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Surfacing, Spraying &
Environmental Solutions

Minutes of the 40th Annual General Meeting of the Company held at Woodlands Hotel Private Limited No.5 Rajaram Mohan Roy Road Bangalore 560 025 on August 26, 2015

The meeting commenced at 11.30 hours and with requisite quorum being present, the Chairman Mrs. N Malkani Nagpal conducted the proceedings of the meeting.

There was discussions on the financial performance and in terms of Section 145 of the Companies Act read with Secretarial Standards – AS2, the Secretarial Audit Report signed by Ms. Manjula Narayan, Company Secretary in Practice, (ACS no. 28374/CP no. 10150), Independent Auditors Report on the Standalone Financial Results signed by Mr. Amarnath Kamath (Membership no. 13124) and Independent Auditors Report on the Consolidated Financial Results signed by Mr. V Narayanan (Membership no. 219265) with both Mr. Amarnath Kamath and Mr. Narayanan representing M/s. Amarnath Kamath and Associates (Firm registration no. 000099S) being clean, without any qualifications or reservations were taken as read.

The Chairman ordered polling of ballot in respect of the following resolutions.



Ador Fontech Limited

Regd. and Head Office: Belview, 7 Haudin Road, Bangalore 560 042; Tel: +91 80 25596045, 25596073
Fax: +91 80 25597085, Email: customerservice@adorfon.com; CIN: L31909KA1974PLC020010

1. Adoption of Accounts and Reports for the financial year ended March 31, 2015

“RESOLVED THAT the Balance Sheet as at March 31, 2015, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the report of the Directors’ and the Auditors’ thereon be and are hereby received and adopted.”

2. Declaration of Dividend

“RESOLVED THAT dividend at the rate of one hundred and seventy five percent on the paid-up share capital, being Rs.3.50 (Rupees three only) per share, be and is hereby declared for payment to those Members whose names appear in the Register as on the date of closure of the Register of Members.”

3. Re-appointment of Mrs. N Malkani Nagpal as Director

“RESOLVED THAT Mrs. N Malkani Nagpal (DIN 00031985) be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”





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4. Appointment of Statutory Auditors

“RESOLVED THAT pursuant to Section(s) 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and pursuant to the resolution passed by the Members at the Annual General Meeting held on August 20, 2014, the appointment of M/s. Amarnath Kamath and Associates, Chartered Accountants (Firm registration number 13124) as the Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis”.

5. Appointment of Mr. Rafique Abdul Malik as an Independent Director

“RESOLVED THAT pursuant to Section(s) 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Clause 49 of the Listing Agreement, Mr. Rafique Abdul Malik, who was





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appointed as an Additional Director of the Company by the Board of Directors with effect from January 30, 2015 and who holds office till the date of the AGM and in respect of whom the Company has received Notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rafique Abdul Malik as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company up to August 25, 2020, not liable to retire by rotation”.

6. Appointment of Branch Auditors

“RESOLVED THAT pursuant to Section(s) 139, 143 and other applicable provisions of the Companies Act, 2013 read with the Rules made there under, the accounts for the year ending March 31, 2016 of the manufacturing plants of the Company, be audited by the Company’s Auditors or such other person or persons, other than the Company’s Auditors and as are qualified for appointment as Auditors under Section 141 of the Companies Act, 2013 and that the Board of Directors be and is hereby authorised to appoint such Branch/Unit Auditors in consultation with the Company’s Auditors, fix their remuneration as also the terms and conditions of appointment”.



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7. Adoption of new Articles of Association

“RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association (Table ‘F’) be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts as may be necessary, proper or expedient to give effect to this resolution”.

The results of E-Voting and Ballot will be provided by the Scrutiniser on Thursday, August 27, 2015 at 6 p.m. which will be announced at the Registered Office of the Company, will be uploaded on the website and the Stock Exchange (BSE) will be intimated.

For ADOR FONTECH LIMITED

Geetha D

Company Secretary



Bangalore

August 26, 2015

