

[Home](#)[Validate](#)

General information about company	
Scrip code	517041
NSE Symbol	ADORWELD
MSEI Symbol	NOTLISTED
ISIN	INE045A01017
Name of the entity	ADOR WELDING LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Enter the quarter ended date only

[Prev](#)[Next](#)

Annexure I
Annexure I to be submitted by listed entity on quarterly basis
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Add Notes

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Slr (M/F/M)	Name of the Director	PAN	DN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 20(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 20(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mrs	Naveenka Mahesh Naggad		02001085	Executive Director	Chairperson		06-07-1971	No				Active	NA		15-11-2019	07-05-2021		0.00	2	0	2	0			
2	Mr.	A.T. Mulkani		01496597	Executive Director	Not Applicable	MD	26-08-1980	No				Active	NA		14-08-2020	14-08-2021		0.00	2	0	0	0			
3	Mr.	D.A. Lakshmi		01172000	Non-Executive - Non Independent Director	Not Applicable		14-02-1981	No				Active	NA		15-11-2019	15-11-2019		0.00	2	0	5	0			
4	Mr.	B.A. Mithchandani		00175501	Non-Executive - Non Independent Director	Not Applicable		11-10-1970	No				Active	NA		28-07-2006	28-07-2006		0.00	1	0	3	0			
5	Mr.	Talwarji Advani		08186636	Non-Executive - Non Independent Director	Not Applicable		12-07-1959	No				Active	NA		15-11-2019	15-11-2019		0.00	2	0	2	0			
6	Mr.	P.A. Srinath		02862034	Non-Executive - Independent Director	Not Applicable		14-03-1970	No				Active	NA		28-07-2014	28-07-2019		117.00	1	1	1	0			
7	Mr.	B.B. Sagar		02332414	Non-Executive - Independent Director	Not Applicable		02-07-1961	No				Active	NA		28-07-2014	28-07-2019		117.00	1	1	1	0			
8	Mr.	K. Dipankar Singh		20004607	Non-Executive - Independent Director	Not Applicable		18-06-1958	No				Active	NA		28-07-2014	28-07-2019		117.00	1	1	0	0			
9	Mr.	S.M. Lakshmi		08228792	Non-Executive - Independent Director	Not Applicable		29-03-1981	No				Active	NA		10-11-2014	10-11-2019		113.00	1	1	0	1			
10	Mrs	Nita Dimple Merchandani		01103973	Non-Executive - Independent Director	Not Applicable		21-03-1970	No				Active	NA		01-04-2020	01-04-2020		48.00	1	1	0	0			
11	Mr	Naveen S. Marathe		02080754	Non-Executive - Independent Director	Not Applicable		21-01-1974	No				Active	NA		21-05-2022	21-05-2022		23.00	4	2	4	2			

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Add Notes

For this quarter kindly note the following points:
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
 2. Date of Appointment can be any day upto September 30, 2022.
 3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30 2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
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	00085754	Navroze S. Marshall	Non-Executive - Independent Director	Chairperson	11-08-2023		
2	02332414	R.N Sapru	Non-Executive - Independent Director	Member	27-04-2018		
3	00175501	R.A Mirchandani	Non-Executive - Non Independent Director	Member	08-09-2020		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
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	01103973	Nita Dempo Mirchandani	Non-Executive - Independent Director	Chairperson	11-08-2023		
2	06928792	G.M Lalwani	Non-Executive - Independent Director	Member	11-08-2023		
3	01771000	D.A Lalvani	Non-Executive - Non Independent Director	Member	11-08-2023		
4							
5							
6							
7							
8							

9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
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	Remarks
1	06928792	G.M Lalwani	Non-Executive - Independent Director	Chairperson	05-02-2019		
2	01771000	D.A Lalvani	Non-Executive - Non Independent Director	Member	19-11-2019		
3	08586636	Tanya H. Advani	Non-Executive - Non Independent Director	Member	01-04-2020		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
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
1	06928792	G.M Lalwani	Non-Executive - Independent Director	Chairperson	28-05-2021		
2	00031985	Ninotchka Malkani Nagpal	Executive Director	Member	28-05-2021		
3	99999999	Surya Kant Sethia	Chief Financial Officer	Member	28-05-2021		3
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
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	01771000	D.A Lalvani	Non-Executive - Non Independent Director	Chairperson	20-05-2014		
2	00031985	Ninotchka Malkani Nagpal	Executive Director	Member	19-11-2019		
3	01103973	Nita Dempo Mirchandani	Non-Executive - Independent Director	Member	01-04-2021		
4							
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

