

Annexure XI

Compliance Report

It is hereby certified that the draft Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited ("Transferor Company" or "ADFL") with Ador Welding Limited ("Transferee Company" or "AWL") and their respective Shareholders under the provisions of Section 230 to 232 of the Companies Act 2013. ("Scheme" or "Scheme of Amalgamation") does not, in any way, violate, override or limit the provisions of the Securities Laws or the requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021, and SEBI Circulars dated 3rd January, 2022 and 1st February, 2022, as amended from time to time including the following:

SN	Reference	Particulars	Compliance
1	Regulations	Corporate governance	Yes, Complied. Corporate
	17 to 27 of	requirements	Governance report attached
	LODR		for the quarter ending 31st
	Regulations		March 2022
2	Regulation 11 of	Compliance with Securities Laws	Yes, Complied
	LODR		
Red	quirements of this c	ircular	
(a)	Para (I)(A)(2)	Submission of documents to	Yes, Submitted
		Stock Exchange	
(b)	Para (I)(A)(3)	Conditions for schemes of	Not applicable
		arrangement involving unlisted	
		entities	
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, submitted; Refer
			Annexure III
(d)	Para (I)(A)(5)	Auditors certificate	Yes, submitted;
		regarding compliance	Refer Annexure XA
		with Indian Accounting	and XB
	14	Standards	







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(e)	Para (I)(A)(9)	Provision of approval of	Yes, shall be
		public shareholders	complied
		through e-voting	

For ADOR FONTECH LIMITED

GEETHA D

COMPANY SECRETARY

ONTECHILIA ONTECHILIA

H P LEDWANI

MANAGING DIRECTOR & CEO

Date: 14th June, 2022

Compliance Report

It is hereby certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited with Ador Welding Limited ("Transferee Company" or "AWL") and their respective shareholders under the provisions of Section 230 to 232 of the Companies Act 2013. ("Scheme" or "Scheme of Amalgamation") are in compliance with all the Indian Accounting Standards as applicable to a listed entity.

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For ADOR FONTECH LIMITED

GEETHA D

CHIEF FINANCIAL OFFICER

Date: 14th June, 2022

Jan :

HPLEDWANI

MANAGING DIRECTOR & CEO



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Scrip code	530431
NSE Symbol	
MSEI Symbol	
ISIN	INE853A01022
Name of the entity	ADOR FONTECH LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities



Annexure I

Annexure I to be submitted by listed entity on quarterly basis

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			Notes for not providing DIN				
			Notes for not providing PAN				,
			No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	0	0	0	-
			Number of memberships in Audiv Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	0	3 —		5
			No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	0	0	0	3
			No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	2	1	2	4
	Yes	N _o	Tenure of director (in months)				155
lanatory	irperson	or CEO	Date of cessation				
irectors exp	tegular Cha	ated to MD	Date of Reappointment	23-09-2020	06-08-2021	06-08-2021	01-08-2019
ition of board of directors explanatory	Whether the listed entity has a Regular Chairperson	Chairperson is related to MD or CEO	Initial Date of appointment	20-07-2007	23-04-1998	20-07-2007	29-04-2009
osition o	e listed e		Date of passing special resolution				
Disclosure of rotes on composi	Whether th	Whether	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	NA	NA	NA	NA
ire of r			Date of Birth	26- 08- 1980	29- 10- 1953	06- 07- 1971	21- 03- 1976
Disclosu			Category 3 of directors		CEO- MD		
			Category 2 of directors	Chairperson related to Promoter	Not Applicable	Not Applicable	Not Applicable
			Category 1 of directors	Non- Executive - Non Independent Director	Executive Director	Non- Executive - Non Independent Director	Non- Executive - Independent Director
			DIN	01585637	00040629	00031985	00085754
			PAN	AAFPM3373D	AAAPL4346E	AABPN5266G	AACPM5508R
	()		Nan.e of the Director	Adit, a Tarac rand Malkani	Harish Phatandas Ledwani	Ninotchka Malkani Nagpal	Navrozc Sl.iar ak Mars i ill
			Title Sr / Ms)	Mr	2 Mr	3 Mrs	4 Mr

