

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30th September 2021

1. Name of Listed Entity: **ADTECH SYSTEMS LIMITED**

2. Quarter ending: **30th Sept 2021**

I. COMPOSITION OF BOARD OF DIRECTORS

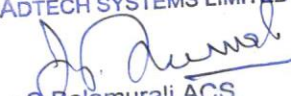
Sl. No.	Name of the Director	PAN & DIN	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Appointment in the current term/ cessation	Tenure	Date of Birth	Number of Directorship in listed entities including this listed entity	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity	Number of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	M.R.SUBRAMONIAN	PAN-ACOPR1385H DIN-359515	EXECUTIVE-MANAGING DIRECTOR	05-02-1990	01-09-2021	5 YEARS	29-02-1960	1	2	

For ADTECH SYSTEMS LIMITED

S. Balamurali, ACS
 Company Secretary

2	M.R.KRISHNAN	PAN- AEOPR0691G DIN-359630	EXECUTIVE DIRECTOR	05-02-1990	01-09-2021	5 YEARS	17-02-1963	1		
3	M.R.NARAYANAN	PAN- ACKPR3304C DIN-0044926	NON EXECUTIVE DIRECTOR (CHAIRMAN)	05-02-1990	30-09-2020	ONE YEAR	17-04-1951	1	1	1
4	N.SURESH	PAN- ABGPN2024A DIN-385139	INDEPENDENT DIRECTOR	24-09-2014	21-09-2019	5 YEARS	25-03-1959	1		
5	K.MANMATHAN NAIR	PAN- ABIPN3794N DIN-173417	INDEPENDENT DIRECTOR	24-09-2014	21-09-2019	5 YEARS	08-12-1952	1		
6	P.K.ANANDAVALLY AMMAL	PAN- AEMPP5013L DIN-694217	INDEPENDENT WOMAN DIRECTOR	24-09-2014	21-09-2019	5 YEARS	23-12-1948	1		
7	DR AYYAPPAN.M	PAN- ABGPN2668C DIN-00117374	INDEPENDENT DIRECTOR	31-03-2021	31-03-2021	5 YEARS	22-05-1956	2	2	1
8	SURESH THIRUVANANTHAPU RAM VISWANATHAN	PAN- ABLPV8764G DIN- 01731169	INDEPENDENT DIRECTOR	31-03-2021	31-03-2021	5 YEARS	22-05-1960	1		

For ADTECH SYSTEMS LIMITED


S. Balamurali ACS
Company Secretary

9	HARIKRISHNAN. RAJABHUSHANAN NAIR	PAN- ABQPN4887M DIN- 01728668	INDEPENDENT DIRECTOR	31-03-2021	31-03-2021	5 YEARS	30-05-1959	1	2	1
---	--	-------------------------------------	-------------------------	------------	------------	---------	------------	---	---	---

Whether Regular Chairperson is appointed : **Yes**

Whether Chairperson is related to managing director or CEO : **Yes**

II. COMPOSITION OF COMMITTEES

Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive /Non - Executive /Independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	HARIKRISHNAN. RAJABHUSHANAN NAIR	INDEPENDENT DIRECTOR(CHAIRMAN)	31-03-2021	
		M.R.SUBRAMONIAN	EXECUTIVE (MANAGING)DIRECTOR	31-03-2021	
		DR AYYAPPAN.M	INDEPENDENT DIRECTOR	31-03-2021	
2. Nomination & Remuneration Committee	Yes	SURESH THIRUVANANTHAPURAM VISWANATHAN	INDEPENDENT DIRECTOR (CHAIRMAN)	31-03-2021	
		M.R.NARAYANAN	NON-EXECUTIVE DIRECTOR	31-03-2021	
		HARIKRISHNAN. RAJABHUSHANAN NAIR	INDEPENDENT DIRECTOR	31-03-2021	
3. Risk Management Committee	NA	NOT APPLICABLE		31-03-2021	

For ADTECH SYSTEMS LIMITED

 S. Balamurali, ACS
 Company Secretary



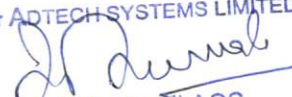
4. Stakeholders Relationship Committee	Yes	M.R.NARAYANAN	NON-EXECUTIVE DIRECTOR (CHAIRMAN)	31-03-2021	
		M.R.SUBRAMONIAN	EXECUTIVE (MANAGING)DIRECTOR	31-03-2021	
		HARIKRISHNAN. RAJABHUSHANAN NAIR	INDEPENDENT DIRECTOR	31-03-2021	
5. Corporate Social Responsibility Committee	Yes	HARIKRISHNAN. RAJABHUSHANAN NAIR	INDEPENDENT DIRECTOR (CHAIRMAN)	31-03-2021	
		M.R.SUBRAMONIAN	EXECUTIVE (MANAGING) DIRECTOR	31-03-2021	
		N. SURESH	INDEPENDENT DIRECTOR	31-03-2021	

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	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
30 th JUNE 2021	14 th AUGUST 2021	YES	9	6	38 Days

IV. MEETING OF COMMITTEES

Date(s) of meeting of the Audit Committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the Audit Committee in the previous quarter	Maximum gap between any two consecutive
---	--	--------------------------------	--	---	--

For ADTECH SYSTEMS LIMITED

 S. Balamurali, ACS
 Company Secretary



					meetings in number of days
13 th AUGUST 2021	YES	3	2	29 TH JUNE 2021	38 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	YES
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

VI. AFFIRMATIONS

For ADTECH SYSTEMS LIMITED

S. Balamurali
S. Balamurali, ACS
Company Secretary



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 2021 the said Report is reviewed and noted by the Board without any comments/observations. **Yes**




Name : S.Balamurali

Designation: Company Secretary



ANNEX III

Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the 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
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;">  Name : S. Balamurali Designation : Company Secretary </div> <div style="text-align: center;">  </div> </div>		

ANNEX IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – September 2021

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any Other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0



Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

As Annex

ADTECH SYSTEMS LIMITED
Tiruvandur

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



Name : S. Balamurali
Designation : Company Secretary

