

AWL/SEC/SE/2024-25/111

16<sup>th</sup> December, 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: **Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”)- Notice of Postal Ballot**

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated 12<sup>th</sup> November, 2024 together with the Explanatory Statement thereto, seeking consent of the Members of Ador Welding Limited (“the Company”), on the following item of special business:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Mr. Mihir Jayaraman (DIN:08000077), as an Independent Director of the Company	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company / Depositories / RTA as on the cut-off date i.e. Friday, 13<sup>th</sup> December, 2024.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’), for facilitating remote e-voting to enable the Members to cast their votes electronically. The detailed procedure for remote e-voting is given in the Notice of Postal Ballot. The remote e-voting period commences from Wednesday, 18<sup>th</sup> December, 2024 at 9:00 a.m. (IST) and concludes on Thursday, 16<sup>th</sup> January, 2025 at 5:00 p.m. (IST).

The Postal Ballot Notice is also being uploaded on the Company’s website i.e. [www.adorwelding.com](http://www.adorwelding.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results of the Postal Ballot will be declared within two working days of the conclusion of the Postal Ballot and will be uploaded on the website of the Company i.e. [www.adorwelding.com](http://www.adorwelding.com) and also on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after intimation of the same to the Stock Exchanges.

**ADOR WELDING LIMITED**

Regd. & Corporate Office: Ador House, 6, K. Dubash Marg, Fort, Mumbai - 400 001 – 16, Maharashtra, India.

+91 22 6623 9300 | [www.adorwelding.com](http://www.adorwelding.com)

☎ 1800 233 1071 | ✉ [care@adorians.com](mailto:care@adorians.com) | 📞 +91 20 40706000 | CIN: L70100MH1951PLC008647

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

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

**Tel:** +91 22 6623 9300 / 2284 2525

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

**CIN:** L70100MH1951PLC008647

## NOTICE OF POSTAL BALLOT

[Pursuant to sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 & Amendments thereto]]

To,

The Members,

### ADOR WELDING LIMITED

**Notice** is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations, 2015”**] and Secretarial Standards on General Meeting (**SS-2**) issued by the Institute of Company Secretaries of India and General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, read with General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022, General Circular No. 03/2022 dated 05<sup>th</sup> May, 2022 & General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020 (Collectively referred to as **“MCA Circulars”**), (including any statutory modification(s) or re-enactment thereof, for the time being in force) (**“the Rules”**), and other applicable provisions, if any, the following resolution is proposed to be passed as Special Resolution by the Members of Ador Welding Limited (**“the Company”**), by means of Postal Ballot, only by remote e-voting process (**“e-voting”**) being provided by the Company to all its members to cast their votes electronically.

The Explanatory Statement, pursuant to the provisions of Section 102(1) of the Companies Act, 2013 and other applicable provisions read with the Rules, setting out all material facts relating to the proposed resolution in this Notice and additional information, as required under SEBI (LODR) Regulations, 2015 and circulars issued thereunder is also attached.

The Company has engaged the services of M/s. National Securities Depository Limited (**“NSDL”**), as the agency to provide e-voting facility.

The Board of Directors has appointed CS Mr. Hemanshu Kapadia (FCS: 3477; COP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer, for conducting the Postal Ballot, through e-voting process in a fair and transparent manner, who has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer shall submit his report, after the completion of scrutiny, to the Chairman of the Company or any person so authorized. The results of e-voting along with the Scrutinizer's Report will be announced within 2 (two) working days from the conclusion of the e-voting i.e on or before 20<sup>th</sup> January, 2025 and will be displayed on the Company's website at <https://www.adorwelding.com/> and on the website of our e-voting service provider, M/s. National Securities Depository Limited at <https://www.evoting.nsd.com/>. The results will simultaneously be communicated to BSE Limited & National Stock Exchange of India Limited, where the shares of the Company are listed (Collectively known as **“Stock Exchanges”**) and will also be displayed at the Registered Office of the Company. The last date for e-voting of the Postal Ballot shall be deemed to be the date of passing of the resolution, if approved by the requisite majority.