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

	No of pos of Chairpersc in Auditv Stakehold Committe held in list cutities including this listec entity (Ref Regulatio 26(1) of Listing	C I	=
	Number of membe :.nips in At rit/Stak:.holder Committee(s) including this listed entity (Refor Regulations)	1	3
	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	2	2
	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	2	2
	Tenure of director (in months)	104	98
person	Date of cessation		
Whether the listed entity has a Regular Chairperson	Date of Reappointment	C1-08-2019	23-09-2020
y has a Reg	Initial Date of appointment	25-07-2013	30-01-2015
sted entit	Date of passing special resolution		
ether the li	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	NA	NA
W	Date of Birth	22- 08- 1978	31- 10- 1950
	Category 3 of directors		
	Category 2 Category of 3 of directors	Not Applicablc	Not Applicable
	Category 1 of directors	06801226 Executive - Not Independent Applicable Director	Non- Executive - Independent Director
	DIN	06801226	00521563
	Pan	Santosh Janakiram AAIPI7902B Iyer	AABPM5599H 00521563 Executive - Not Independent Applicable Director
	Name of thc Director	Santosh Janakiram Iyer	Rafique Abdul Malik
	Title (Mr Ms)	Mr	Mr
	Ş.	2	9



An	Audit Committee Detail	ttee Details					
		W.	Whether the Audit Committee has a Regular Chairperson Yes	egular Chairperson	Yes		
Sr	DIN	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
	00085754	1 00085754 Navroze Shiamak Marshall	Ncn-Executive - Independent Director	Chairperson	01-08-2019		
2	00031985	00031985 Ninotchka Malkani Nagpaļ	Ncn-Executive - Non Independent Director	Member	06-08-2021		
3	3 06801226 Santosh Iyer	Santosh Janakiram Iyer	Ncn-Executive - Independent Director	Member	01-08-2019		
4	00521563	4 00521563 Rafique Abdul Malik	Ncn-Executive - Independent Director	Member	23-09-2020		



No.	Nomination and remun	nd remuneration committee	íttee				
	W	hether the Nomination a	Whether the Nomination and remuneration committee has a Regular Chairperson Yes	egular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
Т	00521563	1 00521563 Rafique Abdul Malik	Non-Executive - Independent Director	Chairperson	23-09-2020		
7	2 00085754 Navroze Marshall	Navroze Shiamak Marshall	Non-Executive - Independent Director	Member	01-08-2019		
3	00031985	00031985 Ninotchka Malkani Nagpal	Non-Executive - Non Independent Director	Member	06-08-2021		
4	4 06801226 Santosh Iyer	Santosh Janakiram Iyer	Non-Executive - Independent Director	Member	01-08-2019	8	



Sta	Stakeholders Relationsh	Relationship Committee					
		Whether the Stakeholde	the Stakeholders Relationship Committee has a Regular Chairperson Yes	egular Chairperson	Yes		
Si	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
	1 06801226 Santosh J	Santosh Janakiram Iyer	Non-Executive - Independent Director	Chairperson	01-08-2019		
7	00031985	00031985 Ninotchka Malkani Nagpal	Non-Executive - Non Independent Director	Member	06-08-2021		
8	00040629	3 00040629 Harish Phatandas Ledwani	Executive Director	Member	06-08-2021		
4	00521563 Rafique	Rafique Abdul Malik	Non-Executive - Independent Director	Member	23-09-2020		



		Remarks
327		Date of Cessation
		Date of Appointment
	Regular Chairperson	Category 2 of directors
	ment Committee has a	Category 1 of directors
nt Committee	Whether the Risk Management Committee has a Regular Chairperson	Name of Committee members
k Managemer		DIN Number
Risl		Sr



ο̈́	rporate Soc	Corporate Social Responsibility Committee	nittee				
	Whe	Whether the Corporate Social	Corporate Social Responsibility Committee has a Regular Chairperson Yes	egular Chairperson	Yes		
Sr	DIN , Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00031985	1 00031985 Ninotchka Malkani Nagpal	Non-Executive - Non Independent Director	Chairperson	06-08-2021		
2	01585637 Aditya T	Aditya Tarachand Malkani	Non-Executive - Non Independent Director	Member	23-09-2020		
ю	00040629 Harish P Ledwani	Harish Phatandas Ledwani	Executive Director	Member	06-08-2021		
4	00085754	00085754 Navroze Shiamak Marshall	Non-Executive - Independent Director	Member	01-08-2019		



