

CORPORATE GOVERNANCE REPORT
ANNEXURE 1

1. Name of the Listed Entity : Adtech Systems Limited

2. Quarter and Year ending : 31 March 2017

1. Composition of Board of Directors

Name of the Director	DIN	PAN	Category	Date of Appointment	Date of Cessation	Tenure (Years)	No of Directorship In listed entities including this listed entity	No of memberships in AC/SRC including this listed entity	No of post of Chairperson in AC/SRC held in listed entities including this listed entity
M.R.Subramonian	359515	ACOPR1385H	MD	01-Sep-2016	-		1	2	0
M.R.Krishnan	359630	AEOPR0691G	ED	01-Sep-2016	-		1	0	0
M.R.Narayanan	044926	ACKPR3304C	C	30-Sep-2016	-		1	1	1
N.Suresh	385139	ABGPN2024A	ID	24-Sep-2014	23-Sep-2019	5	1	2	1
K.Manmathan Nair	173417	ABIPN3794R	ID	24-Sep-2014	23-Sep-2019	5	1	0	0
P.K.Anandavally Ammal	6947217	AEMPP5013L	ID	24-Sep-2014	23-Sep-2019	5	1	1	0



P. Anandavally

II Composition of Committees

Audit Committee			
SL No	Name of the Director	Category	Chairperson/Membership
01	<u>Shri.N.Suresh</u>	Independent Director	Chairperson
02	Shri.M.R.Subramonian	Managing Director	Member
03	Smt.P.K.AnandavallyAmmal	Independent Director	Member

Stakeholders Relationship Committee		
Name of the Director	Category	Chairperson/Membership
Shri.M.R.Narayanan	Non Executive Director	Chairperson
Shri.M.R.Subramonian	Managing Director	Member
Shri.N.Suresh	Independent Director	Member

Nomination and Remuneration Committee		
Name of the Director	Category	Chairperson/Membership
Shri.N.Suresh	Independent Director	Chairperson
Shri.M.R.Narayanan	Non Executive Director	Member
Smt.P.K.Anandavally Amman	Independent Director	Member

III Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting(if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
13 February 2017	14 November 2016	90 days

IV Meeting of Committees				
Name of Committee	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings(in number of days)
Audit Committee	13 February 2017	Yes	14 November 2016	90 days
Stakeholders Relationship Committee	13 February 2017	Yes	14 November 2016	90 days



A. Suresh

V Related Party Transactions	
Subject	Compliance Status(Yes/No/NA)
Whether prior approval of Audit Committee Obtained	Yes
Whether Shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Nomination and Remuneration Committee		
Name of the Director	Category	Chairperson/Membership
Shri.N.Suresh	Independent Director	Chairperson
Shri.M.R.Narayanan	Non Executive Director	Member
Smt.P.K.Anandavally Amman	Independent Director	Member

VI Affirmations

- 1.The composition of Board of Directors in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015- **YES**
- 2, The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015
 - a. Audit Committee – **Yes**
 - b. Nomination and Remuneration Committee -**Yes**
 - c. Stakeholders Relationship Committee -**Yes**
 - d. Risk Management Committee (applicable to the top 100 listed entities) – **Not applicable**
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Yes**
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors- **Yes**

Name : **S.Balamurali**
Designation : **Company Secretary & Compliance Officer**

S. Balamurali



Annexure 2

To be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS		
Items	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Not Applicable	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II. ANNUAL AFFIRMATIONS		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes



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Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. AFFIRMATIONS

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.- **Not Applicable**

Name : **S.Balamurali**
Designation: **Company Secretary&Compliance Officer**

S. Balamurali

