

ANNEXURE II

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31st December 2019

1. Name of Listed Entity: ADTECH SYSTEMS LIMITED

2. Quarter ending: 31st December 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 | 21/09/2019 | 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 | INDEPENDENT DIRECTOR | 21/09/2019 | 5 YEARS | 1 | 2 | 1 |
| 5 | K.MANMATHAN NAIR | PAN- ABIPN3794N DIN-173417 | INDEPENDENT DIRECTOR | 21/09/2019 | 5 YEARS | 1 | | |
| 6 | P.K.ANANDAVALLY AMMAL | PAN- AEMPP5013L DIN-694217 | INDEPENDENT DIRECTOR | 21/09/2019 | 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

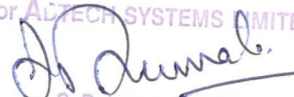
S. Balamurali, ACS
CFO & Company Secretary



| | | |
|--|-----------------------|-----------------------------------|
| | 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 th AUG 2019 | 14 th NOVEMBER 2019 | 91 Days |

For ALTECH SYSTEMS LIMITED

S. Balamurali, 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 NOVEMBER 2019 | YES | 14 th AUG 2019 | 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 ADTECH SYSTEMS LIMITED
S. Belamurali
S. Belamurali, 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 14th August 2019 the said Report is reviewed and noted by the Board without any comments/observations. **Yes**

For ADTECH SYSTEMS LIMITED

Name : S. Balamurali, ACS
Company Secretary

Designation: Company Secretary