Ot	her Committee					
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



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An	Annexure 1						
III.	III. Meeting of Board of Directors	d of Directors					
	Disclosure of notes on board of directors	closure of notes on meeting of board of directors explanatory		-	,		
Sr	Date(s) of meeting (if any) in the previous quarter	Sr meeting (if any) meeting (if any) in the previous in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
-	1 11-11-2021				Yes	9	3
7		09-02-2022	68		Yes	5	2



			No. of Independent Directors attending the meeting*						
		•		23	2	т.	7	, m	7
			Number of Directors present* (All directors including Independent Director)	4	3	4	3	4	3
		s explanatory	Whether recuirement of Quorum met (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes
		fcommittees	Reson for not providing date						
Annexure 1		n meeting of	Name of other committee						
Ann		Disclosure of notes on meeting of committees explanatory	Maximum gap between any two consecutive (in number of days)		68				
	mmittees	I	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	11-11-2021	09-02-2022	11-11-2021	09-02-2022	11-11-2021	09-02-2022
	IV. Meeting of Comm		Name of Committee	Audit Committee	Audit Committee	Nomination and remuneration committee	Nomination and remuneration committee	Stakeholders Relationship Committee	Stakeholders Relationship Committee
	<u>.</u>		Sr	1	2	3	4	5	9



		of ors ing ig*		
		No. of Independent Directors attending the meeting*	_	
		Number of Directors present* (All directors including Independent Director)	4	4
		Whether requirement of Quorum met (Yes/No)	Yes	Yes
		Reson for not providing date		
Annexure 1		Name of other committee		
Ann		Maximum gap between any two consecutive (in number of days)		
	ımittees	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	11-11-2021	09-02-2022
	IV. Meeting of Committees	Name of Committee	Corporate Social Responsibility Committee	Corporate Social Responsibility Committee
	≥	Sr	7	∞



	Annexure 1	1	8	
>	V. Related Party Transactions			
Sr	Sr Subject	Compliance status (Yes/No/NA)	Compliance status If status is "No" details of non- compliance may be given here.	
-	Whether prior approval of audit committee obtained	Yes		
2	Whether shareholder approval obtained for material RPT	NA		
m	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		



	Annexure 1	
VI.	VI. Affirmations	
Sr	Sr Subject	Compliance status (Yes/No)
_	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
m	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
ν_	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
9	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
· ∞	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



		Annexure 1
Sr	Subject	Compliance status
1	Name of signatory	Geetha D
2	Designation	Company Secretary and Compliance Officer



		A	Annexure II	
	Annexure II to be submitted b	y listed entity at t	Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)	e whole of financial year)
	I. Disclosure on website in terms of Listing Regulations	g Regulations		
01	Sr Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	Web address
	Details of business	Yes		https://www2.adorfon.com/about-us/
7	Terms and conditions of appointment of independent directors	Yes		https://www2.adorfon.com/investors-info/policies-code-and-practices/
3	Composition of various committees of board of directors	Yes		https://www2.adorfon.com/investors-info/policies-code-and-practices/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www2.adorfon.com/investors-info/policies-code-and-practices/
2	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www2.adorfon.com/investors-info/policies-code-and-practices/
9	Criteria of making payments to non-executive directors	Yes		https://www2.adorfon.com/investors-info/policies-code-and-practices/
	Policy on dealing with related party transactions	Yes		https://www2.adorfon.com/investors-info/policies-code-and-practices/
8	Policy for determining 'material' subsidiaries	Yes		https://www2.adorfon.com/investors-info/policies-code-and-practices/
- 0,	Details of familiarization programmes imparted to independent directors	Yes		https://www2.adorfon.com/investors- info/policies-code-and-practices/



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	Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)	he end of the f	nancial year (for the	whole of financial year)
I.1	I. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www2.adorfon.com/investors- info/contacts/
Ξ	email address for grievance redressal and other relevant details	Yes		https://www2.adorfon.com/investors-info/contacts/
12	Financial results	Yes		https://www2.adorfon.com/investors-info/financial-results/
13	Shareholding pattern	Yes		https://www2.adorfon.com/investors-info/share-holding-pattern/
4	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www2.adorfon.com/investors-info/corporate-announcement/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www2.adorfon.com/investors-info/joint-venture-subsidiary/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www2.adorfon.com/investors-info/policies-code-and-practices/
21	Materiality Policy as per Regulation 30	Yes		https://www2.adorfon.com/investors-info/policies-code-and-practices/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www2.adorfon.com/

