

CORPORATE GOVERNANCE REPORT FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER 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: **30TH SEPT 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

Whether Regular Chairperson 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 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 Previous Quarter	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	Maximum gap between any two consecutive (in number of days)
30 th MAY 2023	14 TH AUGUST 2023	Yes	9	6	75 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
11 TH AUGUST 2023	Yes	3	2	29 th MAY 2023	73 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 August 2023 the said Report is reviewed and noted by the Board without any comments/observations. - **YES**

Name: **S. Balamurali**

Designation: **Company Secretary**

ANNEXURE IV

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

FOR THE HALF YEAR ENDED 30TH SEPTEMBER 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**