



CS S Kannan
Consultant Company Secretary
PCS 13016

Report of Scrutinizer(s)

Combined E- Voting and Poll

[Pursuant to rule Section 108 and 109 of the Companies Act, 2013 and Rule 20& 21 of the Companies (Management and Administration) rules, 2014]

To,

Mrs. N MalkaniNagpal

Chairman

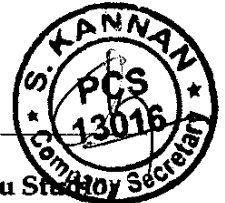
40th Annual General Meeting of the Members of AdorFontech Limited

Held on August 26, 2015 at Woodlands Hotel Private Limited, #5 Raja Ram Mohan Roy Road Bangalore 560 025 at 11.30 hrs.

Dear Madam,

Sub: Consolidated Scrutiniers' Report on e-Voting process and poll conducted at the 40th Annual General Meeting (AGM) held on August 26, 2015

1. I, S Kannan Company Secretary in practice, was appointed as scrutinizer by:
 - (i) The Board of Directors of M/s. AdorFontech Limited ("the Company") for the Purpose of scrutinizing the E-Voting process under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014; and
 - (ii) The Chairman of the Annual General meeting (AGM), on poll under the provisions of Section 109 of the Act read with Rule 21 of The Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 40th Annual General Meeting (AGM) of the Members of the Company, held on August 26, 2015 at Woodlands Hotel Private Limited, #5 Raja Ram Mohan Roy Road Bangalore 560 025 at 11.30 hrs. In addition Ms. Manjula Narayan, Company Secretary in Practice (ACS no. 28374/ CP no. 10150) was specifically appointed to oversee the Poll process at the Annual General Meeting. Her report is appended to this Consolidated Report.



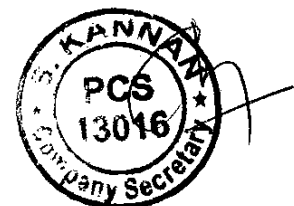
J-001, Shriram Aditya Apartments, Chikalsandra, Arehalli, Near Abbayya Naidu Street,
Banasankari 3rd Stage, Bangalore -560 061, email: cs.skannan@gmail.com, mobile: 9845058441



2. We submit herewith a combined report on the results of e-voting together with the Poll as under:

Item no. of Notice	Votes in Favour of Resolution		Votes Against the Resolution		Invalid Votes	
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (invalid)
Item No:1 of the Notice (as an Ordinary Resolution)	Adoption of financial results for the year ended March 31, 2015					
e-voting	56,03,917	99.47	-	-	-	-
Poll	16,763	0.30	13,005	0.23	-	-
Total	56,20,680	99.77	13,005	0.23	-	-
Item No:2 of the Notice (as an Ordinary Resolution)	Declaration of dividend – Rs.3.50 per equity share					
e-voting	56,04,167	99.47	-	-	-	-
Poll	29,763	0.53	5	-	-	-
Total	56,33,930	100.00	5	-	-	-
Item No:3 of the Notice (as an Ordinary Resolution)	Re-appointment of Mrs. N MalkaniNagpal as Director					
e-voting	56,04,067	99.47	100	0.01	-	-
Poll	16,613	0.29	13,005	0.23	-	-
Total	56,20,680	99.76	13,105	0.24	-	-

J-001, Shriram Aditya Apartments, Chikalsandra, Arehalli, Near Abbayya Naidu Studio,
 Banasankari 3rd Stage, Bangalore -560 061, email: cs.skannan@gmail.com, mobile: 9845058441



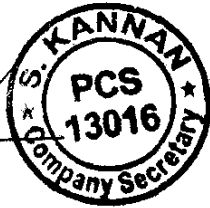


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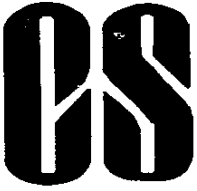
Item No:4 of the Notice (as an Ordinary Resolution)	Ratification of appointment of Statutory Auditors					
e-voting	56,04,167	99.47	-	-	-	-
Poll	16,763	0.30	13,005	0.23	-	-
Total	56,20,930	99.77	13,005	0.23	-	-
Item No:5 of the Notice (as an Ordinary Resolution)	Appointment of Mr. Rafique Abdul Malik as Independent Director					
e-voting	56,04,066	99.61	101	-	-	-
Poll	20,863	0.37	1,055	0.02	-	-
Total	56,24,929	99.98	1,156	0.02	-	-
Item No:6 of the Notice (as an Ordinary Resolution)	Appointment of Branch Auditors					
e-voting	56,04,167	99.61	-	-	-	-
Poll	21,013	0.37	1,055	0.02	-	-
Total	56,25,180	99.98	1,055	0.02	-	-
Item No:7 of the Notice (as an Ordinary Resolution)	Adoption of new Articles of Association					
e-voting	56,04,067	99.61	100	-	-	-
Poll	20,863	0.37	1,055	0.02	-	-
Total	56,24,930	99.98	1,155	0.02	-	-

