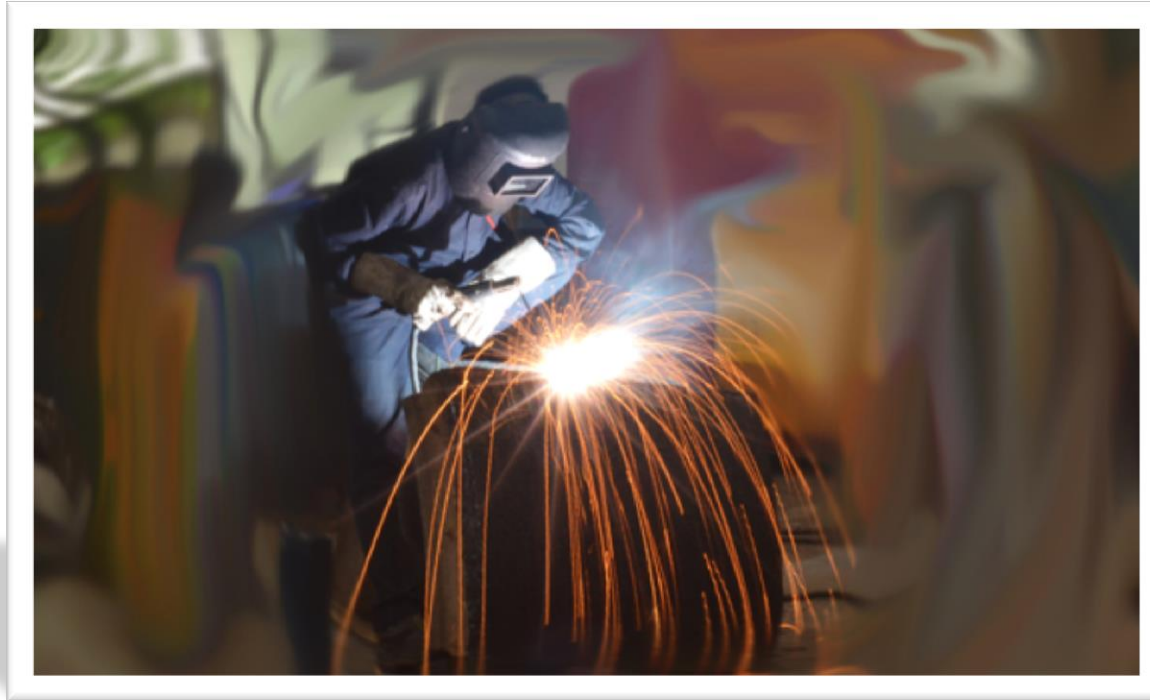


Familiarisation Programme for Independent Directors



Life Enhancement of Industrial Components



Ador Fontech Limited

The Companies Act, 2013

Code for Independent Directors – Schedule IV to the Companies Act, 2013

Listing Agreement

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Effective December 1, 2015]

This regulation specifically states that Independent Directors must be given training for the following purposes:

- Nature of industry in which the Company operates
- Business model of the Company
- Role, Rights and Responsibilities of Independent Directors
- Any other relevant information

The Ador Group

Established in 1908, J.B. Advani & Co. Pvt. Ltd. (JBA) has grown from a small trading company, to become the promoter and holding company of the Ador Group. With core operations in engineering products and services, JBA have invested to take advantage of growing opportunities in both Indian and overseas markets.

JBA'S objective is to nurture businesses for select industrial segments, with the aim of attaining market leadership. With this goal in mind, the Group has expanded to attain a stronghold in core industrial and manufacturing sectors. They have also diversified into cosmetic products and green energy solutions.

The group's strong ethical and social practices are a source of pride for all stakeholders and ensure the highest levels of business excellence. Social causes are supported through the JBA Charitable Trust.



Ador Fontech Limited is a frontrunner organisation that operates on the philosophy of ‘partnering’ with its clients in recommending and implementing value-added reclamation, fusion, surfacing, spraying and environmental solutions.