	An	Annexure II		
Ħ	II. Annual Affirmations			
Sr	Sr Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.
	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
- 72	Board composition	17(1), 17(1A) & 17(1B)	Yes	
m	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
2	Review of Compliance Reports	17(3)	Yes	
9	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
∞	Fees/compensation	17(6)	Yes	
6	Minimum Information	17(7)	Yes	
10	10 Compliance Certificate	17(8)	Yes	
				To the same of the



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		Аппе	Annexure II	
Ξ.	II. Annual Affirmations			
Sr	Sr Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	13 Recommendation of Board	17(11)	Yes	
14	14 Maximum number of Directorships	17A	Yes	
15	15 Composition of Audit Committee	18(1)	Yes	
16	16 Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	19 Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	



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Ħ	II. Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	25 Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	



	Annexure II	re II		8
	II. Annual Affirmations			
91	Sr Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.
(*)	31 Annual Secretarial Compliance Report	24(A)	Yes	
(4)	32 Alternate Director to Independent Director	25(1)	Yes	
(4)	33 Maximum Tenure	25(2)	Yes	38
(,)	34 Meeting of independent directors	25(3) & (4)	Yes	20
(*)	35 Familiarization of independent directors	25(7)	Yes	
(+)	36 Declaration from Independent Director	25(8) & (9)	Yes	
(4)	37 D & O Insurance for Independent Directors	25(10)	Yes	
(,)	38 Memberships in Committees	26(1)	Yes	
(+1	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	ş
7	40 Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	· e
7	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			





	Annexure II	
Ħ	III. Affirmations	
- S	Sr Particulars	Compliance status (Yes/No/NA)
	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	



Annexure II	le of signatory Geetha D	gnation Company Secretary and Compliance Officer
	Name of signa	Designation
	1	2



Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below	ies etc.refer note below		
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to	l entity directly or indirectly to		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	100
Promoter Group or any other entity controlled by them	34000000	123534270.26	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
Indirectly, in connection with any loan(s) or any other form of debt availed By Entity Type (guarantee, comfort letter etc.)	y other form of debt availed By Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	Mutual funds	0	199982.24
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by	lirectly or indirectly, in connection	n with any loa	an(s) or any
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0

ANGALOR

			_
by them			
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	of debt), guarantees, comfort letters (by whatever name called) or securities in (s) (or other form of debt) given directly or indirectly by the listed entity to oup, director(s) (including their relatives), key managerial personnel or any entity controlled by them are in the economic interest of the	Yes	Textual Information(3)
Name	Geetha D		
Designation	CFO		
Place	Bengaluru		
Date	08-04-2022		



	Signatory Details	
Name of signatory	Geetha D	
Designation of person	Company Secretary and Compliance Officer	
Place	Bengaluru	
Date	08-04-2022	

For ADOR FONTECH LIMITED





Annexure XI

Compliance Report

It is hereby certified that the draft Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited ("Transferor Company" or "ADFL") with Ador Welding Limited ("Transferee Company" or "AWL") and their respective shareholders under the provisions of Section 230 to 232 of the Companies Act 2013. does not, in any way, violate, override or limit the provisions of the Securities Laws or the requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and SEBI circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021, and SEBI Circulars dated 3rd January, 2022 and 1st February, 2022 as amended from time to time including the following:

SN	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, Complied. Corporate Governance report attached for the quarter ending 31st March
2	Regulation 11 of LODR Regulations	Compliance with Securities Laws	Yes, Complied
Req	uirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Submitted
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not applicable
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, submitted; Refer Annexure II
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Indian Accounting Standards	Yes, submitted; Refer Annexure VIIIA and VIIIB
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, shall be complied

For ADOR WELDING LIMITED

VINAYAK M. BHIDE COMPANY SECRETARY

Date: 14th June, 2022

ADITYA T. MALKANI MANAGING DIRECTOR

FORT MUMBAI 400 001.

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Compliance Report

It is hereby certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation (Merger by Absorption) of Scheme of Amalgamation (Merger by Absorption) of Ador Fontech Limited ("Transferor Company" or "ADFL") with Ador Welding Limited ("Transferee Company" or "AWL") and their respective shareholders under the provisions of Section 230 to 232 of the Companies Act 2013 are in compliance with all the Indian Accounting Standards applicable to a listed entity.