Thanking you,
Yours faithfully,

S Kannan
S Kannan
FCS#6261
PCS#13016



J-001, Shriram Aditya Apartments, Chikalsandra, Arehalli, Near Abbayya Naidu Studio,
Banaskari 3rd Stage, Bangalore -560 061, email: cs.skannan@gmail.com, mobile: 9845058441



Manjula Narayan B.Com, ACS,
Company Secretary in Practice

No.22/A, 4th Cross, Venkateshwara Theatre Road,
Jayaramshetty Layout, Devasandra, Krishnarajapuram, Bangalore – 560 036.
Ph : +91 80 25613631, Mob: 7795823394 Email : manjun2006@gmail.com

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) rules, 2014]

To,

Mrs. N Malkani Nagpal - Chairman

40th Annual General Meeting of the Members of Ador Fontech Limited held on August
26, 2015 at Woodlands Hotel Private Limited, #5 Raja Ram Mohan Roy Road
Bangalore 560 025 at 11.30 hrs.

Dear Madam,

I, Mrs. Manjula Narayan, Company Secretary in Practice, was appointed as Scrutiniser
for the purpose of the poll taken on the below mentioned resolution(s), at the 40th
Annual General Meeting of the Equity Shareholders of Ador Fontech Limited, held on
August 26, 2015 at 11.30 hours at Woodlands Hotel Private Limited, No. 5, Rajaram
Mohan Roy Road, Bangalore 560 025 and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for
polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were
diligently scrutinized. The poll papers were reconciled with the records maintained
by the Company/Registrar and Share Transfer Agent of the Company and the
authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found
defective have been treated as invalid and kept separately.
4. The results of the Poll is as under:

(a) Resolution no. 1 – Adoption of financial results for the year ended March 31, 2015

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
29	16,763	56.30

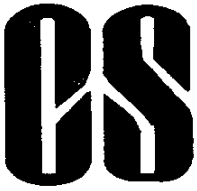
(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
2	13,005	43.70

(iii) Invalid votes:

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast them





Manjula Narayan B.Com, ACS,

Company Secretary in Practice

No.22/A, 4th Cross, Venkateshwara Theatre Road,

Jayaramshetty Layout, Devasandra, Krishnarajapuram, Bangalore – 560 036.

Ph : +91 80 25613631, Mob: 7795823394 Email : manjun2006@gmail.com

(b) Resolution no. 2 – Declaration of dividend – Rs.3.50 per equity share

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
30	29,763	99.99

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
1	5	0.01

(iii) Invalid votes:

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast them
-	-

(c) Resolution no. 3 – Re-appointment of Mrs. N Malkani Nagpal as Director

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
27	16,613	56.10

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
2	13,005	43.90

(iii) Invalid votes:

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast them
-	-

(d) Resolution no. 4 – Ratification of appointment of Statutory Auditors

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
29	16,763	56.30

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
2	13,005	43.70





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Company Secretary in Practice

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(iii) Invalid votes:

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast them
-	-

(e) Resolution no. 5 – Appointment of Mr. Rafique Abdul Malik as Independent Director

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
26	20,863	95.20

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
2	1,055	4.80

(iii) Invalid votes:

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast them
-	-

(iv) Not voted:

Number of Members present and voting (in person or by proxy)	Number of votes cast
3	7,850

(f) Resolution no. 6 – Appointment of Branch Auditors

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
28	21,013	95.20

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
2	1,055	4.80

(iii) Invalid votes:

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast them
-	-





Manjula Narayan B.Com, ACS,
Company Secretary in Practice

No.22/A, 4th Cross, Venkateshwara Theatre Road,
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(iv) Not voted:

Number of Members present and voting (in person or by proxy)	Number of votes cast
1	7,700

(g) Resolution no. 7 – Adoption of new Articles of Association

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
26	20,863	95.20

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
2	1,055	4.80

(iii) Invalid votes:

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast them
-	-

(iv) Not voted:

Number of Members present and voting (in person or by proxy)	Number of votes cast
3	7,850

A compact disc (CD)/soft copy containing a list of equity shareholders who voted 'FOR', 'AGAINST' and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Manjula Narayan
Manjula Narayan
ACS No. 28374
CP No. 10150

Place: Bengaluru
Date: August 27, 2015



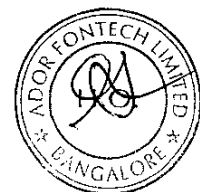
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Minutes of the 40th Annual General Meeting of the Company held at Woodlands Hotel Private Limited No.5 Rajaram Mohan Roy Road Bangalore 560 025 on August 26, 2015

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.



