



Reclamation, Fusion  
Surfacing, Spraying &  
Environmental Solutions

**Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001**

**September 24, 2020**

**Scrip Code: 530431**

**Sub: Scrutiniser Report and Voting results.**

We wish to inform that the 45<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, September 23, 2020 through video conference/other audio visual means (VC/OAVM) in accordance with relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

The AGM commenced at 11.00 a.m. and concluded at 12.15 p.m. In the said meeting, business mentioned in the Notice to the AGM dated June 26, 2020 was transacted.

In view of the above, please find enclosed herewith, the report of the Scrutiniser dated September 23, 2020 pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We hereby request you to take the above on record and acknowledge receipt.

**Thanking you,**

**Yours faithfully,**

**For ADOR FONTECH LIMITED**

**Geetha D  
Company Secretary**

**Sanath Kumar D Rao  
Asst. Company Secretary**





**CS S KANNAN**  
Complete Compliance



**SCRUTINIZER'S REPORT**  
(Pursuant to section 108 of the Companies Act, 2013  
and Rule 20 of the Companies (Management and Administration) Rules, 2014.

23<sup>rd</sup> September, 2020

The Chairman  
Ador Fontech Limited  
Belview,  
No.7, Haudin Road  
Bengaluru - 560 042.

Dear Sir,

**SUB: SCRUTINIZER'S REPORT ON VOTING BY ELECTRONIC MEANS IN RESPECT OF RESOLUTIONS SET FORTH IN AGM NOTICE DATED 26<sup>th</sup> June 2020 AND APPROVED IN 45<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 23<sup>rd</sup> SEPTEMBER 2020 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS**

I, S Kannan, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of M/s. Ador Fontech Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the 45<sup>th</sup> Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), in respect of the below mentioned Resolutions proposed at the 45<sup>th</sup> AGM of the Equity Shareholders of the Company held on Wednesday, 23<sup>rd</sup> September 2020 at 11:00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) hereby submit my report.

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013, Listing Regulations and Rules and Circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) relating to conducting of AGM through VC/OAVM and voting through electronic means on the Resolutions specified in the AGM Notice dated 26<sup>th</sup> June 2020. My responsibility as a Scrutinizer for the voting process is restricted to make a consolidated Scrutinizer Report of the votes cast "in favour" or "against" the Resolutions based on the reports generated from the e-voting system both through e-voting (remote e-voting) and by electronic voting (e-voting) during the AGM.

Accordingly, I submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL).
2. In terms of General Circulars No. 14/2020, 17/2020 and 20/2020, dated 08.04.2020, 13.04.2020 and 05.05.2020 respectively issued by MCA, (MCA Circulars), read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 issued by the SEBI, the Company had sent the AGM Notice through electronic mode to those Members whose E-mail addresses were registered with the Company/Depositories.

**S KANNAN AND ASSOCIATES**

Company Secretaries

FCS 6261, PCS No. 13016, Firm No.S2017KR473100.

13, Ground Floor, 1<sup>st</sup> Main Road, Venkateshwara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040  
Email : [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) / [kannans@kannancs.in](mailto:kannans@kannancs.in), Mobile : 98450 58441, [www.kannancs.in](http://www.kannancs.in)





Accordingly, the communication of assent or dissent of the Members on the Resolutions stated in the Notice of the 45th AGM of the Company, took place, only through the remote e-voting system and e-voting system during the AGM.

3. The Equity Shareholders holding shares as on 16<sup>th</sup> September 2020, i.e. "cut off date", were entitled to vote on the Resolutions stated in the Notice of the 45th AGM of the Company.
4. For those Members who have not registered their email ids with the Company/Depositories, the Company had made arrangement to register the email ids, to receive AGM Notice, Annual Report and e-voting user ID and password. For permanent registration, the Members holding shares in physical mode were required to approach NSDL and the Members holding shares in demat mode were required to approach the respective Depository Participant. Alternatively, for temporary registration, all such Members were required to approach NSDL.
5. The Public advertisement in terms of the MCA Circulars with respect to 45th AGM was published on 31<sup>st</sup> August, 2020 in English in Business Standard and in Kannada in E- Sanje.
6. The Members were informed vide the AGM notice that they were required to give their assent for or dissent against the Resolutions stated in the AGM Notice, either through remote e-voting facility or through the e-voting facility during the AGM. The remote e-voting was kept open from 9.00 AM on Saturday, 19<sup>th</sup> September 2020 till 5.00 PM on Tuesday, 22<sup>nd</sup> September 2020(both days inclusive).
7. Pursuant to the provisions of Listing Regulations and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company has provided electronic voting facility (e-voting) to the Members of the Company and has engaged the NSDL for providing e-voting platform.
8. Particulars of all the Members who participated in the e-voting are separately maintained by Service Provider of the Company i.e. NSDL.
9. Names of the Members who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those Members who were present at the AGM through VC and who had not casted their votes through the remote e-voting system, were allowed to cast their votes through e-voting system during the AGM.
10. After declaration of voting by the Chairman, the Members present in the AGM through VC voted through e-voting facility provided by NSDL at the AGM. The e-voting facility was kept open for 15 minutes.
11. 82 shareholders attended the AGM through VC/OAVM