FORT MUMBAI

400 001.

For ADOR WELDING LIMITED

SURYAKANT SETHIA
CHIEF FINANCIAL OFFICER

Date: 14th June, 2022

ADITYA T. MALKANI MANAGING DIRECTOR

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Import XML

•		Year
	Top 1000 listed entities	Market Capitalisation as per immediate previous Financial
	Applicable	Risk management committee
Enter the quarter ended date only	31-03-2022	Date of Report
	Yearly	Reporting Quarter
	31-03-2022	Date of end of financial year
	01-04-2021	Date of start of financial year
	ADOR WELDING LIMITED	Name of the entity
	INE045A01017	ISIN
	NOTLISTED	MSEI Symbol
	ADORWELD	NSE Symbol
	517041	Scrip code
	rt company	General information about company

Prev







							Annexure I to be subm	Annexure I to be submitted by listed entity on quarterly basis	arterly basis									
							I. Compos	I. Composition of Board of Directors										
	Disclosure of r	soles on compositio	Disclosure of notes on composition of board of directors explanatory	Add Notes														
		Whether the list	Whether the listed entity has a Regular Chairperson	Yes														
		Whether	Whether Chairperson is related to MD or CEO	No														
Title Sr (Mr./ Name of the Director Ms)	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 13 JA.) of Usting Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-	Date of cessation	Tenure of director (in months)	No of Directomh ip in listed entitles in cluding this listed entity (Refer Regulation 17A of Listing Regulations)	No of independent Directorship in listed emittes including this lated entity (Refer Regulation 17A(1) of Listing Regulations	Number of membershiptin No of post of Chairperson in Audit (Nakahodor Committed) inc. Leinglis Committed bit in 1st of 1st of early field et regulation 24(1) of 1st leng Regulation 24(1) of 1st leng and by fine de Regulation Septimization of the septimization 24(1) of Usting Regulations)		Notes for not providing. Notes for not providing PAN DIN	Not
Add Delete			•															ıĺ
1 Mrs Minotchka Malkani Nagpal	AABPNS266G	00031985	Executive Director	Chairperson		06-07-2971	NA		29-11-2019	07-05-2021			2	0	2	0		
2 Mr A.T.Malkani	A4FRM3373D	01585637	Executive Director	Not Applicable	MD	26-08-1980	NA		\$4-09-2020	14-09-2020			2	0	0	0		
3 NY D.A. Lalvani	ABIP1,3660.J	000177100	Executive Director	Not Applicable		14-02-2981	NA		29-11-2019	19-11-2019			2	0	94	2		
4 NY R. A. Mirchandani	A/GPM0082H	00175501	Non-Executive - Non Independent Director	Not Applicable		13-10-2970	NA		28-07-2006	28-07-2006			_	0	2	2		
5 Nb Tanya H. Advani	BQLPN1172M	06386636	Non-Executive - Non Independent Director	Not Applicable		12-07-1991	NA		19-11-2019	19-11-2019			2	0	pa .	0		
6 Nr P.K. Gupta	A469G2620R	00963094	Non-Executive - Independent Director	Not Applicable		14-09-2970	NA		28-07-2014	28 07-2019		92		pa .		0		
7 NY R. N. Sapru	ARPS3577R	02332434	Non-Executive - Independent Director	Not Applicable		02-07-2961	NA		28-07-2014	28-07-2029		92			0			
8 NV K Digvisiv Singh	AISPS1225K	00004607	Non-Executive - Independent Director	Not Applicable		18-06-2958	NA		28-07-2014	28-07-2029		2	**	**	0	0		
	ABFPL7943M	06928792	Non-Executive - Independent Director	No t Applicable		29-03-2981	NA		10-11-2014	10 11-2019		88	2	2	0	1		
30 NYs Nita Demos Africhandari	AK865,7595.P	01303973	Non-Executive - Independent Director	Not facility bla		21-03-2970	N.		01-04-2020	01-04-2020		24			0			