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.”

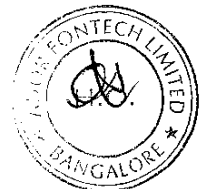


4. Appointment of Statutory Auditors

“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



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”.

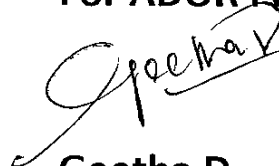
7. Adoption of new Articles of Association

“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”.

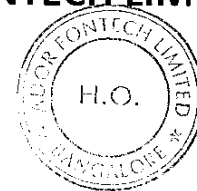
The results of E-Voting and Ballot will be provided by the Scrutiniser on Thursday, August 27, 2015 at 6 p.m. which will be announced at the Registered Office of the Company, will be uploaded on the website and the Stock Exchange (BSE) will be intimated.

For ADOR FONTECH LIMITED



Geetha D

Company Secretary



Bangalore

August 26, 2015

ADOR FONTECH LIMITED

Date of Annual General Meeting : AUGUST 26, 2015

Total number of shareholders on record : 6077 (As per specified Date)

No. of shareholders present in the meeting either in person or through proxy : 55

Promoters and Promoter Group : 2

Public : 53

No. of Shareholders attended the meeting through Video conferencing : NA

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$ (3)	No. of Votes in favour (4)	no. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$ (6)	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$ (7)
Resolution 1							
Adoption of Accounts							

Promoter and Promoter Group	6254193	5546518	88.68	5546518	0	100.00	0.00
Public - Institutional holders	986031	0	0.00	0	0	0.00	0.00
Public - Others	10259776	87167	0.85	74162	13005	85.08	14.92
Total (A)	17500000	5633685	32.19	5620680	13005	99.77	0.23



Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 2

Declaration of Dividend

Promoter and Promoter Group	6254193	5546518	88.68	5546518	0	100.00	0.00
Public - Institutional holders	986031	0	0.00	0	0	0.00	0
Public -Others	10259776	87417	0.85	87412	5	99.99	0.01
Total (A)	17500000	5633935	32.19	5633930	5	99.99999	0.01



Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 4

Ratification of appointment of Statutory Auditors

Promoter and Promoter Group	6254193	5546518	88.68	5546518	0	100.00	0.00
Public - Institutional holders	986031	0	0.00	0	0	0.00	0.00
Public-Others	10259776	87417	0.85	74412	13005	85.12	14.88
Total (A)	17500000	5633935	32.19	5620930	13005	99.77	0.23



Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 3							
Re-appointment of Mrs. Malkani Nagpal as a Director							

Promoter and Promoter Group	6254193	5546518	88.68	5546518	0	100.00	0.00
Public - Institutional holders	986031	0	0.00	0	0	0.00	0.00
Public -Others	10259776	87267	0.85	74162	13105	84.98	15.02
Total (A)	17500000	5633785	32.19	5620680	13105	99.77	0.23



Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 6

Appointment of Branch Auditors

Promoter and Promoter Group	6254193	5546518	88.68	5546518	0	100.00	0.00
Public - Institutional holders	986031	0	0.00	0	0	0.00	0.00
Public -Others	10259776	79717	0.78	78662	1055	98.68	1.32
Total (A)	17500000	5626235	32.15	5625180	1055	99.98	0.02

Resolution 7

Adoption of new Articles of Association

Promoter and Promoter Group	6254193	5546518	88.68	5546518	0	100.00	0.00
Public - Institutional holders	986031	0	0.00	0	0	0.00	0.00
Public -Others	10259776	79567	0.78	78412	1155	98.55	1.45
Total (A)	17500000	5626085	32.15	5624930	1155	99.98	0.02



For ADOR FONTECH LIMITED

[Signature]
Company Secretary

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 5							
Appointment of Mr. Rafique Abdul Malik as an Independent Director							

Promoter and Promoter Group	6254193	5546518	88.68	5546518	0	100.00	0.00
Public - Institutional holders	986031	0	0.00	0	0	0.00	0.00
Public -Others	10259776	79567	0.78	78411	1156	98.55	1.45
Total (A)	17500000	5626085	32.15	5624929	1156	99.98	0.02

