

**HEMANSHU KAPADIA & ASSOCIATES  
COMPANY SECRETARIES**

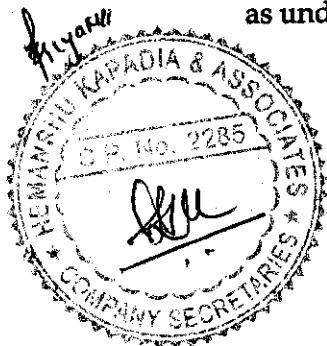
Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3  
Lamington Road, Mumbai -400 008  
Tel 6631 0888, Telefax 6631 4830  
E-mail: hemanshu@hkacs.com

**Scrutinizer's Report - Combined**

To  
The Chairman of 61<sup>st</sup> Annual General Meeting of the members of Ador Welding Limited (the Company) to be held on Monday, 28<sup>th</sup> July 2014 at 3.30 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, Churchgate, Mumbai - 400 020.

Dear Sir,

1. I, Hemanshu Kapadia, a Company Secretary in practice, have been appointed as the Scrutinizer by the Board of Directors of Ador Welding Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules).
2. I have issued separate Scrutinizer's Report dated July 28, 2014 on the e-voting.
3. I, Hemanshu Kapadia, a Company Secretary in practice have also been appointed as the Scrutinizer for the poll by the Chairman of the Annual General Meeting (AGM) under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 61<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company, held on Monday, 28<sup>th</sup> July 2014 at 3.30 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, Churchgate, Mumbai - 400 020.
4. I have issued a separate Scrutinizers' Report dated 29<sup>th</sup> July 2014, on the poll on the resolutions contained in the notice to the 61<sup>st</sup> AGM. As requested by management, I submit herewith my combined report on the result of e-voting together with that of Poll as under:-



Item no. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	Not voted
	No. of shares	% of total number of valid votes cast (Favour and Against)	No. of shares	% of total number of valid votes cast (Favour and Against)	No. of shares	No. of cases
1. Adoption of Audited Accounts for the financial year ended 31.3.14 (Ordinary Resolution)	8537409	99.99	0	0	863	10
2. To declare dividend on equity shares (Ordinary Resolution)	8537409	99.99	0	0	863	10
3. Re-appointment of Mr. D.A. Lalvani as a Director, who retires by rotation (Ordinary Resolution)	8537409	99.99	0	0	863	10
4. Re-appointment of Mrs. N. Malkani Nagpal as a Director, who retires by rotation (Ordinary Resolution)	8537409	99.99	0	0	863	10
5. Appointment of M/s. Dalal & Shah, Chartered Accountants, Mumbai as Statutory Auditors of the Company (Ordinary Resolution)	8535909	99.97	1500	0.02	863	10
6. Ratification of appointment and remuneration of Mr. Vishvesh Desai, Cost Accountant, Pune, as the Cost Auditor for the FY 2014-15 (Ordinary Resolution)	8535909	99.97	1500	0.02	863	10
7. Appointment of Mr. M. K. Maheshwari as an Independent Director (Ordinary Resolution)	8537409	99.99	0	0	863	10
8. Appointment of Mr. P.	8535909	99.99	1500	0.02	863	10



K. Gupta as an Independent Director (Ordinary Resolution)						
9. Appointment of Mr. R. N. Sapru as an Independent Director (Ordinary Resolution)	8535909	99.97	1500	0.02	863	10
10. Appointment of Mr. K. Digvijay Singh as an Independent Director (Ordinary Resolution)	8537409	99.99	0	0	863	10
11. Re-appointment of Ms. A. B. Advani as the Executive Chairman (Ordinary Resolution)	8537409	99.99	0	0	863	10
12. Payment of commission to Non-Executive Directors (Special Resolution)	8535659	99.97	1500	0.02	863	10

5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 61<sup>st</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizers' report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and Sharex Dynamic (India) Pvt. Ltd. (Registrar & Share Transfer Agents) and also at the time of poll at 61<sup>st</sup> AGM.

Thanking you,

Yours faithfully,

*H. Kapadia*

Hemanshu Kapadia  
Scrutinizer for evoting and Poll  
Practicing Company Secretary  
C.P. No. 2285; FCS: 3477

Aruna Advani  
Chairman  
Ador Welding Limited  
DIN: 00029256  
Address: 6/65, Shyam Niwas,  
Bhulabhai Desai Road,  
Mumbai - 400026

Place: Mumbai  
Date: 29<sup>th</sup> July 2014

