

CORPORATE GOVERNANCE REPORT FOR THE QUARTER & FINANCIAL YEAR ENDED 31st MARCH 2023

ANNEXURE I

To be submitted by listed entity at the end of the quarter

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

2. Quarter ending: **31st March 2023**

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 Re- appointment	Tenure	Number of Directorship in listed entities including this listed entity	Number of Independent 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. SUBRAMONIAN	PAN- ACOPR1385H DIN-00359515	EXECUTIVE- MANAGING DIRECTOR	05/02/1990	01/09/2021	5 YEARS	1	-	2	-

2	M. R. KRISHNAN	PAN-AEOPR0691G DIN-00359630	EXECUTIVE DIRECTOR	05/02/1990	01/09/2021	5 YEARS	1	-	-	-
3	M. R. NARAYANAN	PAN-ACKPR3304C DIN-00044926	CHAIRMAN- NON EXECUTIVE DIRECTOR	05/02/1990	30/09/2022	1 YEAR	1	-	1	1
4	N. SURESH	PAN- ABGPN2024A DIN-00385139	INDEPENDENT DIRECTOR	24/09/2014	21/09/2019	5 YEARS	1	1	-	-
5	K. MANMATHAN NAIR	PAN-ABIPN3794R DIN-00173417	INDEPENDENT DIRECTOR	24/09/2014	21/09/2019	5 YEARS	1	1	-	-
6	P.K.ANANDAVALLY AMMAL	PAN-AEMPP5013L DIN-006947217	INDEPENDENT WOMAN DIRECTOR	24/09/2014	21/09/2019	5 YEARS	1	1	-	-
7	DR AYYAPPAN.M	PAN-ABGPN2668C DIN-00117374	INDEPENDENT DIRECTOR	31/03/2021	-	5 YEARS	1	1	1	-
8	SURESH. T VISWANATHAN	PAN-ABLPV8764G DIN- 01731169	INDEPENDENT DIRECTOR	31/03/2021	-	5 YEARS	1	1	-	-
9	HARIKRISHNAN R. NAIR	PAN- ABQPN4887M DIN- 01728668	INDEPENDENT DIRECTOR	31/03/2021	-	5 YEARS	1	1	2	1

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 NON EXECUTIVE DIRECTOR (CHAIRMAN)	31-03-2021	-
		M.R.SUBRAMONIAN	EXECUTIVE (MANAGING) DIRECTOR	31-03-2021	-
		DR AYYAPPAN.M	INDEPENDENT NON EXECUTIVE DIRECTOR	31-03-2021	-
2. Nomination & Remuneration Committee	Yes	SURESH THIRUVANANTHAPURAM VISWANATHAN	INDEPENDENT NON EXECUTIVE DIRECTOR (CHAIRMAN)	31-03-2021	-
		M.R.NARAYANAN	NON-EXECUTIVE DIRECTOR	31-03-2021	-
		HARIKRISHNAN. RAJABHUSHANAN NAIR	INDEPENDENT NON EXECUTIVE DIRECTOR	31-03-2021	-
3. Risk Management Committee	NA	NOT APPLICABLE	-	31-03-2021	-
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 NON-EXECUTIVE DIRECTOR	31-03-2021	-
5. Corporate Social Responsibility Committee	Yes	HARIKRISHNAN. RAJABHUSHANAN NAIR	INDEPENDENT NON-EXECUTIVE DIRECTOR (CHAIRMAN)	31-03-2021	-
		M.R.SUBRAMONIAN	EXECUTIVE (MANAGING) DIRECTOR	31-03-2021	-
		N. SURESH	INDEPENDENT NON-EXECUTIVE DIRECTOR	31-03-2021	-

III. MEETING OF BOARD OF DIRECTORS

Date(s) of Meeting (if any) in the Relevant Quarter	Whether the requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of Meeting (if any) in the Previous Quarter	Maximum gap between any two consecutive (in number of days)
30 th JANUARY 2023 14 th FEBRUARY 2023	Yes Yes	8 9	5 6	14 th NOVEMBER 2022	76 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 meetings in number of days
09 th FEBRUARY 2023	Yes	3	2	12 th NOVEMBER 2022	88 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

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 February 2023 the said Report is reviewed and noted by the Board without any comments/observations. - **Yes**

Name: **S. Balamurali**

Designation: **Company Secretary**

Annexure II

To be submitted by listed entity at the end of the financial year (for the whole of financial year)

