.



- The process and manner for remote e-voting is as under:
 - a. When a Member receives an email from NSDL [for Members whose email IDs are registered with the Company / RTA / Depository Participant(s)]:
 - (i) Open email and open PDF file viz. 'Ador remote e-voting.pdf' with your Client ID or Folio No. as the password. The said PDF file contains your User ID and password / PIN for remote e-voting.

Please note that this password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put the User ID and password, as initial password / PIN noted in step (i) above and click 'Login'
 - (v) "Password change menu" will appear. Change the Password / PIN with a new password of your choice with minimum 8 digits / characters or combination thereof and note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select 'EVEN' of 'ADOR WELDING LIMITED'.
 - (viii) Now you are ready for remote e-voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting desired option and click on 'Submit' and also 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser through e-mail to scrutiniser@hkacs.com with a copy marked to evoting@nsdl.co.in
 - b. In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company / RTA / Depository Participant(s) or those requesting physical copy]:
 - (i) Initial password is provided as below at the bottom of the Attendance Slip of the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all the steps from Sr. No. (ii) to (xii) above, to cast vote.
- In case of any queries, you may refer Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for the Members, available at the 'downloads section' of www.evoting.nsdl.com or call on the toll free no.: 1800-222-990.



- If you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password / PIN for casting your vote.
- You can also update your mobile number and email ID in the user profile details of the Folio which may be used for sending future communication(s).
- The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **21st July, 2016**.
- Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. **21st July, 2016**, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or to the Issuer at investorservices@adorians.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you forget your password, then you can reset your password by using 'Forgot User Details / Password' option available on www.evoting.nsdl.com or contact NSDL at its toll free no.: 1800-222-990.
- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- M/s. VPP & Associates, Practicing Company Secretaries, have been appointed as Scrutinizers to scrutinize the voting and remote e-voting process in a fair & transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which the voting is to be held, allow voting with the assistance of the scrutiner, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the "remote e-voting" facility.
- The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and shall submit within 48 hours of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him / her in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company, viz. **www.adorwelding.com** and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him / her in writing. The results shall also be immediately forwarded to BSE Limited & The National Stock Exchange (India) Limited.

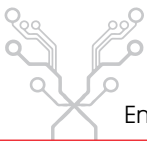
By the Order of the Board

V. M. Bhide

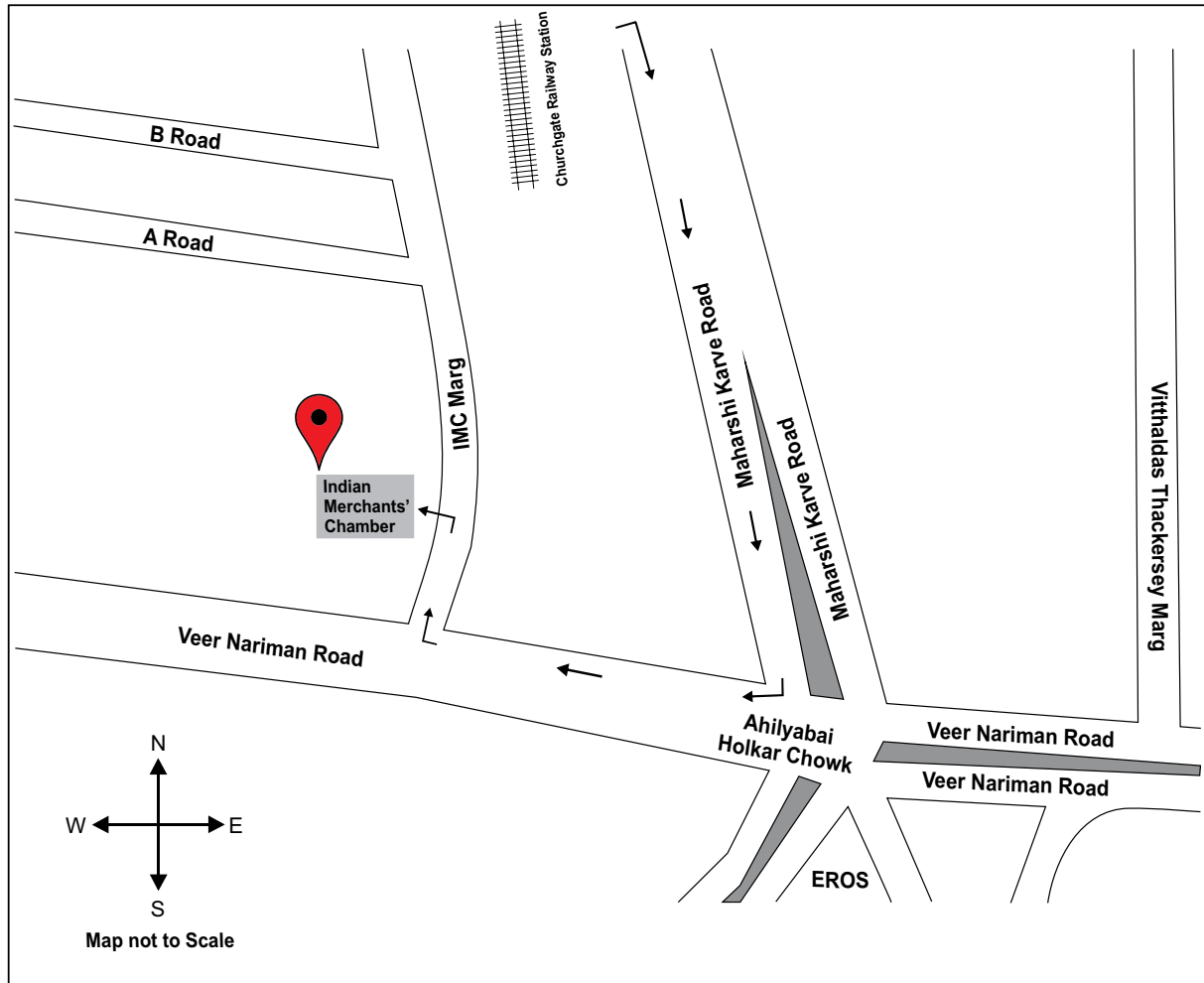
**Head - Corp. Admin., Int. Audit,
KM, Legal & Company Secretary**