		Annexure 1			For this quarter kindly note the following points: 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every	points: sation (if applicable) must be mandato
		II. Composition of Committees	es		2. Date of Appointment can be any day upto September 30, 2021	upto September 30, 2021.
		Disclosure of notes of	Disclosure of notes on composition of committees explanatory	Add Notes	3. Date of Cessation must be for the current quarter only, i.e., July 1,2021 to September 30,2021	rent quarter only, i.e. July 1,2021 to S
Note: Please enter DIN. After enter	ring DIN, Name of Committee memb	Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically	automatically			
Audit Committee Details						
		Whether th	Whether the Audit Committee has a Regular Chairperson	Yes		
Sr DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1 02332414	R. N. Sapru	Non-Executive - Independent Director	Chairperson	27-04-2018		
2 00963094	P. K. Gupta	Non-Executive - Independent Director	Member	10-11-2014		
3 00175501	R. A. Mirchandani	Non-Executive - Non Independent Director	Member	08-09-2020		
4						
5						
6						
7						
00						
9						
10						

			Whether the Nomination and remu	Whether the Nomination and remuneration committee has a Regular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1 0	02332414	R. N. Sapru	Non-Executive - Independent Director	Chairperson	29-05-2010		
2 0	00963094	P. K. Gupta	Non-Executive - Independent Director	Member	08-12-2020		
3 0	00175501	Mr. Ravin A. Mirchandani	Non-Executive - Non Independent Director	Member	24-06-2020		
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9							
10							



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		Whether the Stakeholders Relati	Whether the Stakeholders Relationship Committee has a Regular Chairperson	Yes	
Sr DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1 06928792	Mr. Gaurav Mohan Lalwani	Non-Executive - Independent Director	Chairperson	05-02-2019	
2 01771000	Mr. Deep Ashda Lalvani	Executive Director	Member	19-11-2019	
3 08586636	Ms. Tanya H. Advani	Non-Executive - Non Independent Director	Member	01-04-2020	
4					
u					
6					
7					
8					
9					
10					

Z	ž.	Risk Management Committee	tee	Whether the Risk Manag	Whether the Risk Management Committee has a Regular Chairperson	Yes		
	Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
	12	1 06928792	Mr. Gaurav Mohan Lalwani	Non-Executive - Independent Director	Chairperson	28-05-2021		
	2	2 00031985	Mrs. Ninotchka Malkani Nagpal Executive Director	Executive Director	Member	28-05-2021		
	ω	3 99999999	Mr. Surya Kant Sethia	Member	Member	28-05-2021		
	4							
	ιπ							
	6							
	7							
	00							
	9							
	10							

3	con botatic acciant responsibility continuence	anty commutee	Whether the Corporate Social Respons	Whether the Corporate Social Responsibility Committee has a Regular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	1 01771000	Mr. Deep Ashda Lalvani	Executive Director	Chairperson	20-05-2014		
2	2 00031985	Vagpal	Executive Director	Member	19-11-2019		
ω	3 01103973	Mrs. Nita Dempo Mirchandani	Non-Executive - Independent Director	Member	01-04-2021		
4							
ر.							
6							
7							
00							
9							
15							



Other Committee DIN Number

Name of Committee members

Name of other committee

Category 1 of directors

Category 2 of directors

Remarks

						_
2	₽		Sr		Ш.	
10-02-2022	12-11-2021	Add Delete	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Disclosure of notes on meeting of board of directors explanatory	Meeting of Board of Directors	
89			Maximum gap between any two consecutive (in number of days)	tors explanatory		
			Notes for not providing Date	Add Notes		Annexure 1
Yes	Yes		Whether requirement of Quorum met (Yes/No)	es		
10	9		Whether requirement Number of Directors present* of Quorum met			
5	4		No. of Independent Directors attending the meeting*			

Prev

<u>. </u>	5	4	ω	2	1		Sr			
6 Committee			Nomination and remuneration committee		Audit Committee	Add Delete	r Name of Committee			
31-01-2022	13-01-2022	04-02-2022	10-02-2022	10-02-2022	12-11-2021		Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)			
				89			Maximum gap between any two consecutive (in number of days)			
							Name of other committee	Disclosure	IV. Meeting of Committees	Annexure 1
							Reson for not providing date	of notes on meeting	nmittees	
Yes	Yes	Yes	Yes	Yes	Yes		Whether requirement of Quorum met (Yes/No)	Disclosure of notes on meeting of committees explanatory		
ω	2	3	3	3	3		Number of Directors present* (All directors including Independent Director)	Add Notes		
Ц	1	1	2	2	2		No. of Independent Directors attending the meeting*	25		

