

ANNEXURE II

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31<sup>st</sup> March 2020

1. Name of Listed Entity: ADTECH SYSTEMS LIMITED

2. Quarter ending: 31<sup>st</sup> March 2020

**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*  
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



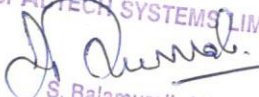
For ADTECH SYSTEMS LIMITED

*S. Balamurali*  
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> NOVEMBER 2019	13 <sup>th</sup> FEBRUARY 2020 07 <sup>th</sup> MARCH 2020	90 Days

For ADTECH 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
13 <sup>th</sup> FEBRUARY 2020	YES	14 <sup>th</sup> NOVEMBER 2019	90 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. Baiamurath*  
S. Baiamurath, ACS  
CFO & Company Secretary

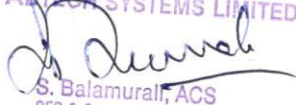




## VI. AFFIRMATIONS

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> November 2019 the said Report is reviewed and noted by the Board without any comments/observations. **Yes**


For ADTECH SYSTEMS LIMITED

  
S. Balamurali, ACS  
CFO & Company Secretary

Name : S.Balamurali

Designation: Company Secretary

For ADTECH SYSTEMS LIMITED

  
S. Balamurali, ACS  
CFO & Company Secretary



**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>
<b>As per regulation 46(2) of the LODR:</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

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



Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange Advertisements as per regulation 47 (1)	Not Applicable
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Not Applicable
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable
<b>As per other regulations of the LODR :</b>	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	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

For ADTECH SYSTEMS LIMITED

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





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
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
Annual Secretarial Compliance Report	24(A)	Yes
Maximum Directorship & Tenure	25 (1) & (2)	Yes
Meeting of independent directors	25 (3) & (4)	Yes
Familiarization of independent directors	25 (7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	No

For ALTECH SYSTEMS LIMITED

*S. Balamurali*  
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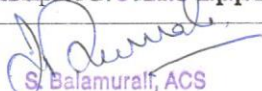




Memberships in Committees	26 (1)	<b>Yes</b>
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26 (3)	<b>Yes</b>
Disclosure of Shareholding by Non-Executive Directors	26 (4)	<b>Yes</b>
Policy with respect to Obligations of directors and senior management	26 (2) & 26 (5)	<b>Yes</b>

### 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. ~~For Affirmation~~ **Not Applicable**

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

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