Prev

Next

[Home](#)[Validate](#)**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add	Delete					
1	08-11-2023			Yes	11	10	5
2	01-02-2024	84		Yes	11	10	5

[Prev](#)[Next](#)

* to be filled in only for the current quarter meetings

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Add Notes

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Corporate Social Responsibility Committee	09-10-2023				Yes	3	3	1	0
2	Risk Management Committee	17-10-2023	7			Yes	2	2	1	1
3	Audit Committee	08-11-2023	21			Yes	3	3	2	0
4	Nomination and remuneration committee	25-01-2024	77			Yes	3	3	2	0
5	Stakeholders Relationship Committee	25-01-2024				Yes	3	3	1	0
6	Audit Committee	01-02-2024	6			Yes	3	3	2	0

Add Delete

Prev

Next

* to be filled in only for the current quarter meetings

[Home](#)[Validate](#)

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Other details of cyber security incidence or breaches or loss of data event

[Add Notes](#)

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.	Date of the event	Brief details of the event
-----	-------------------	----------------------------

Home

Validate

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

Prev

Next

[Home](#)[Validate](#)

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	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
5	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 1000 listed entities)	Yes
6	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

[Prev](#)[Next](#)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	VINAYAK M. BHIDE
2	Designation	Company Secretary and Compliance Officer

Home

Validate

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

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
1	Details of business	Yes		https://www.adorwelding.com/
2	Terms and conditions of appointment of independent directors	Yes		https://www.adorwelding.com/wp-content/uploads/2023/02/terms_and_conditions_of_appointment_of_independent_Directors2019.pdf
3	Composition of various committees of board of directors	Yes		https://www.adorwelding.com/investor-contact/committee-composition/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.adorwelding.com/wp-content/uploads/2023/02/Code-of-Conduct-for-Directors-Senior-Managerial-Personnels-1-1.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.adorwelding.com/wp-content/uploads/2021/07/Whistle-Blower-for-Employees-Directors2019.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.adorwelding.com/wp-content/uploads/2023/02/criteria_for_payment_to_NEDs.pdf
7	Policy on dealing with related party transactions	Yes		https://www.adorwelding.com/wp-content/uploads/2022/05/RPT-Materiality-Policy-2022-23.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.adorwelding.com/wp-content/uploads/2021/07/Policy-for-determining-Material-Subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.adorwelding.com/wp-content/uploads/2021/07/Details-of-Familiarisation-Program-for-Independent-Directors-FY-2021.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://www.adorwelding.com/investor-contact/investors-relation/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.adorwelding.com/investor-contact/investors-relation/
12	Financial results	Yes		https://www.adorwelding.com/financials/financial-reports/
13	Shareholding pattern	Yes		https://www.adorwelding.com/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	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	Yes		https://www.adorwelding.com/events/
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.adorwelding.com/events/

16	New name and the old name of the listed entity	Yes		https://www.adorwelding.com/who-we-are/
17	Advertisements as per regulation 47 (1)	Yes		https://www.adorwelding.com/events/
18	Credit rating or revision in credit rating obtained	Yes		https://www.adorwelding.com/wp-content/uploads/2023/04/Credit-Rating-For-Ador-Welding-Limited-1.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://www.adorwelding.com/financials/annual-secretarial-compliance-report/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.adorwelding.com/wp-content/uploads/2023/02/policy-for-disclosure-of-material-events.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.adorwelding.com/investor-contact/key-managerial-personnel/
23	Disclosures under regulation 30(8)	Yes		https://www.adorwelding.com/events/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.adorwelding.com/wp-content/uploads/2021/07/Dividend-Distribution-Policy.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.adorwelding.com/mgt-annual-return/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.adorwelding.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.adorwelding.com/
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

Prev

Next

[Home](#)[Validate](#)**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	

42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
Any other information to be provided				

◀ Prev

Next ▶

Annexure II		
1	Name of signatory	VINAYAK M. BHIDE
2	Designation	Company Secretary and Compliance Officer

[Home](#)[Validate](#)**Annexure II****III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	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		Add Notes

[Prev](#)[Next](#)**Annexure II**

1	Name of signatory	VINAYAK M. BHIDE
2	Designation	Company Secretary and Compliance Officer

Home

Validate

Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Add Notes	

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below The Figure should be mentioned in Actual INR only

(A)Any loan or any other form of debt advanced by the listed 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		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(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			
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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) Additional Information	Add Notes
-----------------------------------	------------------

II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to		Add Notes
Name		
Designation		
Place		
Date		

[Home](#)[Validate](#)

Signatory Details

Name of signatory	VINAYAK M. BHIDE
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	18-04-2024

[Prev](#)