

**ANNEXURE II**

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31<sup>st</sup> March 2019**

1. Name of Listed Entity: ADTECH SYSTEMS LIMITED
2. Quarter ending: 31<sup>st</sup> March 2019

**I. COMPOSITION OF BOARD OF DIRECTORS**

Sl. No.	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure	Number of Directorship in listed entities including this listed entity	Number of Memberships in Audit / Stakeholder Committee(s) including this listed entity	Number of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
1	M.R.NARAYANAN	PAN- ACKPR3304C DIN-44926	CHAIRPERSON	29/09/2018	ONE YEAR	1	1	1
2	M.R.SUBRAMONIAN	PAN- ACOPR1385H DIN-359515	EXECUTIVE-MANAGING DIRECTOR	01/09/2016	5 YEARS	1	2	

For ADTECH SYSTEMS LIMITED

  
S. Balamurali, ACS  
CFO & Company Secretary

3	M.R.KRISHNAN	PAN- AEOPR0691G DIN-359630	EXECUTIVE DIRECTOR	01/09/2016	5 YEARS	1		
4	N.SURESH	PAN- ABGPN2024A DIN-385139	INDEPENDEN T DIRECTOR	24/09/2014	5 YEARS	1	2	1
5	K.MANMATHAN NAIR	PAN- ABIPN3794N DIN-173417	INDEPENDEN T DIRECTOR	24/09/2014	5 YEARS	1		
6	P.K.ANANDAVALLY AMMAL	PAN- AEMPP5013L DIN-694217	INDEPENDEN T DIRECTOR	24/09/2014	5 YEARS	1	1	

## II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee Members	Category (Chairperson/Executive /Non - Executive /Independent/ Nominee)
1. Audit Committee	N.SURESH	INDEPENDENT DIRECTOR (CHAIRMAN)
	M.R.SUBRAMONIAN	EXECUTIVE (MANAGING)DIRECTOR
	P.K.ANANDAVALLY AMMAL	INDEPENDENT DIRECTOR
2. Nomination & Remuneration Committee	N.SURESH	INDEPENDENT DIRECTOR (CHAIRMAN)
	M.R.NARAYANAN	NON-EXECUTIVE DIRECTOR

For AITECH SYSTEMS, LIMITED  
  
S. Balamurali, ACS  
CFO & Company Secretary

	P.K.ANANDAVALLY AMMAL	INDEPENDENT DIRECTOR
3. Risk Management Committee	NOT APPLICABLE	
4. Stakeholders Relationship Committee	M.R.NARAYANAN	NON-EXECUTIVE DIRECTOR (CHAIRMAN)
	M.R.SUBRAMONIAN	EXECUTIVE(MANAGING )DIRECTOR
	N.SURESH	INDEPENDENT DIRECTOR
5. Corporate Social Responsibility Committee	M.R.NARAYANAN	NON-EXECUTIVE DIRECTOR( CHAIRMAN)
	M.R.SUBRAMONIAN	EXECUTIVE (MANAGING) DIRECTOR
	N.SURESH	INDEPENDENT DIRECTOR

### 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 (in number of days)
14 <sup>th</sup> NOV 2018	14 <sup>th</sup> FEB 2019	91 Days

For ALTECH SYSTEMS LIMITED  
  
 S. Balamurali, ACS  
 CFO & Company Secretary

**IV. MEETING OF COMMITTEES**

<b>Date(s) of meeting of the Audit Committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the Audit Committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
14 <sup>th</sup> FEB 2019	YES	14 <sup>th</sup> NOV 2018	91Days

**V. RELATED PARTY TRANSACTIONS**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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

For ALTECH SYSTEMS LIMITED  
  
S. Balamurali, ACS  
CFO & Company Secretary

## VI. AFFIRMATIONS

1. The composition of Board of Directors is 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 & Remuneration Committee - **Yes**
  - c. Stakeholders Relationship Committee - **Yes**
  - d. Risk Management Committee - **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. The Corporate Governance Report submitted in the previous quarter was placed in the Meeting of Directors, held on 14<sup>th</sup> February 2019 the said Report is reviewed and noted by the Board without any comments/observations. **Yes**

Name :S.Balamurali

Designation: Company Secretary



*S. Balamurali*

**Annexure 2**

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

<b>I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS</b>	
<b>Items</b>	<b>Compliance status (Yes/No/NA)</b>
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
<b>II. ANNUAL AFFIRMATIONS</b>	

For ALTECH SYSTEMS LIMITED  
*[Signature]*  
Baramurali, ACS  
CSO & Company Secretary

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16 (1) (b) & 25 (6)	<b>Yes</b>
Board composition	17 (1)	<b>Yes</b>
Meeting of Board of directors	17 (2)	<b>Yes</b>
Review of Compliance Reports	17 (3)	<b>Yes</b>
Plans for orderly succession for appointments	17 (4)	<b>Yes</b>
Code of Conduct	17 (5)	<b>Yes</b>
Fees/compensation	17 (6)	<b>Yes</b>
Minimum Information	17 (7)	<b>Yes</b>
Compliance Certificate	17 (8)	<b>Yes</b>
Risk Assessment & Management	17 (9)	<b>Yes</b>
Performance Evaluation of Independent Directors	17 (10)	<b>Yes</b>
Composition of Audit Committee	18 (1)	<b>Yes</b>
Meeting of Audit Committee	18 (2)	<b>Yes</b>
Composition of nomination & remuneration committee	19 (1) & (2)	<b>Yes</b>
Composition of Stakeholder Relationship Committee	20 (1) & (2)	<b>Yes</b>
Composition and role of risk management committee	21 (1),(2),(3),(4)	<b>Yes</b>
Vigil Mechanism	22	<b>Yes</b>
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	<b>Yes</b>
Prior or Omnibus approval of Audit Committee for all related party transactions	23 (2), (3)	<b>Yes</b>

Approval for material related party transactions	23 (4)	<b>Yes</b>
Composition of Board of Directors of unlisted material Subsidiary	24 (1)	<b>NA</b>
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	<b>NA</b>
Maximum Directorship & Tenure	25 (1) & (2)	<b>Yes</b>
Meeting of independent directors	25 (3) & (4)	<b>Yes</b>
Familiarization of independent directors	25 (7)	<b>Yes</b>
Memberships in Committees	26 (1)	<b>Yes</b>
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26 (3)	<b>Yes</b>
Disclosure of Shareholding by Non-Executive Directors	26 (4)	<b>Yes</b>
Policy with respect to Obligations of directors and senior management	26 (2) & 26 (5)	<b>Yes</b>

For ALTECH SYSTEMS LIMITED

*S. Balaramani*  
S. Balaramani, ACS  
CFO & Company Secretary



**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

For ACOTECH SYSTEMS LIMITED  
  
S. Balamurali, ACS  
CFO & Company Secretary