



19|SAA|6791|2023

UDIN: F008705E000354193

## ANNUAL SECRETARIAL COMPLIANCE REPORT

Secretarial Compliance Report of M/s. Adtech Systems Limited for the financial year ended 31<sup>st</sup> March 2023

I, P Sajee Nair, have examined:

- a. all the documents and records made available to us and explanation provided by M/s. Adtech Systems Limited, the listed entity,
- b. the filings/ submissions made by the listed entity to the stock exchanges,
- c. website of the listed entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2023 in respect of compliance with the provisions of:
  - i the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - ii the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable for the period**
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period**
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable for the period**





- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period**
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the period**
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

I, hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sl no	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
<b>1</b>	<b>Secretarial Standards:</b>		
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	No
<b>2</b>	<b>Adoption and timely updation of the Policies:</b>		
	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	No
	All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI	Yes	No
<b>3</b>	<b>Maintenance and disclosures on Website:</b>		
	The Listed entity is maintaining a functional website	Yes	No
	Timely dissemination of the documents/ information under a separate section on the website	Yes	No
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-	Yes	No





	directs to the relevant document(s)/ section of the website		
<b>4. Disqualification of Director:</b>			
	None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	No
<b>5. Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>			
	Identification of material subsidiary companies	Not Applicable	No
	Disclosure requirement of material as well as other subsidiaries	Not Applicable	No
<b>6. Preservation of Documents:</b>			
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	No
<b>7. Performance Evaluation:</b>			
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	No
<b>8 Related Party Transactions:</b>			
	The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	No
	The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	No
<b>9. Disclosure of events or information:</b>			





	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	No
<b>10. Prohibition of Insider Trading:</b>			
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	No
<b>11. Actions taken by SEBI or Stock Exchange(s), if any:</b>			
	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	No
<b>12. Additional Non-compliances, if any:</b>			
	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	No
<i>SEBI had sent a warning letter to the company on 28.11.2022 stating that the company has not framed RPT policy and which is not placed in the website of the company. For which the company replied with the screen shot of the website where the RPT policy is published and the same warning letter was placed before the 199<sup>th</sup> board meeting of the company.</i>			
<b>1. Compliances with the following conditions while appointing/re-appointing an auditor</b>			
	If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	No
	If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation,	NA	No





	has issued the limited review/ audit report for such quarter as well as the next quarter; or		
	If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No
<b>2 Other conditions relating to resignation of statutory auditor</b>			
i.	Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	No
a.	In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	No
b.	In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the	NA	No





	auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.									
c.	The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.		NA	No						
ii. Disclaimer in case of non-receipt of information:										
	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		Yes	No						
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/ 114/2019 dated 18th October, 2019.		NA	No						
a.	The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:									
Sl no	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	No	NA	No	No	No	No	Nil	No	No	No





The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl no	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	No	NA	No	No	No	No	Nil	No	No	No

UDIN: F008705E000354193

Thiruvananthapuram  
23.05.2023



P. Sajee Nair, FCS  
FCS:8705  
CP No: 12772  
PRC No: 3080/2023