## SPECIAL BUSINESS:

### 1. Appointment of Mr. Mihir Jayaraman (DIN:08000077), as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI (LODR) Regulations, 2015”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Articles of Association (AOA) of the Company, Mr Mihir Jayaraman (DIN:08000077), who is being appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, by the Board of Directors, on the recommendation of the Nomination & Remuneration Committee with effect from 09<sup>th</sup> November, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a first term of 05 (five) consecutive years i.e. till 08<sup>th</sup> November, 2029, and that he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or the Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts & take all such steps, as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board**

Vinayak M. Bhide  
**Company Secretary**  
Membership No. F5063

Mumbai, 12<sup>th</sup> November, 2024  
CIN: L70100MH1951PLC008647

#### Registered Office:

Ador House, 6, K. Dubash Marg,  
Fort, Mumbai – 400 001-16, Maharashtra, India  
Tel: +91 22 6623 9300, 2284 2525  
Web: www.adorwelding.com  
E-mail ID: investorservices@adorians.com

#### Notes:

- a. In terms of MCA Circulars, this Postal Ballot Notice along with the instructions regarding e-voting is being sent only through electronic mode to all those members, whose email addresses are registered with the Company or with the RTA or with the Depository(ies) / Depository Participants and whose names appear in the Register of Members / list of Beneficial Owners, as on the cut-off date i.e., 13<sup>th</sup> December, 2024.
- b. The Notice is also uploaded on the website of the Company at <https://www.adorwelding.com/>, websites of the Stock Exchanges, where the shares of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c. All the members of the Company, as on the cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the cut-off date shall treat this Notice for information purpose only. In this Notice, the term member(s) or shareholder(s) shall be used interchangeably.
- d. As per MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not sent to the members. The communication of assent or dissent of the Members shall take place through e-voting system only. The Company hereby requests all its members to register their email address, if not yet registered, by following the instructions mentioned under Note no. i, below, to enable the Company to provide all communications through email.
- e. The resolution, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for e-voting i.e., Thursday, 16<sup>th</sup> January, 2025.
- f. The terms and conditions for appointment of the proposed Independent Director are hosted on the Company's website.
- g. The e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	9:00 a.m. (IST) on Wednesday, 18 <sup>th</sup> December, 2024
<b>End of e-voting</b>	5:00 p.m. (IST) on Thursday, 16 <sup>th</sup> January, 2025

The e-voting will not be allowed beyond the aforesaid date & time and the e-voting module shall be forthwith disabled by NSDL, upon expiry of the aforesaid period. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

- h. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically, without any fee by the members from the date of circulation of this Notice, until the last date of e-voting. Members seeking to inspect such documents can send an email to [investorservices@adorians.com](mailto:investorservices@adorians.com), mentioning his / her its Folio Number / DP ID and Client ID.
- i. SEBI, vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17<sup>th</sup> November, 2023 in supersession of its earlier circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17<sup>th</sup> May, 2023 & circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 has eliminated the provision, which mandated the freezing of folios with incomplete details w.r.t. PAN, KYC and Nomination for all holders of physical securities.

Further, SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 03<sup>rd</sup> November, 2021 (subsequently amended by circulars dated 14<sup>th</sup> December, 2021, 16<sup>th</sup> March, 2023 and 17<sup>th</sup> November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 01<sup>st</sup> April, 2024, upon their furnishing all the aforesaid details in entirety.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from 01<sup>st</sup> April, 2024, upon furnishing all the aforesaid details in entirety.

