

CORPORATE INFORMATION

BOARD OF DIRECTORS & COMMITTEES

Board of Directors

M.R.Subramonian
Managing Director

M.R.Narayanan
Director

M.R.Krishnan
Executive Director

N.Suresh
Independent Director

K.Manmathan Nair
Independent Director

P K AnandavallyAmmal
Independent Director

Company Secretary

S.Balamurali

Chief Financial Officer

P Vinaya Chand

Audit Committee

Shri. N.Suresh (Chairman)
Shri.M.R.Subramonian
Smt.PK.AnandavallyAmmal

Nomination & Remuneration Committee

Shri.N.Suresh (Chairman)
Shri.M.R.Narayanan
Smt.PK.AnandavallyAmmal

Corporate Social Responsibility Committee

Shri.M.R.Narayanan(Chairman)
Shri.M.R.Subramonian
Shri.N.Suresh

Stakeholders Relationship Committee

Shri.N.Suresh (Chairman)
Shri.M.R.Narayanan
Smt.PK.Anandavally Ammal

Statutory Auditors

M/s Mahadev & Co, Chartered Accountants,
M.M.Complex, 57,
Kodambakkam High Road, T.Nagar,
Chennai 600 017
(Firm Regn No 001924S)

Bankers

State Bank of India
HDFC Bank Limited

Registrar & Share Transfer Agents

M/s Integrated Registry Management Services Private Limited,
2nd Floor, Kences Towers, North Usman Road
T.Nagar, Chennai 600 017

Registered Office	2/796, Second Floor, Sakshi Towers First Main Road, Kazura Gardens Neelankarai, Chennai-600 041 Phone 91 44 2449 5156/2449 5157
Corporate Office	5/2523, Golf Links Road, Kowdiar P.O Trivandrum – 695 003 Phone 91 471 2433805/569
Website	www.adtechindia.com
Email	adtech@md2.vsnl.net.in
Shares Listed with	Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th Floor, Plot No C-62, Opp Trident Hotel, Bandra Kurla Complex, Bandra Mumbai
Corporate Identity Number (CIN)	L33111TN1990PLC018678
ISIN	INE257C01014
GSTIN Numbers for	
1. KERALA	32AAACA5355K1ZU
2. TAMILNADU	33AAACA5355K1ZS
3. NEW DELHI	07AAACA5355K1ZN

APPEAL TO SHARE HOLDERS

1. Please demat your physical share certificates. Pursuant to notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, transfer of physical shares will not be processed by the company after December 05 2018, except for transmission or transposition.
2. Please encash your dividend cheques. Share holders may please contact the Company Secretary at balamuralis@adtechindia.in for duplicate dividend cheques

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of ADTECH SYSTEMS LIMITED will be held on Saturday the 21st September 2019 at 3.00 P.M at 2/796, Second Floor, A Wing, Sakshi Towers, First Main Road, Kazura Gardens, Neelankarai, Chennai 600 041 to transact the following business.

ORDINARY BUSINESS

Item No 1 Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Audited Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date, and the reports of the Auditors and the Board of Directors thereon.

Item No 2 Declaration of Dividend

To declare a dividend of Rs. 0.70 per fully paid Ordinary(Equity) Share of face value Rs.10/- each for the financial year 2018 19

Item No 3 Re-Appointment of a Director

To appoint a Director in place of Shri. M.R.Narayanan (DIN :00044926), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment.

SPECIAL BUSINESS

Item No 4 Re-appointment of Mr. N.Suresh (DIN 00385139) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 14, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. N.Suresh (DIN:00385139) as the Non-Executive Independent Director of the Company whose current period of office is expiring on September 23, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. September 24, 2019 upto September 23, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.”