DISCLOSURE FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS		
As per regulation 46(2) of the LODR:	Compliance status (Yes/No/NA)	If Yes provide link to website. If No/NA provide reasons
Details of business	Yes	https://adtechindia.com/about-us/
Terms and conditions of appointment of independent directors	Yes	https://adtechindia.com/wp-content/uploads/2023/02/TERMS-AND-CONDITIONS-OF-APPOINTMENT-OF-INDEPENDENT-DIRECTORS.pdf
Composition of various committees of board of directors	Yes	https://adtechindia.com/wp-content/uploads/2023/02/Composition-of-Board-of-Directors-and-its-various-committees.pdf
Code of conduct of board of directors and senior management personnel	Yes	https://adtechindia.com/wp-content/uploads/2023/02/Code-of-Conduct-for-Directors-and-Managers.pdf
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://adtechindia.com/wp-content/uploads/2023/02/Vigil-Mechanism-Policy.pdf
Criteria of making payments to non-executive directors	Yes	https://adtechindia.com/wp-content/uploads/2023/02/Criteria-for-making-payment-to-Non-Executive-Directors.pdf
Policy on dealing with related party transactions	Yes	https://adtechindia.com/wp-content/uploads/2023/02/Policy-on-Related-Party-Transactions-2022-23.pdf
Policy for determining 'material' subsidiaries	NA	The company does not have any subsidiary.

Details of familiarization programmes imparted to independent directors	Yes	https://adtechindia.com/wp-content/uploads/2023/04/Familiarization-Programme-for-Independent-Directors-for-FY-2022-23.pdf
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://adtechindia.com/wp-content/uploads/2023/02/Email-ID-and-Contact-Details-for-Grievance-Redressal.pdf
Email address for grievance redressal and other relevant details	Yes	https://adtechindia.com/wp-content/uploads/2023/02/Email-ID-and-Contact-Details-for-Grievance-Redressal.pdf
Financial results	Yes	https://adtechindia.com/wp-content/uploads/2023/02/Outcome-of-200th-Board-Meeting-along-with-unaudited-financials-for-the-quarter-ended-Dec-2022.pdf
Shareholding pattern	Yes	https://adtechindia.com/wp-content/uploads/2023/02/Shareholding-Pattern-for-the-quarter-ended-Dec-2022.pdf
Details of agreements entered into with the media companies	NA	The company has not entered into such agreement.
New name and the old name of the listed entity	NA	The company has not changed its name
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	NA	The company has not entered into any such investor meet or has made presentations.
Advertisements as per regulation 47 (1)	NA	The company has not made any such advertisements.
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	The company does not have any outstanding instruments.
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	The company does not have any subsidiary
As per other regulations of the LODR: -		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://adtechindia.com/lodr-compliance-reports/

Materiality Policy as per Regulation 30	Yes	https://adtechindia.com/wp-content/uploads/2023/02/Policy-on-Determination-of-Materiality-of-Events.pdf
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	The company does not fall under Top 500 listed entities as prescribed by SEBI
It is certified that these contents on the website of the listed entity is correct : Yes		
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), 17(1A), & 17(1B)	Yes
Meeting of Board of directors	17 (2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17 (3)	Yes
Plans for orderly succession for appointments	17 (4)	Yes
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
Recommendation of Board	17 (11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18 (1)	Yes

Meeting of Audit Committee	18 (2)	Yes
Composition of nomination & remuneration committee	19 (1) & (2)	Yes
Quorum of nomination & remuneration committee	19 (2A)	Yes
Meeting of nomination & remuneration committee	19 (3A)	Yes
Composition of Stakeholder Relationship Committee	20 (1), (2) & (2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of risk management committee	21 (1),(2),(3),(4)	NA
Meeting of risk management committee	21 (3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(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
Disclosure of related party transactions on consolidated basis	23 (9)	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
Alternate Director to Independent Director	25 (1)	NA
Maximum Tenure	25 (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)	NA
Memberships in Committees	26 (1)	Yes

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

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 - **Not Applicable**

Name: **S. Balamurali**

Designation: **Company Secretary & Compliance Officer**

Annexure 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 – 31st March 2023

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 other entity controlled by them	0		0
KMPS or any other entity controlled by them	0		0
(B) Any guarantee/comfort letter (by whatever 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	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 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	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 other entity controlled by them	NA	0	0
KMPS or any other entity controlled by them	NA	0	0

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 & Compliance Officer**

