

ANNEXURE II

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30th September 2019

1. Name of Listed Entity: ADTECH SYSTEMS LIMITED
2. Quarter ending: 30th Sept 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. Batamuralli
S. Batamuralli, AGS
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	21/09/2019	5 YEARS	1	2	1
5	K.MANMATHAN NAIR	PAN- ABIPN3794N DIN-173417	INDEPENDEN T DIRECTOR	21/09/2019	5 YEARS	1		
6	P.K.ANANDAVALLY AMMAL	PAN- AEMPP5013L DIN-694217	INDEPENDEN T 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 ALTECH SYSTEMS LIMITED

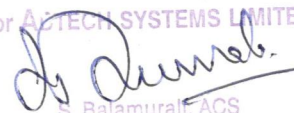
S. Balamuralli
S. Balamuralli, ACS



	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)
30 th MAY 2019	14 th AUG 2019	75 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
14 th AUG 2019	YES	30 th MAY 2019	75 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. Balamurali
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 30th May 2019 the said Report is reviewed and noted by the Board without any comments/observations. **Yes**

Name : S.Balamurali

Designation: Company Secretary

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



Affirmations for the year ended 31st March 2019

Broad Heading	Regulation	Compliance Status
Copy of Annual Report including Balance Sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting .	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	Yes
Whether "Corporate Governance Report" disclosed in the Annual Report.	34(3) read with para C of Schedule V	Yes

For ADTECH SYSTEMS LIMITED

S. Balamurali, ACS

Name : S.Balamurali

Designation: Company Secretary