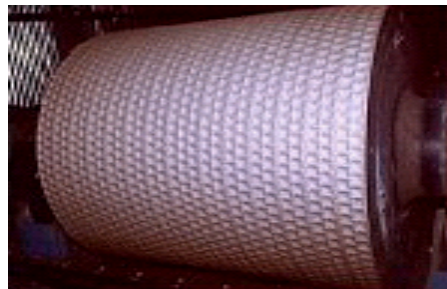
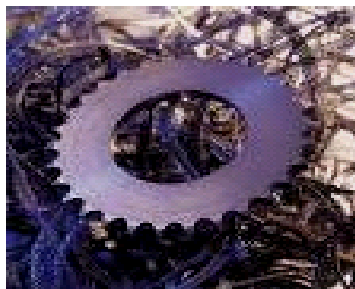
The company is dedicated to supply of products, services and solutions that meet and exceed the needs of end-users.



Reclaim, Do not Replace

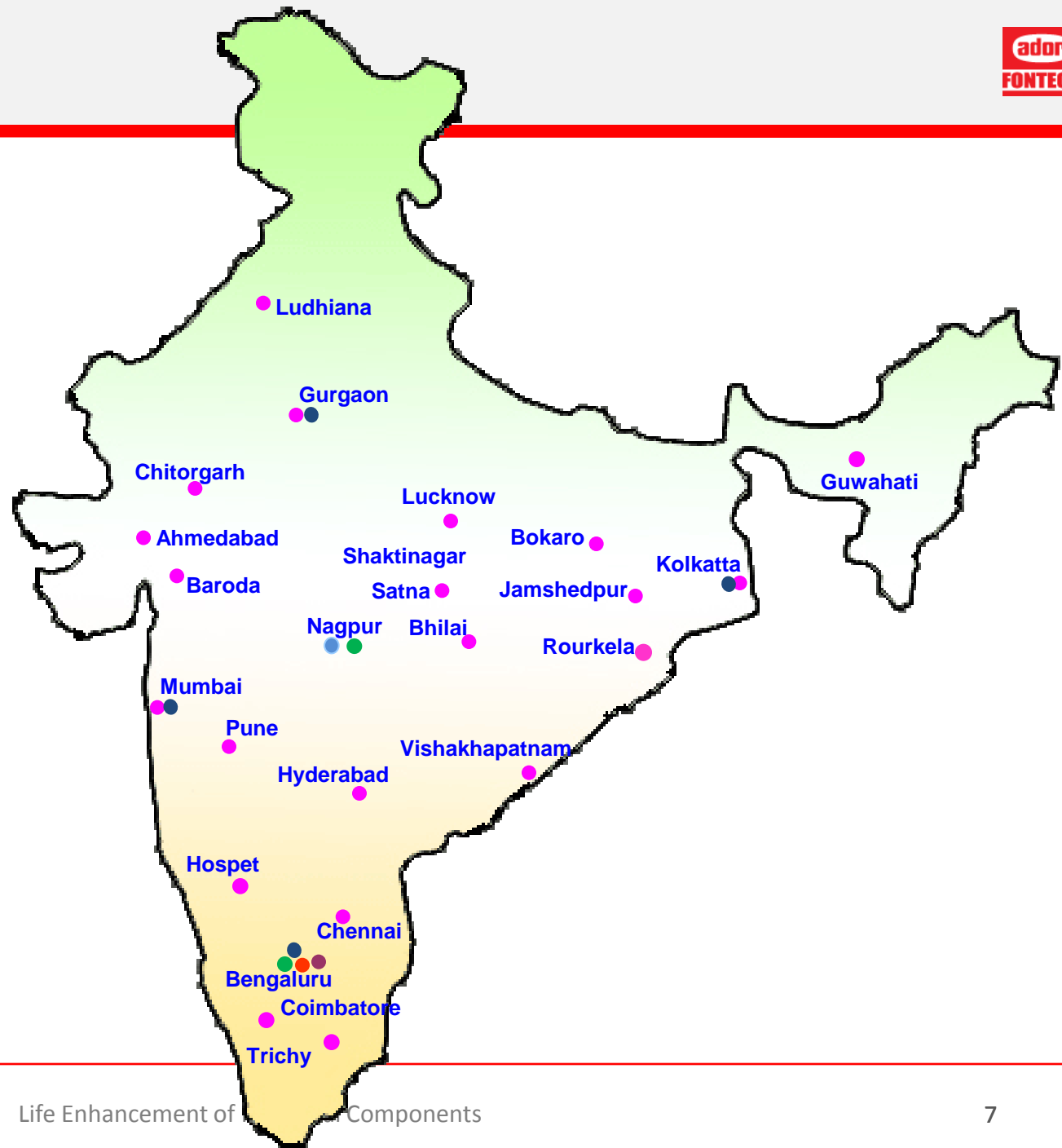
The world has a limited supply of mineral resources. However, the depletion rate - resulting from continuously improving economic growth - is very high. Reclamation and recycling of vital machinery components, therefore, assumes high priority.