Item No 5 Re-appointment of Mr. K.Manmathan Nair (DIN 00173417) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of

Directors in their respective meetings held on August 14, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. K.Manmathan Nair (DIN 00173417) as the Non-Executive Independent Director of the Company whose current period of office is expiring on September 23, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. September 24, 2019 upto September 23, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

Item No 6 Re-appointment of Smt. P.K.Anandavally Ammal (DIN 06947217) as an Independent and Woman Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 14, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Smt.PK.Anandavally Ammal (DIN 06947217) as the Non-Executive Independent and Woman Director of the Company whose current period of office is expiring on September 23, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent and Woman Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. September 24, 2019 upto September 23, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

By order of the Board of Directors
For Adtech Systems Limited

Sd/-
S.BALAMURALI
Company Secretary

Place : Trivandrum
Date: 14.08.2019

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. The proxies, in order to be valid, must be received at the Registered office of the Company not less than 48 hours before the commencement of the meeting.

Pursuant to Section 105 of the Companies Act, 2013, Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form (Form MGT 11) is annexed to this report.

Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. Members/proxies are requested to bring their Annual Report copies, and the duly filled in attendance slips sent herewith be handed over at the entrance of the Meeting Hall.
3. While members holding shares in physical form may write to the Company or to the Share Transfer Registrars M/s Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, North Usman Road, T.Nagar, Chennai 600 017 for any changes pertaining to their address and email address, bank account details, mandates, nominations etc, members holding shares in electronic form may write to their depository participants for immediate updation.
4. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered. For effecting any changes, members may give instructions to their DPs. TCompany will not entertain any direct request from such Members for change/deletion in details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.
5. **The Register of Members and Share Transfer Books Shall remain closed from 16th September 2019 to 21st September 2019 (both days inclusive) for the purpose of Dividend .**
6. The amount of dividend declared upto and including the interim dividend for the financial year ended 31st March 2012, remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company was transferred to Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.

Members who have not yet encashed their dividend warrant(s) starting from the final dividend financial year ended 31st March 2012 onwards, are requested to make their claims to the Company accordingly, without any delay.

7. Investor grievances/complaints may please be mailed to balamuralis@adtechindia.in.
8. Members are requested to register their e-mail addresses with the Company/Share Transfer agent or with their Depositories
9. Members still holding shares in physical form are requested to kindly demat their shareholdings by contacting your share brokers.
10. A.Pursuant to Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise the right to vote by electronic means . The Company has arranged this facility in the CDSL Platform. The Members whose

names appear in the Register of Members/List of Beneficiary Owners as on 13th September 2019, ie, the cut off date are entitled to vote on the resolutions set forth in the notice .

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM)/ EGM/ EOGM (“remote e-voting”) will be provided by Central Depository Services Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 18 September, 2019 (9:00 am) and ends on 20 September, 2019(5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- VI Procedure for evoting is as given below
The shareholders should log on to the e-voting website www.evotingindia.com.
 - (i) Click on Shareholders.
 - (ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iii) Next enter the Image Verification as displayed and Click on Login.
 - (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (v) If you are a first time user follow the steps given below:

<p>PAN</p>	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number mentioned in the address cover in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- VII A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM)
- VIII A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. Mr.Krishna Prasad R S, Company Secretary in Practice (Membership No FCS 7080) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM) but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM), a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company –www.adtechindia.com, disseminated to the Stock Exchange and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item 4,5 and 6

Shri.N.Suresh (DIN 00385139), Shri.K.Manmathan Nair (DIN: 00173417) and Smt.P.K.Anandavally Ammal (DIN 06947217) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges at the 23rd Annual General Meeting held on September 24, 2014 for a period of five consecutive years, i.e., for a term upto September 23, 2019 ("first term" in line with the explanation to Sections 149 (10) and 149 (11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Shri.N.Suresh, Shri K.Manmathan Nair and Smt. P K.Anandavally Ammal as Independent Directors for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Shri.N.Suresh, Shri. K.Manmathan Nair and Smt. P.K.Anandavally Ammal would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri.N.Suresh, Shri. K.Manmathan Nair and Smt. P.K.Anandavally Ammal as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the SEBI (LODR) Regulations, 2015 inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149 (6) of the Act.