If a security holder updates PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after 01<sup>st</sup> April, 2024, then the security holder would receive all the dividends/ interest etc. declared during that period (from 01<sup>st</sup> April, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

- j. Members are hereby informed that in case of the joint holders, only such joint holder, who is first in the order of Joint names, will be entitled to vote.
- k. Members are requested to:
- Intimate RTA, immediately about any change in their addresses, if the shares are held in Physical form. If the shares are held in electronic form, then such change is to be informed to the Depository Participant (DP) and not to the Company / RTA.
  - Quote Registered Folio Number or Client ID-DP ID in all the correspondence with the Company / RTA.
  - Approach RTA of the Company for consolidation of Folios, if any / required.
  - Avail Nomination facility by filling and forwarding the nomination form to RTA, if not already done, if the shares are held in Physical form.
  - Please note that pursuant to SEBI Circular No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository, with effect from 05th December, 2018. Further, SEBI by its Press Release no. 49/2018 dated 03rd December, 2018 extended the timeline for transfer of shares held in physical form to 01st April, 2019.
  - Send all the physical share transfer lodgments (only in case of transmission or transposition) and related correspondence to RTA of the Company located at the following address, ideally up to / on or before the cut off date:-

**Link Intime India Pvt. Ltd.**

C 101, 247 Park, LBS Marg,  
Vikhroli (West), Mumbai – 400 083,  
Maharashtra, India.

**Tel:** +91 22 4918 6000

**E-mail:** [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**Web:** [www.linkintime.co.in](http://www.linkintime.co.in)

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How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps", which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders, holding securities in Demat mode.**

Pursuant to Section VI-C of SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023 pertaining to 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/registered Depository Participants ('DPs'), in order to increase the efficiency of the e-voting process.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders, holding securities in Demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="553 314 1473 677">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>, either on a Personal Computer or on a mobile. On the e-Services home page, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>”, which is available under ‘<b>IDeAS</b>’ section, which will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services, under Value added services. Click on “<b>Access to e-Voting</b>”, under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be re- directed to e-Voting website of NSDL for casting your vote, during the remote e-Voting period if need be.</li> <li data-bbox="553 677 1473 814">2. If you are not registered for <b>IDeAS</b> e-Services, then option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="553 814 1473 1177">3. You can also visit the e-Voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>”, which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number with NSDL), Password / OTP and a Verification Code, as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site, wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="553 1177 1473 1473">4. Shareholders / Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="884 1286 1166 1453" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>  </div> </li> </ol>
<p>Individual Shareholders, holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> <li data-bbox="553 1473 1473 1675">1. Existing users, who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users, to login Easi / Easiest, are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li data-bbox="553 1675 1473 1776">2. After successful login of Easi/Easiest, the user will also be able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> </ol>



	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https:// web.cdslindia.com/myeasi/Registration/Easi Registration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email, as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL, where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in Demat Mode) login through their Depository Participants	You can also login, using the login credentials of your Demat account through your Depository Participant, registered with NSDL/CDSL for e-voting Facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting Feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL, for casting your vote, during the remote e-Voting period.

**Important note:** Members, who are unable to retrieve User ID / Password, are advised to use 'Forget User ID' and 'Forget Password' option available at abovementioned website.

Helpdesk is available for Individual Shareholders holding securities in Demat mode, for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders, holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders, holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**a. Login Method for e-Voting for shareholders, other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode, who have updated their KYC.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https://www. evoting. nsdl.com/](https://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login", which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code, as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at [https:// eservices.nsdl.com/](https://eservices.nsdl.com/) with your existing IDeAS login. Once you log-in to NSDL eservices, after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members, who hold shares in Demat account with NSDL.	8 Character DP ID, followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members, who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number, followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 132425 then user ID is 132425001***

5. Password details for shareholders, other than Individual shareholders, are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password', which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your Demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL, from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for / if shares are held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password (If you are holding shares in physical mode) option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com), mentioning your Demat account number / folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN", in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of the Company, for which you wish to cast your vote during the remote e-Voting period and cast your vote.
3. Now you are ready for e-Voting, as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. ASSENT or DISSENT, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm", when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
7. Voting has to be done for each item in the Postal Ballot Notice separately, if there are multiple items. In case you do not desire to cast your vote on any specific item, it will be treated as ABSTAINED.
8. You can also take the printout of the votes cast by you, by clicking on the print option on the confirmation page.
9. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### g. General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies), who is / are authorized to vote, to the Scrutinizer by e-mail at [scrutinizer@hkacs.com](mailto:scrutinizer@hkacs.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter", displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with anyone and take utmost care in keeping your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts, "to key in" the correct password. In such an event, you will need to go through the "Forgot User Details /Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com/> to reset the password.
3. In case of any queries, you may refer to either the Frequently Asked Questions (FAQs) for Shareholders or e-voting user manual for Shareholders, available at the download section on <https://www.evoting.nsdl.com/> or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sagar Gudhate, or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