The Company is dedicated to supply of products, services and solutions that help in conservation of mineral reserves as well as in reducing down-time and inventory costs.



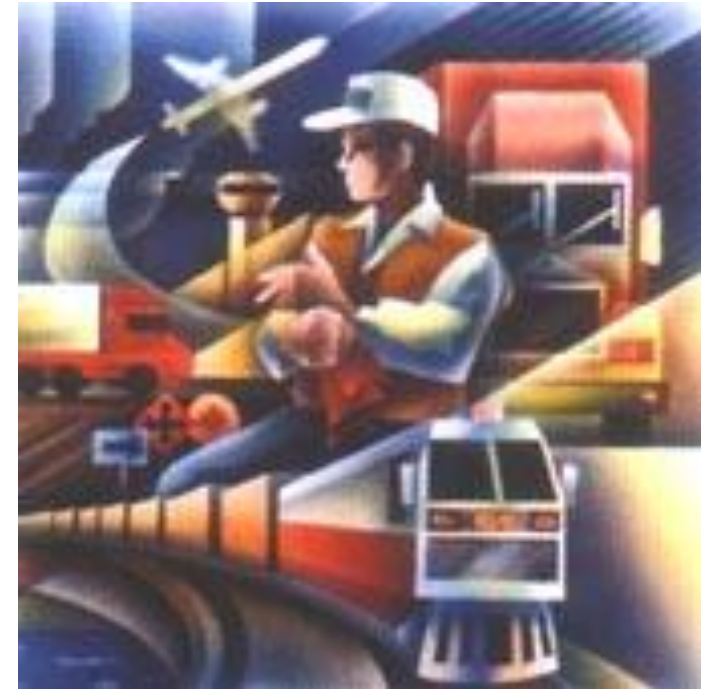
Network

- Corporate Office
- Divisional Offices
- Area Offices
- COPEC
- Reclamation Centre
- Manufacturing Units



The customer-base includes

- Steel and other metallurgical complexes
- Cement plants
- Mining industries
- Power plants
- Aviation and Industrial Gas Turbines
- Automotive
- Railways
- Sugar mills
- Fertilizer and chemical plants
- Defence workshops
- Shipping industries
- Oil drilling and refining sector
- Textiles
- A whole range of engineering industries



Manufacturing Facilities - Plant 1

- Manufacturing facility for FCW Wires, Welding & cutting equipment CNC oxy-fuel & plasma cutting systems, TIG / MIG / SAW filler rods & brazing wires, Ceramics, pulley lagging, pipes and bends



- Exclusive manufacturing plant for Low Heat Input Welding Alloys at Bengaluru.



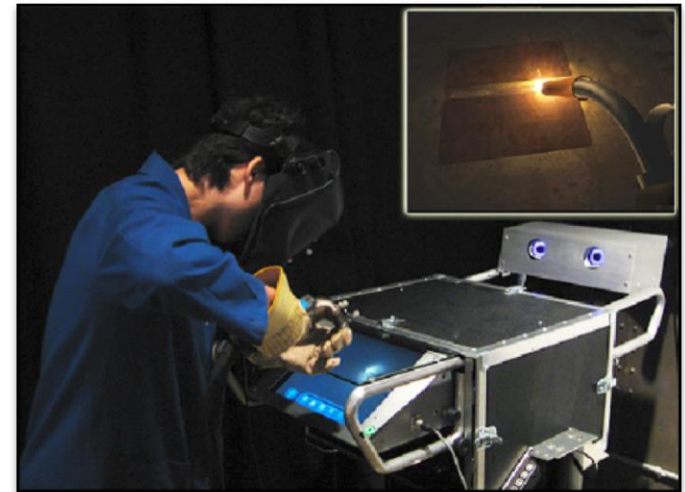
Located at Nagpur, this facility has been expanding its capacity continuously for taking up customer-specific and heavy duty reclamation jobs.

State-of-the-art welding and metal spray processes are used to repair, reclaim and rebuild vital machinery parts for thermal power stations, cement plants, mining, steel and several other core sector industries.



Ador Fontech's products and services are backed by Documentation, Training and Educational Services. This service group documents and disseminates case studies and technical articles.