Next			Prev	٦	
	Add Notes	n with related party	Disclosure of notes of material transaction with related party		
	Add Notes	party transactions	Disclosure of notes on related party transactions		
		Yes	3 Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	ω	
		NA	Whether shareholder approval obtained for material RPT	2	
		Yes	1 Whether prior approval of audit committee obtained	ь	
ance may be	If status is "No" details of non-compliance may be given here.	Compliance status (Yes/No/NA)	Sr Subject	Sr	
			V. Related Party Transactions		
			Annexure 1		

21 Materiality Police 22 Dividend Distri				20 Whether comp 46(2)	19 Separate auditu	18 Credit rating or	17 Advertisement	16 New name and	Schedule of analyst or institut 15 by the listed entity to analysts submission to stock exchange	14 Details of agree	13 Shareholding pattern	12 Financial results	11 email address f	10 Contact inform and handling ir	9 Details of famil	8 Policy for deter	7 Policy on dealir	6 Criteria of mak	5 Details of estak	4 Code of conduc	3 Composition of	2 Terms and con-	1 Details of business	Sr		
Whether company has provided information under separate section on its website as per Regulation 46(2) Materiality Policy as per Regulation 30 Dividend Distribution policy as per Regulation 43A (as applicable)	any has provided information under separate section on its website as per Regulation or its website as per Regulation as per Regulation 30	any has provided information under separate section on its website as per Regulatio icy as per Regulation 30	any has provided information under separate section on its website as per Regulation		Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Credit rating or revision in credit rating obtained	Advertisements as per regulation 47 (1)	New name and the old name of the listed entity	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Details of agreements entered into with the media companies and/or their associates	attern	5	email address for grievance redressal and other relevant details	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Details of familiarization programmes imparted to independent directors	Policy for determining 'material' subsidiaries	Policy on dealing with related party transactions	Criteria of making payments to non-executive directors	Details of establishment of vigil mechanism/ Whistle Blower policy	Code of conduct of board of directors and senior management personnel	Composition of various committees of board of directors	Terms and conditions of appointment of independent directors	less	ltem	I. Disclosure	Annexure II to be submitted by listed entity at the end of the financia
	Yes	V	Yes	yes Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Compliance status (Yes/No/NA)	Disclosure on website in terms of Listing Reg	0
																								If status is "No" details of non-compliance may be given here.	ms of Listing Regulations	
	content/uploads/2021/07		content/uploads/2021/07	https://www.adorwelding.com/events/	https://www.adorwelding.com/financials/annual-reports/	content/uploads/2021/07	https://www.adorwelding.com/events/	https://www.adorwelding.com/	https://www.adorwelding.com/wp- content/uploads/2021/07		pattern/	reports/	contact/investors-relation/	https://www.adorwelding.com/investor-contact/investors-relation/	content/uploads/2021/07	content/uploads/2021/07	content/uploads/2021/07/RPT_policy.pdf	content/uploads/2021/07	content/uploads/2021/07	https://www.adorwelding.com/code-of-conduct/	content/uploads/2021/08	content/uploads/2021/07	https://www.adorwelding.com/	Web address		





Annexure 1

8 This		7 The oblig	6 The	5 The d. Ri	The c. St	3 The b. N	2 The a. A ı	1 The	Sr	۷I.
	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Subject	Affirmations
	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Compliance status (Yes/No)	