4. The shareholders, whose email ids are not registered with the depositories, can procure user id & password and register their e-mail ids for e-voting on the resolution set out in this notice, as under:
  - In case the shares are held in physical mode / form, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back side), PAN card (self-attested scanned copy), Aadhar Card (self-attested scanned copy) by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) / [investorservices@adorians.com](mailto:investorservices@adorians.com)
  - In case the shares are held in Demat mode, please provide / send DPID-Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN Card (self-attested scanned copy), Aadhar Card (self-attested scanned copy) to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) / [investorservices@adorians.com](mailto:investorservices@adorians.com). If you are an Individual shareholder, holding securities in Demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders, holding securities in Demat mode.
  - Alternatively, Shareholders / Members may send in their request to [evoting@nsdl.com](mailto:evoting@nsdl.com), for procuring user id and password for e-voting by providing above mentioned documents.
5. You can also update your contact number and e-mail ID in user profile details w.r.t. your Folio, which can be used for sending future communication(s).
- h. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- i. The Voting Results, along with the report of the Scrutinizer shall be placed / posted on the website of the Company, <https://www.adorwelding.com/> and on the website of NSDL, <https://www.evoting.nsdl.com/>, immediately after the declaration of the result, by the Chairman or a person authorized by him / her in writing. The voting results shall also be immediately forwarded to the Stock Exchanges.

**By Order of the Board**

Vinayak M. Bhide  
**Company Secretary**  
Membership No. F5063

**Mumbai**, 12<sup>th</sup> November, 2024  
**CIN:** L70100MH1951PLC008647

**Registered Office:**

Ador House, 6, K. Dubash Marg,  
Fort, Mumbai – 400 001-16, Maharashtra, India  
**Tel:** +91 22 6623 9300, 2284 2525  
**Web:** [www.adorwelding.com](http://www.adorwelding.com)  
**E-mail ID:** [investorservices@adorians.com](mailto:investorservices@adorians.com)

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013 read with SS-2 and Regulation 36(3) of SEBI (LODR) Regulations, 2015 in respect of Item No. 1)

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#### Item No. 1

#### **To appoint Mr. Mihir Jayaraman (DIN: 08000077), as an Independent Director of the Company**

Consequent upon the completion of tenure of Mr. Gaurav M. Lalwani, as the Non-executive Independent Director of the Company, on 09<sup>th</sup> November 2024, there was a necessity to appoint a Non-executive Independent Director on the Board, with immediate effect, from the date of vacancy.

In view of this, the Board of Directors at its Meeting held on 05<sup>th</sup> November, 2024, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Mihir Jayaraman (DIN: 08000077), as an Additional Director (Non-Executive & Independent) with effect from 09<sup>th</sup> November, 2024, pursuant to the provisions of Section 149, 152 & 161(1) read with Schedule IV to the Companies Act, 2013, the rules framed thereunder and the Articles of Association of the Company.

The said appointment is subject to the approval of the Members. The Notice under Section 160 is received from a Member proposing the appointment of Mr. Mihir Jayaraman (DIN: 08000077), as a candidate to the office of the Director of the Company.

Mr. Mihir Jayaraman has given a declaration to the Board stating that he meets the criteria of independence, as provided under Section 149 (6) of the Act, Regulation 16 read with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has also given his consent to act as an Independent Director of the Company. He has also given a declaration that he is not disqualified under Section 164 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Mihir Jayaraman, being eligible, offers himself to appoint as an Independent Director of the Company. The Board proposes to appoint him as an Independent Director for a first term of 05 (five) consecutive years i.e. from 09<sup>th</sup> November, 2024 upto 08<sup>th</sup> November, 2029.