Section 149 (10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in its Board's report. Section 149 (11) provides that an Independent Director may hold office for up to two consecutive terms.

Shri.N.Suresh, Shri. K.Manmathan Nair and Smt. P.K.Anandavally Ammal are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Shri.N.Suresh, Shri. K.Manmathan Nair and Smt. P.K.Anandavally Ammal for the office of Independent Directors of the Company.

The Company has also received declarations from Shri.N.Suresh, Shri. K.Manmathan Nair and Smt. P.K.Anandavally Ammal that they meet with the criteria of independence as prescribed both under Section 149 (6) of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Shri.N.Suresh, Shri. K.Manmathan Nair and Smt. P.K.Anandavally Ammal fulfil the conditions for appointment as Independent Directors as specified in the Act and the SEBI (LODR) Regulations, 2015.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos.4, 5 and 6, are provided in the "Annexure 1" to this Notice pursuant to the provisions of (i) the SEBI (LODR) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of documents relating to the items are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Shri.N.Suresh, Shri. K.Manmathan Nair and Smt. P.K.Anandavally Ammal are interested in the resolutions set out respectively at Item Nos. 5 & 6 of the Notice with regard to their respective re-appointments. The relatives of Shri.N.Suresh, Shri. K.Manmathan Nair

and Smt. P.K.Anandavally Ammal may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel and/or their relatives are interested in these resolutions.

The Board recommends the Special Resolutions set out in Item Nos.4, 5 & 6 of this Notice for the approval of the Members.

INFORMATION REQUIRED TO BE FURNISHED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 ON GENERAL MEETINGS

As required Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, particulars of Directors who are proposed to be appointed/reappointed at this Meeting are given below

Name of the Director	Mr.M.R.Narayanan	Mr.N.Suresh	Mr.K.Manmathan Nair	Smt.P.K.Anandavally Ammal
DIN	00044926	00385139	173417	6947217
Age	68 Yrs	60 Yrs	66 Yrs	70 Yrs
Date of Birth	17 April 1951	25 March 1959	08 December 1952	23 December 1948
Nationality	Indian	Indian	Indian	Indian
Date of first appointment to the Board	05 February 1990	20 May 1995	01 October 2013	24 September 2014
Relationship with Other Directors	Brother of Shri.M.R. Subramonian and Shri.M.R.Krishnan	Not related to any other Director	Not related to any other Director	Not related to any other Director
Qualification	B Tech	Cost Accountant	BA Economics, Diploma in Industrial Finance, Co-operation & Banking	LLB
Expertise in specific functional areas	Rich Experience of more than 35 years in technical matters, especially in electronics. Currently heads the Solar Project Division of the Company.	Over 30 years of experience and has served the Kerala State Industrial Development Corporation Limited (KSIDC) as DGM (Finance and Accounts) and has extensive experience in finance and accounts	He has 42 years of experience and has served the Reserve Bank of India, IDBI, SIDBI in senior positions and also as Managing Director of Kerala Financial Corporation. He is proficient in matters relating to industrial finance, appraisal and monitoring of projects and in laying out and strengthening policies and procedures in Organisations.	Has 29 years of experience in the Legal Department. She retired as Assistant General Manager (Legal) and Head of Legal Department of Kerala Financial Corporation in 2006. She is currently practicing as an Advocate in Trivandrum

No of Shares and % of Holding	2242825 shares.18.83 % shareholding.	holds 2500 shares through a relative	Does not hold any shares in the Company	Does not hold any shares in the Company
List of Directorships in other Public Limited Companies	APT Micro Solutions Limited- Director			
	No Directorships in any other Public Limited Company	No Directorships in any other Public Limited Company	No Directorships in any other Public Limited Company	
Chairmanships/Memberships of Committees in Other Public Limited Companies (includes Audit Committees and Stake Holder relationship Committees)	Chairman of APT Micro Solutions Limited- Director	Doesnot hold Chairmanship in any other Public Limited Company	Doesnot hold Chairmanship in any other Public Limited Company	Doesnot hold Chairmanship in any other Public Limited Company
No of Board Meetings attended during FY 2018 19	Held 4 Attended 4	Held 4 Attended 3	Held 4 Attended 3	Held 4 Attended 3