	Annexure 1
Sr	r Subject
1	Name of signatory
J	
^	

Company Secretary and Compliance Officer	Com		2 Designation
VINAYAK M. BHIDE	VINA		1 Name of signatory
		Annexure II	
Next			Prev
Add Notes			Any other information to be provided
	Yes	26(2) & 26(5)	Policy with respect to Obligations of directors and senior management
	NA	26(4)	Disclosure of Shareholding by Non-Executive Directors
١	Yes	26(3)	management personnel
	Yes	26(1)	38 Memberships in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Conjunt
	Yes	25(10)	37 D & O Insurance for Independent Directors
	Yes	25(8) & (9)	36 Declaration from Independent Director
	Yes	25(7)	Familiarization of independent directors
	Yes	25(3) & (4)	Meeting of independent directors
	Yes	25(2)	33 Maximum Tenure
	NA	25(1)	
	Yes	24(A)	31 Annual Secretarial Compliance Report
	Yes	24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to subsidiary of listed entity
	NA	24(1)	29 Composition of Board of Directors of unlisted material Subsidiary
	Yes	23(9)	28 Disclosure of related party transactions on consolidated basis
	NA	23(4)	27 Approval for material related party transactions
	Yes	23(2), (3)	Prior or Omnibus approval of Audit Committee for all related party transactions
	Yes	23(1),(1A),(5),(6),(7) & (8)	25 Policy for related party Transaction
	Yes	22	24 Vigil Mechanism
	Yes	21(3A)	23 Meeting of Risk Management Committee
	Yes	21(1),(2),(3),(4)	Composition and role of risk management committee
	Yes	20(3A)	21 Meeting of Stakeholders Relationship Committee
	Yes	20(1), 20(2) & 20(2A)	20 Composition of Stakeholder Relationship Committee
	Yes	19(3A)	19 Meeting of Nomination and Remuneration Committee
	Yes	19(2A)	18 Quorum of Nomination and Remuneration Committee meeting
	Yes	19(1) & (2)	17 Composition of nomination & remuneration committee
	Yes	18(2)	
	Yes	18(1)	
	Yes	17A	
	Yes	17(11)	
	Yes	17(10)	
	Yes	17(9)	_
	Yes	17(8)	_
	∀ _{PS}	17(7)	
	Yes	17(6)	_
	Yes es	17(4)	7 Code of Conduct
	Yes	17(3)	
	Yes	17(2A)	
	Yes	17(2)	3 Meeting of Board of directors
	Yes	17(1), 17(1A) & 17(1B)	2 Board composition
	Yes	16(1)(b) & 25(6)	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'
If status is "No" details of non-compliance may be given here.	(Yes/No/NA)	Regulation Number	Sr Particulars
			II. Annual Affirmations
		Annexure II	



Add Notes	Any other information to be provided
Yes	1 Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied
	The Listed Entity has approved Material Subsidiary Policy and the
Compliance status (Yes/No/NA)	Sr Particulars
	III. Affirmations
	Annexure II

WBride & FORT EN MUMBAI *	Designation Compa	Name of signatory VINA	Annexure II
	Company Secretary and Compliance Officer	VINAYAK M. BHIDE	



			Date
			Place
			Designation
			Name
Add Notes		lirectly or indirectly by the listed entity to promoter(s),	connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s),
		rs (by whatever name called) or securities in	All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in
Company Remarks	Compliance Status	ions	Affirmations
			II. Affirmations
Add Notes			(D) Additional Information
			KMPs or any other entity controlled by them
			controlled by them
			Directors (including relatives) or any other entity
			Promoter Group or any other entity controlled by them
			Promoter or any other entity controlled by them
Balance outstanding at the end of six months	Aggregate value of security provided during six months	Type of security (cash, shares etc.)	Entity
	orm of debt availed by	ndirectly, in connection with any loan(s) or any other i	(C) any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by
			KIVIPS or any other entity controlled by them
			COLOR COLOR STATE OF THE STATE
			Directors (including relatives) or any other entity controlled by them
			Promoter Group or any other entity controlled by them
			Promoter or any other entity controlled by them
Balance outstanding at the end of six months(taking into account any invocation)	Aggregate amount of issuance during six months	Type (guarantee, comfort letter etc.)	Entity
debt availed By	, in connection with any loan(s) or any other form of debt availed By	lled) provided by the listed entity directly or indirectly	(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan
			KMPs or any other entity controlled by them
			controlled by them
			Directors (including relatives) or any other entity
			Promoter Group or any other entity controlled by them
			Promoter or any other entity controlled by them
	Balance outstanding at the end of six months	Aggregate amount advanced during six months	Entity
		sted entity directly or indirectly to	(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to
		ecurities etc.refer note below	I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below
		Add Notes	Reason for Non Applicability
		Not Applicable	Applicability of disclosure
	arly Disclosure	Additional Half yearly Disclosure	





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Date	Place	Designation of person	Name of signatory	Sign
18-04-2022	Mumbai	Company Secretary and Compliance Officer	VINAYAK M. BHIDE	Signatory Details