#### **Brief profile of Mr. Mihir Jayaraman is given below:**

Mihir is the Chief Executive Officer of Aditya Auto. Mihir has over 14 years of leadership experience in the automotive and power equipment sectors. He leads Aditya's initiatives in business planning, marketing, supply chain, commercial and controlling functions. Mihir has graduated with distinction in both, Masters in business administration from INSEAD, France and Bachelors in mechanical engineering from Visveswaraiya Technological University, Bangalore.

Further, details of Mr. Mihir Jayaraman have been provided in Appendix- 1. In the opinion of the Board, Mihir Jayaraman, possess the requisite qualification and fulfills the conditions of the Companies Act, 2013 along with the rules made thereunder and SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and he is Independent of the Management.

The terms & conditions of appointment of Independent Director shall be open for inspection by the Members at the registered office of the Company during business hours on any working day from the date of dispatch of the notice upto the last day of e-voting and are also available on the website of the Company.

The Board recommends the **Special Resolution** at Item No. 1, for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Mihir Jayaraman, being an appointee, are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1.

**By Order of the Board**

Vinayak M. Bhide  
**Company Secretary**  
Membership No. F5063

**Mumbai**, 12<sup>th</sup> November, 2024

**CIN:** L70100MH1951PLC008647

**Registered Office:**

Ador House, 6, K. Dubash Marg,  
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## Appendix 1 to the explanatory statement attached to the Notice of Postal Ballot

### Information about the Director seeking appointment through Postal Ballot

(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 & the Secretarial Standards - 2 (SS-2)).

Sr. No.	Particulars	Appointment
1.	<b>Name of the Director</b>	Mr. Mihir Jayaraman
2.	<b>DIN</b>	08000077
3.	<b>Date of Birth &amp; Age (in years)</b>	22/02/1981 (43 Years)
4.	<b>Date of first Appointment on the Board</b>	09 <sup>th</sup> November, 2024
5.	<b>Qualification, Experience &amp; Expertise</b>	<ul style="list-style-type: none"> <li>Mihir is the Chief Executive Officer of Aditya Auto. Mihir has over 14 years of leadership experience in the automotive and power equipment sectors.</li> <li>He leads Aditya Auto's initiatives in business planning, marketing, supply chain, commercial and controlling functions.</li> <li>Mihir has graduated with distinction in both, Masters in Business Administration from INSEAD, France and his Bachelors in Mechanical Engineering from Visveswaraiya Technological University, Bangalore."</li> </ul>
6.	<b>Number of Meetings of the Board attended during the year</b>	1 (in FY 2024-25)
7.	<b>List of Directorship of other Board</b>	<ul style="list-style-type: none"> <li>Aditya Entuple Traction Technologies Private Limited</li> <li>Aditya Auto Products and Engineering (India) Pvt Ltd.</li> <li>Aditya Avartan Technologies Private Limited</li> <li>Synedyne Systems Private Limited</li> </ul>
8.	<b>List of Membership / Chairmanship of Committees of other Board</b>	NIL
9.	<b>List of listed entities from which he has resigned in past 03 (three) years</b>	NIL
10.	<b>Shareholding as of 31<sup>st</sup> March, 2024</b>	NIL
11.	<b>Relationship with other directors, manager and other Key Managerial Personnel of the Company</b>	Not Related to any Directors and / or KMPs.
12.	<b>Terms and Conditions of appointment or re-appointment along with details of remuneration, sought to be paid and remuneration last drawn</b>	As per the Nomination, Remuneration & Board Diversity Policy of the Company, as displayed / posted on the Company's website i.e. <a href="http://www.adorwelding.com">www.adorwelding.com</a>
13.	<b>Justification for choosing the appointees for appointment as Independent Directors</b>	He has 20 years of management experience in the automotive & industrial equipment sectors, with a proven track record in managing product-driven enterprises with P&L responsibility
14.	<b>Skills and capabilities, required for the role and the manner, in which the proposed director meets such requirements</b>	Strategy, Lean Manufacturing & Supply chain Management are his "Top Skills"