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Email : [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) / [kannans@kannancs.in](mailto:kannans@kannancs.in), Mobile : 98450 58441, [www.kannancs.in](http://www.kannancs.in)



12. I have considered all electronic votes recorded from 9.00 AM on Saturday, 19<sup>th</sup> September 2020 till 5.00 PM on Tuesday, 22<sup>nd</sup> September 2020, being the last date and time fixed by the Company and all electronic votes casted during the AGM, through the e-voting system.
13. A summary of the electronic voting confirmations (e-votes) received for the Resolutions given in the Notice referred to above, seeking Members' approval as downloaded from the remote e-voting system of NSDL and votes casted in the AGM through e-voting facility and the total votes cast in favour or against all the Resolutions proposed in the Notice of the AGM are as under:

Res. No.	Resolution	E-VOTING		Result
		For	Against	
1	Adoption of Standalone Financial Statements	13817427	44	Passed with requisite majority
2	Adoption of Consolidated Financial Statements	13817427	44	Passed with requisite majority
3	Confirmation of dividend	13817334	137	Passed with requisite majority
4	Re-appointment of Mrs. N Malkani Nagpal as Non Executive Director(DIN 00031985)	13761627	1144	Passed with requisite majority
5	Re-Appointment of Mr. A T Malkani as 'Executive Chairman' (DIN 01585637)	12479129	1144	Passed with requisite majority
6	Re-Appointment of Mr. H P Ledwani as 'Managing Director (DIN 00040629)	13694329	1144	Passed with requisite majority
7	Re-Appointment of Mr. Rafique Malik as an Independent Director (DIN 00521563)	13795827	21644	Passed with requisite majority
8	Appointment of Branch Auditors of the Company	13817427	44	Passed with requisite majority
9	Appointment of Cost Auditors and their remuneration	13817177	294	Passed with requisite majority

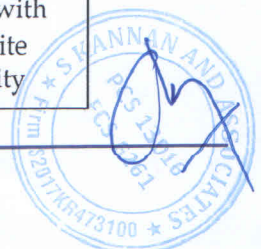
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14. Shares held and voted through e-voting by directors whose re-appointments are proposed vide resolution nos. 4, 5 and 6 were not considered. Please see Note. 1, 2 and 3 given in Annexure A.

For your information, I have provided the details of vote casts through remote e-voting and votes casts through e-voting system during the AGM, in Annexure A.

I write to state that all Resolutions set out in the AGM Notice dated 26<sup>th</sup> June 2020 are approved by Members of the Company with requisite majority. You may accordingly declare the results as per law.

Further I state that:

- a. A list of equity shareholders who have casted their vote through Remote E-voting and E-voting at the AGM has been handed over to the Company Secretary.
- b. The electronic data and all other relevant records relating to the e- voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Yours truly,  
For S Kannan & Associates



S Kannan  
Company Secretary  
FCS 6261, PCS 13016  
UDIN No. F006261B000758243

Encl: Annexure A

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**S KANNAN AND ASSOCIATES**

Company Secretaries

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**ANNEXURE - A**  
**Ador Fontech Limited**

Details of Remote E-voting and E-Voting during 45th AGM held on 23rd September 2020

Res. No.	Resolution Description	Mode of Polling*	Ballots Received	Total Votes held	Ballots in Favour	Votes polled in favour	% of votes in favour	Ballots against	Votes polled against	% of votes against
1	Adoption of Standalone Financial Statements	E-Voting	136	13817471	114	13817427	99.9997	22	44	0.0003
2	Adoption of Consolidated Financial Statements	E-Voting	136	13817471	114	13817427	99.9997	22	44	0.0003
3	Confirmation of dividend	E-Voting	136	13817471	113	13817334	99.9990	23	137	0.0010
4	Re-appointment of Mrs. N Malkani Nagpal as Non Executive Director (DIN00031985) See Note 1.	E-Voting	136	13762771	112	13761627	99.9917	23	1144	0.0083
5	Re-Appointment of Mr. A T Malkani as 'Executive Chairman' (DIN 01585637) See Note 2.	E-Voting	136	12480273	112	12479129	99.9908	23	1144	0.0092
6	Re-Appointment of Mr. H P Ledwani as 'Managing Director (DIN 00040629) See Note 3.	E-Voting	136	13695473	112	13694329	99.9916	23	1144	0.0084
7	Re-Appointment of Mr. Rafique Malik as an Independent Director (DIN 00521563)	E-Voting	136	13817471	111	13795827	99.8434	25	21644	0.1566
8	Appointment of Branch Auditors of the Company	E-Voting	136	13817471	114	13817427	99.9997	22	44	0.0003
9	Appointment of Cost Auditors and their remuneration	E-Voting	136	13817471	113	13817177	99.9979	23	294	0.0021

\* Includes Remote Evoting and e-Voting at the AGM

Note:1 Shares held by Mrs. N Malkani Nagpal are not considered.

Note:2 Shares held by Mr A T Malkani are not considered.

Note:3 Shares held by Mr.H P Ledwani are not considered.



For S Kannan & Associates

*S Kannan*  
S Kannan

Company Secretary

FCS 6261, PCS 13016

UDIN No. F006261B000758243