

ADTECH SYSTEMS LIMITED

**Familiarization Programme for Independent Directors for the
Financial Year 2019-20**

Preamble

Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that the company shall familiarize the Independent Directors through various programmes about the roles, rights, responsibilities in the company, nature of the industry in which the company operates, the business model of the company etc., through various programmes.

Purpose and Objective

The Familiarization Programme is structured to assist the Independent Directors to understand the Company and its business so as to enable him in effective discharge of his duties.

Overview of Familiarization Programmes

-The Board including all Independent Directors have been explained about their roles, rights, responsibilities in the Company through detailed presentations on the changes in backdrop of Companies Act 2013, SEBI (LODR) Regulations 2015 and Secretarial Standards. The company has arranged such presentations through internal resources as well as outside experts/consultants.

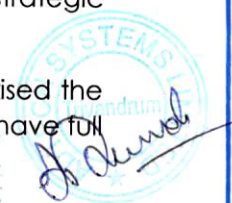
-At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the terms, role, duties and responsibilities expected of him/her as an Independent Director of the Company.

-All Directors are apprised of any changes in the codes or policies of the Company. The Board of Directors have access to the information within the Company which is necessary to enable them to perform their role and responsibilities diligently.

-The Board including all the Independent Directors are being provided with relevant documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices from time to time.

-Periodic presentations are made at the Board and Board Committee Meetings on business and performance updates of the Company, business strategy and risks involved. Also, on an annual basis, presentations are made on annual business plans which provide Independent Directors an opportunity to understand the strategic roadmap and also contribute to strategic development with their experience.

-The Company organised visits to the Solar Division where senior division heads apprised the Directors of the operational and sustainability aspects of the units to enable them to have full understanding and appreciation of the activities of the Company.



-Presentations are made at the Board and Board Committee Meetings on business and performance of Solar Division, insights on Economic Overview, Market Indicators, adoption of new technologies, Strategic Business Plan for discussion among the Board Members and the leadership teams.

Disclosure of the Programme

The Independent Directors are presented with an overview of the following-

- Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- Code of Conduct for all Board Members
- Updates on business model, nature of industry, operations and financial performance of the Company
- Presentations on Annual Budgets, Internal & Statutory Audit, Corporate Social Responsibility, strategies and business performance of the Company
- Updates on significant developments in the Company
- Policies of the Company on corporate social responsibility, remuneration criteria, vigil mechanism, related party transactions, risk management etc.

Independent Directors have the freedom to interact with the Company's management and the senior leadership team of the Company. Presentations are made regularly to the Board of Directors / Audit Committee (AC). This helps them to understand the Company's strategy, business model, operations, products, markets, organization structure, facilities, risk management and such other areas. Apart from this, they also have the freedom to interact independently with the Statutory Auditors, the Internal Auditors and external advisors as may be appointed from time to time.

Independent Directors are also free to meet separately without the presence of any management personnel and their meetings are conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

The details of the Familiarization Programmes imparted to the Independent Directors are as under –

Sl. No	Name of the Independent Director	No. of Programmes		No. of Hours Attended	
		FY 2019-20	Cumulative till date	FY 2019-20	Cumulative till date
1.	Shri. N Suresh	2	9	3	11.5
2.	Shri. K Manmathan Nair	2	9	3	10.5
3.	Smt. P K Anandavally Ammal	2	9	3	11