By order of the Board of Directors
For Adtech Systems Limited

Sd/-
S.BALAMURALI
Company Secretary

Place :Trivandrum
Date: 14.08.2019

CIN U33111TN1990PLC018678
Registered Office
2/796, Second Floor,A Wing
Sakshi Towers, First Main Road
Kazura Gardens, Neelankarai,
Chennai 600 041
E-mail :adtech@md2.vsnl.net.in
Website: www.adtechindia.com

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2018-2019

To

The Members

Your Directors have pleasure in presenting the 28th Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March 2019.

Financial Highlights of the Company for the year under review are as under

(Rupees in Lakhs)

Particulars	Year ended 31st March 2019	Year ended 31st March 2018
Turnover	4925.64	5731.33
Profit/(Loss) before taxation	567.56	558.97
Less: Tax Expense	141.70	164.96
Profit/(Loss) after tax	401.91	367.21
Transfer to General Reserve	80.00	40.00
Dividend on Equity Shares @ 7 percent	83.40	59.57
Dividend Tax	12.24	12.13

State of the Company's Affairs and Future Outlook

Highlights of the Company's performance for the year under review are as under

- ❖ Revenue decreased 14.06 percent to Rs 4725.64 lakhs
- ❖ Profit before taxes increased by 1.54 percent to Rs.567.56 lakhs
- ❖ Profit after taxes (Net Profit) increased by 9.45 percent to Rs.401.91 lakhs

The Commercial Industrial division of the Company posted more or less stagnant growth.

The Company posted annual revenues of 49.25 crores as against 57.29 Cr. recorded last year. The reduction in turnover is primarily due to the absence of any major solar project similar to the 9 Cr. KSEB project executed last year. The Company has 3 revenue segments – Retail, Commercial / Industrial and Solar. The retail segment recorded a mild growth of 5% over last year. Within retail segment the sale of antishiplifting systems recorded a growth of 32% over last year. This was possible due to appointment of more dealers as part of our silver partner programme. Exports took a hit from revenues dipping from 839 lacs of last year to 682 lacs this year primarily due to US – China trade sanctions.

The commercial / industrial segment recorded a mild drop from revenues of 1142 lacs of last year to Rs. 925 lacs this year. This was again due to absence of a large project similar to Manappuram Finance of last year.

The solar segment did only 78.54 lacs this year as against 836.43 lacs last year. This was due to a shift in technology from Ferro cement technology to plastic floats technology for floating solar farm. The solar division expects several major orders in the current financial year and be able to bring substantial revenues.

Earnings per share(EPS) was Rs.3.37 per share for the year under review as against Rs. 3.08 in the previous year.

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

Future outlook for the Company is positive on account of the vision of your Company to continue and strengthen growth in coming years by addition of new products and by way of development of dealer network PAN India.

The Company has started receiving orders for Solar projects in the roof top, land and floating categories. Major tie-ups are envisaged for technology absorption in various types of floating platforms with a view to reduce cost of floating solar projects and faster execution.

DIVIDEND

Your Board of Directors have recommended dividend of 7 percent (Rs.0.70 per equity share of Rs. 10 each) on the 11913750 fully paid up equity shares , subject to approval by Share Holders at the ensuing Annual General Meeting. If approved at the Annual General Meeting, this will result in a cash out flow of Rs. 83.40 lakhs towards dividend payment and Rs.17.15 lakhs towards Dividend Distribution Tax. Your Directors recommend to approve the dividend payout .