DOTES conducts focused training programs on reclamation and surfacing technologies at our centre and customer sites all over India.



Ador Fontech's business model construction is part of business strategy and covers:

1. Core aspects of business
2. Target customers
3. Offerings
4. Strategies
5. Infrastructure
6. Organisational structure
7. Operational processes and policies

Besides financial statements the above form part of Board and Committee meeting's discussions.

- Independent and impartial judgement
- Watchdog for interest of Stakeholders
- Protecting the interest of minorities
- Balancing conflict of interests of the Stakeholders
- Encouraging sustainable development of the Company
- Integrity of financial information, financial controls and risk management
- Objective view in performance evaluation

- Upholding ethical standards of integrity and probity
- Assisting the Company in following best corporate governance practices
- Monitoring Management's performance vis-à-vis goals and objectives
- Determining appropriate levels of remuneration of Executive Directors, KMPs and Senior management
- Appointing/recommending removal of Executive Directors, KMPs and Senior Management

Rights can be categorised in to Collective and Individual Rights

Collective Rights : (i) Right to elect a Chairman (ii) Right to refuse to transfer shares (iii) Right to appoint a Managing Director (iv) Right to recommend Dividend.

Individual Rights: (i) To inspect books of account (ii) To receive notices of Board meetings (iii) To be appointed on various Committees (iv) To inspect minutes of the Board meetings (v) To inspect minutes of the Committee meetings (vi) To attend and vote in every Board meeting (vii) To demand information on any business matter (viii) To receive circular resolutions proposed to be passed (ix) To participate in proceedings and cast vote in favour or against resolutions.

Independent Directors are at liberty to seek professional clarifications and guidance on any matters pertaining to the Company through the aegis of the Officials of the Company or through External sources.

Section 166 of the Companies Act, 2013 lists duties of Directors

- Act in accordance with the Articles of Association of the Company.
- Act in good faith
- Promote the objects of the Company in the interest of the Company, the Community and Protection of the Environment
- Exercise Independent Judgement
- Exercise reasonable care, skill and diligence
- Avoid conflict of interests
- Avoid assigning office
- Other duties are in accordance with (i) Code of conduct (ii) Board resolutions (iii) Employment/Service agreements (iv) Administrative policies of the Company.

Schedule IV

- Be updated about the Company and the environment in which it operates
- Seek appropriate clarification and information, where necessary
- Take professional advice and expert opinions, if required
- Follow Company's code of conduct and ethics policy & report concerns thereof, if any
- Strive to attend all Board, Committee and General meetings
- Implement vigil mechanism and overview its effective functioning
- Approve related party transactions in the interest of the Company
- Avoid obstructing functioning of any Board or Committee meetings
- Address concerns to the Board to resolve and seek for recording the same in the minutes of the Board meeting
- Act objectively within authority and in a bona-fide manner
- Ascertain the validity, reliability and quality of information provided to them
- Non-disclosure of confidential information, unless approved by the Board or required by law.

The liability arises on account of conduct, act or omission on the part of a person and not merely on account of holding an office or a position in a Company.

Liable only for such acts of omission or commission by a Company which had occurred with his/her knowledge, attributable through Board process and with his consent or connivance or where he had not acted diligently.

Separate meetings of Independent Directors

Independent Directors shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and Members of the Management.

The Administrative or Secretarial help can be sought from the Company Secretary.

All the Independent Directors of the Company shall strive to be present at such meeting.

The meeting shall:

- Review the performance of non-independent Directors and the Board as a whole

- Review the performance of the Chairperson, taking in to account views of Executive and Non-Executive Directors

- Assess quality, quantity and timeliness of flow of information between the Company Management and the Board.

Regulation 46(2)(I) of Listing Regulations, 2015

Number of familiarisation programmes attended by Independent Directors in FY 2015-16:
One

Number of hours spent by Independent Directors in such programmes: FY 2015-16 : Two
hours

Complete details about the Company and its products are available on the web site

Investor tab has details about Corporate Governance

(Various policies uploaded including Annual Reports, Financial Statements, Composition of the Board and its Committees, Shareholding Pattern, Corporate Governance Report, Terms and Conditions of Appointment of Independent Directors, Prohibition of Insider Trading Information, Code of Conduct etc.)

www.adorfon.com

Presentation of Ador Fontech Corporate Movie

Thank You