Place: Mumbai

Date: 10th May, 2016



Route Map of the Venue of the 63rd Annual General Meeting





ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item No. 6)

Item No. 6

Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai as the Cost Auditors for FY 2016-17

The Board of Directors, at its meeting held on 10th May 2016, pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit & Auditors) Rules 2014, appointed M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai, as the Cost Auditors of the Company for FY 2016-17 at remuneration of Rs. 4,50,000/- on the recommendation of the Audit Committee, subject to the ratification by the Members at the ensuing Annual General Meeting (AGM).

The resolution at Item No. 6 of the Notice is set out as an Ordinary Resolution for the approval by the Members in accordance with Section 148 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 6.

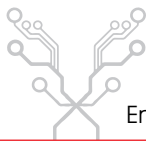
By the Order of the Board

V. M. Bhide

**Head - Corp. Admin., Int. Audit,
KM, Legal & Company Secretary**

Place: Mumbai

Date: 10th May, 2016



Appendix to Item Nos. 3 & 4 to the Notice of 63rd Annual General Meeting
Information of Directors seeking re-appointment at the AGM

Sr. No.	Name	DIN & Date of Birth	Date of Appointment	Qualification/s	Expertise	Directorships held in other Companies (excluding Foreign Companies)	Chairmanships / Memberships of Committees*	Share - holding in AWL
1	Mr. A. T. Malkani	01585637 & 26-08-1980	27-07-2007	- MBA from the Indian School of Business (ISB, Hyderabad) - BA (Economics) from Oberlin College (Ohio, USA)	- Strategic planning - New business initiatives - Corporate marketing	- Ador Fontech Ltd. - J.B. Advani & Co. Pvt. Ltd. - Ador Green-Energy Pvt. Ltd. 3D Future Technologies Pvt. Ltd. - NAP Apps Pvt. Ltd.	Nil	1,03,626
2	Mr. D. A. Lalvani	01771000 & 14-02-1981	27-07-2007	- MBA from Manchester Business School, UK - Masters in Commerce with specialization in Accounting - Various courses on International Business Strategy, Business Analysis & Valuations, Financial Planning & Basics in Derivatives at London School of Economics, UK	Strategic Financial Advisory & Planning	- Ador Powertron Ltd. - Ador Welding Academy Pvt. Ltd. - J.B. Advani & Co. Pvt. Ltd. - Ador Multiproducts Ltd. - Ador Digatron Pvt. Ltd. 1908 E-ventures Pvt. Ltd. - Ador Green Energy Pvt. Ltd.	- Member of Audit Committee- Ador Multiproducts Ltd. - Member of Audit Committee - Ador Powertron Ltd. - Chairman of Stakeholders Relationship Committee - Ador Multiproducts Ltd. - Member of Stakeholder Relationship Committee - Ador Powertron Ltd.	21,112
*Considered Chairmanships / Memberships of Audit Committee & Stakeholders Relationship Committee only, other than AWL.								

