



Reclamation, Fusion
Surfacing, Spraying &
Environmental Solutions

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

July 28, 2022

Scrip Code: 530431

Sub: Scrutiniser Report and Voting results.

We wish to inform that the 47th Annual General Meeting (AGM) of the Company was held on Thursday, July 28, 2022 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 11:45 A.M. In the said meeting, business mentioned in the Notice to the AGM dated May 19, 2022 were transacted.

Please find enclosed herewith, the report of the Scrutiniser dated July 28, 2022 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

Sanath Kumar D Rao

Company Secretary Asst. Company Secretary





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SCRUTINIZER'S REPORT

(Pursuant to section 110 of the Companies Act, 2013 and
Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Chairman / Authorized Person

The 47TH Annual General Meeting of the Equity Shareholders of ADOR FONTECH LIMITED held on Thursday, 28th July, 2022, at 11:00 a.m. through Video Conferencing / Other Audio Visual Means.

Dear Sir,

Scrutinizer's Report on voting through Remote E-voting and electronic voting at the AGM in terms of provisions of the Companies Act, 2013 (herein after the "ACT") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

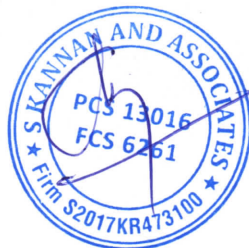
I, S Kannan, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of ADOR FONTECH LIMITED (the Company) (CIN: L31909KA1974PLC020010) in the meeting of Board of Directors held on 19th May 2022 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the 47th Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 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 47th AGM of the Equity Shareholders of the Company held on Thursday, 28th July 2022 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 19th May 2022.

My responsibility as a Scrutinizer for the voting process is restricted to make a 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).



S KANNAN AND ASSOCIATES

Company Secretaries

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2. In terms of General Circulars No. 14/2020, 17/2020, 20/2020, 2/2021, 19/2021, 21/2021, 02/ 2022 dated 08.04.2020, 13.04.2020, 05.05.2020, 13.01.2021, 8.12.2021, 14.12.2021 and 05.05.2022 respectively issued by MCA, (MCA Circulars), read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD /CMD2/CIR/P /2021/11 dated 12.05.2020 and 15.1.2021 respectively 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. Accordingly, the communication of assent or dissent of the Members on the Resolutions stated in the Notice of the 47th 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 21st July 2022, i.e. "cut-off date", were entitled to vote on the Resolutions stated in the Notice of the 47th 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 the NSDL.
5. The Public advertisement in terms of the LODR/MCA Circulars with respect to 47th AGM was published on 3rd July 2022 and on 5th July 2022 in English in Financial Express; Business Standard respectively 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 Monday, 25th July 2022 till 5.00 PM on Wednesday, 27th July 2022 (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.



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GST No. 29ADZPK4574H1ZP

Peer Review Cert. No. 1695/2022

MSME Regn. No. KR03D0161932



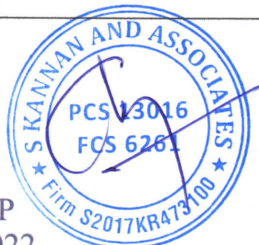
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10. 67 members attended the AGM through VC.
11. After declaration of voting by the Chairman, the Members present in the AGM through VC voted through e-voting facility provided by NSDL at the AGM. The e-voting facility was kept open for 15 (Fifteen) minutes.
12. I have considered all electronic votes recorded from 9.00 AM on Monday, 25th July 2022 till 5.00 PM on Wednesday, 27th July 2022, being the last date and time fixed by the Company for remote e-voting and all electronic votes casted during the AGM, through the e-voting facility.
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 through e-voting facility during the AGM 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	Remote e-Voting / e-Voting		Result
		For	Against	
1	Adoption of Standalone Financial Statements and Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022	13704963	13840	Passed with requisite majority
2	Adoption of Consolidated Financial Statements for the financial year ended March 31, 2022 together with the reports of the Auditors and Directors thereon.	13704963	13840	Passed with requisite majority
3	Declaration of dividend	13704963	13840	Passed with requisite majority
4	Appointment of Mr. A T Malkani as Non-Executive Director (DIN 01585637) as a Director.	13632938	85865	Passed with requisite majority
5	Re-appointment of Statutory Auditors of the Company for a period of five consecutive years commencing from the financial year 2022-23, till the conclusion of the Annual General Meeting to be held in the year 2027	13700463	18340	Passed with requisite majority
6	Re-Appointment of Mr. H P Ledwani (DIN 00040629) as 'Managing Director & CEO'	13632738	86065	Passed with requisite majority
7	To appoint Branch Auditors of the Company	13700463	18340	Passed with requisite majority
8	To appoint Cost Auditors and their Remuneration for Financial Year 2022-2023	13700213	18590	Passed with requisite majority



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I write to state that all Resolutions set out in the AGM Notice dated 19th May 2022 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 e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM has been shared with you.
- b. The electronic data and all other relevant records relating to the e- voting shall remain in my safe custody and shall be handed over to you 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
S Kannan
Company Secretary
FCS 6261, PCS 13016
UDIN No. F006261D000700141

Place: Bengaluru
Date: 28th July, 2022

S KANNAN AND ASSOCIATES

Company Secretaries

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