As on 31st March 2019, an amount of Rs. 5,68,142.50/- is lying in the Unpaid Dividend Account with State Bank of India towards the dividend declared and paid but not claimed for the financial years from 2011-12 to 2017-18 as per details given in the notes on Account . Those Shareholders who have not encashed their dividend warrants are requested to immediately approach the corporate office of the Company for revalidation/reissue of the dividend warrants after which the warrants may be presented for payment. The unclaimed dividend up to and including the year 2010-11 has been transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.

The Dividend payout for the year has been formulated keeping in mind the Company's ability to pay sustainable dividends vis a vis the requirement of funds for running business and the long term objectives which are to be met by internal cash accruals.

Amounts transferred to Reserves

The Board of Directors have decided to transfer an amount of Rs. 80.00 lakhs to General Reserve out of the profits generated by the Company .

Changes in Share Capital and Reserves

The Capital and Reserves of the Company as on 31st March 2019 stood at Rs.3866.54 lakhs as against that of Rs. 3565.17 lakhs as on the corresponding day of the previous year.

WORKING CAPITAL

No working capital facilities have been utilised by the Company and operations have been financed from internal accruals. The Company has, however sanctioned working capital facilities to the tune of Rs. 550 lakhs from SBI, SME Branch, Trivandrum.

GENERAL

Your Directors also state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review

- Disclosure regarding Issue of Equity Shares with differential rights as stated in Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014)
- Details relating to deposits covered under Chapter V of the Companies Act, 2013
- Disclosure regarding issue of Employee Stock Options as stated in Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014)
- Disclosure regarding issue of Sweat Equity Shares as specified in Rule 8 (13) of Companies (Share Capital and Debenture Rules, 2014)

- Receipt of Commission or Remuneration by the Managing Director nor the Whole-time Directors of the Company from subsidiaries, since the Company does not have any subsidiary.
- No significant or material order which impact the going concern status and Company's operations in future were passed by the Regulators or Courts or Tribunals.

Extract of Annual Return, in format MGT-9, for the financial year 2018-19 is annexed to the Board's report as Annexure-B and can also be accessed at [www.adtechindia.com/investors/shareholders documents/Annual Return 2018-19](http://www.adtechindia.com/investors/shareholders/documents/Annual%20Return%202018-19).

CORPORATE GOVERNANCE

Detailed report on Corporate Governance along with certificate on Corporate Governance from Statutory Auditors is forming part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA)

The Management Discussion and Analysis Report for the year under review is forming part of this Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal control systems and their adequacy are included in the Management Discussion and Analysis Report, which forms part of this report.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has 07 women employees in various cadres as on 31st March 2019. Your Company has zero tolerance towards sexual harassment at the work place. The Company has constituted an Internal Complaint Committee in line and in compliance with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors state that

- (a) In the preparation of annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) The Directors have selected such accounting policies and have applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2019 and of the profit of the Company for the year ended on that date;
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the annual accounts on a 'going concern' basis;
- (e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such

systems are adequate and operating effectively.

Details on Board Meetings held during the year under review

During the Financial year 2018-19, 4 meetings on Board of Directors were held on the following dates 30th May 2018, 14th August 2018, 14th November 2018 and 14th February 2019.

Attendance of Directors at each meeting of Board of Directors are as follows

Date of Meeting>	30 May	14 Aug	14 Nov	14 Feb	Total Number Of Meetings Attended
Name of Director	2018	2018	2018	2019	
M.R.Subramonian	Yes	Yes	Yes	Yes	4
M.R.Narayanan	Yes	Yes	Yes	Yes	4
M.R.Krishnan	No	No	Yes	Yes	2
N.Suresh	Yes	No	Yes	Yes	3
K.Manmathan Nair	No	Yes	Yes	Yes	3
P.K.Anandavally Ammal	No	Yes	Yes	Yes	3

