

ANNEXURE II

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31st December 2018

1. Name of Listed Entity: ADTECH SYSTEMS LIMITED

2. Quarter ending: 31st Dec 2018

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 N	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. Balakumari, 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	INDEPENDENT DIRECTOR	24/09/2014	5 YEARS	1	1	2
5	K.MANMATHAN NAIR	PAN- ABIPN3794N DIN-173417	INDEPENDENT DIRECTOR	24/09/2014	5 YEARS	1		
6	P.K.ANANDAVALLY AMMAL	PAN- AEMPP5013L DIN-694217	INDEPENDENT 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 ADTECH 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 th AUG 2018	14 th NOV 2018	91 Days



For ADTECH SYSTEMS LIMITED
 S. Balamurugan, ACS
 CFO & Company Secretary

IV. MEETING OF COMMITTEES

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

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



For ATECH SYSTEMS LIMITED
S. Balamurugan
 S. Balamurugan, 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 - **Yes**
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 14th Nov 2018 the said Report is reviewed and noted by the Board without any comments/observations. **Yes**

For ALTECH SYSTEMS LIMITED

S. Balamurali

S. Balamurali, ACS
Name: S. Balamurali

Designation: Company Secretary