ADOR WELDING LIMITED



Registered Office: Ador House, 6, K. Dubash Marg, Fort, Mumbai - 400 001-16, Maharashtra, INDIA.

Tel: +91 22 6623 9300, 22 2284 2525 | **Fax:** +91 22 2287 3083 | **Website:** www.adorwelding.com

Email: investorservices@adorians.com | **CIN:** L70100MH1951PLC008647

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

63rd Annual General Meeting: Thursday, 28th July, 2016

Name of the Member(s): _____

Registered Address: _____

Email ID: _____

Folio No. / DP ID - Client ID: _____

I / We, being the Member(s), holding, _____ shares of the above named Company, hereby appoint

1. Name: _____ Address: _____

Email ID: _____ Signature: _____, or failing him / her

2. Name: _____ Address: _____

Email ID: _____ Signature: _____, or failing him / her

3. Name: _____ Address: _____

Email ID: _____ Signature: _____,

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at **63rd AGM of the Company**, to be held on **Thursday, 28th July, 2016** at **03:30 p.m.** at **Walchand Hirachand Hall**, Indian Merchants' Chamber, Churchgate, Mumbai – 400 020, Maharashtra, India and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Resolution	Vote (Optional, see Note 3)	
		For	Against
Ordinary Business			
1	Adoption of the Financial Statements for the year ended 31 st March, 2016 together with Reports of the Directors and the Auditors, thereon		
2	Declare Dividend on Equity Shares for the year ended 31 st March, 2016		
3	Re-appointment of Mr. A. T. Malkani, as Director, who retires by rotation		
4	Re-appointment of Mr. D. A. Lalvani, as Director, who retires by rotation		
5	Ratification of appointment of M/s. Walker Chandiook & Co., LLP, Chartered Accountants, as the Statutory Auditors for FY 2016-17 and fixing their remuneration		
Special Business			
6	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai, as Cost Auditors for FY 2016-17		

Signed this _____ day of July, 2016

Signature of the Shareholder: _____

Signature of the Proxy holder: _____

Affix
Revenue
Stamp of
not less than
Re.1

Notes:

- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For Explanatory Statement and Notes, please refer to Notice of 63rd AGM.
- It is optional to put 'X' in the appropriate column against the Resolution indicated in the Box. If you leave 'For' or 'Against' columns blank, against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all the details, including the details of Member(s) before submission.



ADOR WELDING LIMITED

Registered Office: Ador House, 6, K. Dubash Marg, Fort, Mumbai - 400 001-16, Maharashtra, INDIA.

Tel: +91 22 6623 9300 / 2284 2525 | **Fax:** +91 22 2287 3083

Website: www.adorwelding.com | **Email:** investorservices@adorians.com

CIN: L70100MH1951PLC008647

ATTENDANCE SLIP

63rd Annual General Meeting

Folio No. / DP ID - Client ID:

Name and Address
of the shareholder(s):

Name of Joint Holder(s):

No. of Shares held:

I hereby record my presence at the **63rd Annual General Meeting** of the Company held at **Walchand Hirachand Hall**, Indian Merchants' Chamber, Churchgate, Mumbai – 400 020, Maharashtra, India on **Thursday, 28th July, 2016 at 03:30 pm.**

Member's Signature

Proxy's Name (in Block Letters)

Proxy's Signature

Notes:

1. Please submit this Attendance Slip duly filled-in and signed, at the attendance verification desk, at the entrance of the Meeting venue.
2. Electronic copy of 63rd Annual Report for FY 2015-16 and Notice of the 63rd Annual General Meeting (AGM), alongwith the Attendance Slip and Proxy Form, is being sent to all the Members whose email addresses are registered with the Company / Depository Participant / RTA. Members receiving electronic copy and attending the AGM are requested to carry a printed copy of this Attendance Slip.
3. Physical copy of 63rd Annual Report for FY 2015-16 and Notice of the 63rd AGM, along with the Attendance Slip and Proxy Form, is being sent by permitted mode(s) of dispatch to all the Members, whose email addresses are not registered with the Company / Depository Participant / RTA.

E-voting Information

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

Please read the instructions given under Notes to the Notice of the 63rd Annual General Meeting carefully, before voting electronically.