Contracts and arrangements with related parties

All contracts/arrangements/transactions with related parties entered into by the Company during the financial year were in the ordinary course of business and are on arm's length. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material. All related party transactions were at arms length and in the ordinary course of business and conforming to the requirements of Companies Act, 2013. Omnibus approval is taken from the Audit Committee and from the Board of Directors meeting for approval of transactions what are of a repetitive nature. Form AOC-2 as required under Section 134(3)(h) of the Companies Act, 2013, read with rule 8(2) of the Companies (Accounts) Rules, 2014 is enclosed as Annexure -C

Particulars of Loan, Guarantee and Investments under Section 186

The Company has made an inter corporate deposit with a non banking finance company viz M/s Muthoot Capital Services Limited for an amount of Rs. 161.76 lakhs as an investment for a period of 3 months at a rate of interest of nine percent per annum, under Section 186 of the Companies Act, 2013. The investment is made in the ordinary course of business with the view to investing surplus funds of the Company to get the maximum returns. Other than the above, the Company has not given any loans, guarantees or investments under Section 186 to any party during the period under review.

Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

A. Conservation of Energy.

The business of the Company is not power intensive, being an electronic equipment integration unit. Even then, the Company continues to accord high priority to conservation of Energy. Systems are in force to closely monitor energy usage.

B. Technology Absorption, Research & Development.

The Company has efficient R & D department which closely observes and suggests cost effective changes in components for integration of Access Control Systems.

C. Foreign exchange earnings and outgo.

i. Earnings in Foreign Currency

Head of Earnings	2018-19 in Rs Lakhs	2017-18 in Rs Lakhs
Export Sales	693.26	865.45
Sales Incentives on Direct orders placed on overseas principals	20.27	

ii. Expenditure in Foreign Currency

Head of Expenditure	2018-19 in Rs Lakhs	2017-18 in Rs Lakhs
Foreign Travel Expenses	26.32	22.00
Import Purchases	1096.01	1275.52

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees of the Company drawing remuneration in excess of the limits set out in the said rules.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in Annexure D.

Your Company does not have any subsidiaries, joint ventures or associates and there are no details to be disclosed.

RISK MANAGEMENT POLICY

Your Company has constituted a risk management committee comprising of the Managing Director, Executive Director, Company Secretary, Chief Financial Officer and Head of Marketing and which assists the Board of Directors in overseeing and approving the Company's enterprise wide risk management framework and to be in a constant watch mode so as to identify all risks that the Organisation faces viz financial, strategic, market, liquidity, security, property, legal and regulatory. There is a constant process of management and reporting of principal risks and uncertainties in the Company.

By having transparent policies and system of reporting firmly in place, the elements of risks are identified at earlier stages which enables the Organisation to control the effects. Risk management committee is fully in sync with the Audit Committee and with the Internal Control and Internal Audit teams with the aim of early identification of risks. The Board believes that effective control of internal activities and procedures will mitigate the chances of risks from within the organisation which is achieved by laying of procedures and codes of conduct and by constant interaction with employees and other stake holders of the Company.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the financial year, such controls were tested and no material weakness in the design or operation were observed. Internal Auditors M/s Roy Varghese and Associates, a reputed audit team confirms that the activities are in compliance with the Companies policies and that no material deviations were detected. Internal Auditors review systems and operations of the Company and ensure that the Company is functioning within the limits of all applicable statutes. Any internal control weaknesses, non-compliance with statutes

and suggestions on improvement of existing practices form part of internal audit report. The Audit committee reviews the internal audit report and compliance report and ensures that the observations pointed out in these reports are addressed in a timely and structured manner by the Management. The Internal Audit report is also reviewed by the Statutory Auditors .

VIGIL MECHANISM/WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES.

The Company is committed to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards. the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express those concerns without fear of punishment or unfair treatment. The Company has a proper vigil mechanism and whistle blower policy in place pursuant to Section 177(9) and 177(10) of the Companies Act, 2013 and as per Regulation 4(2)(d) (iv) and 34(3) read with Para 10 of part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The mechanism also provides for adequate safeguards against victimisation of Directors and employees who avail the mechanism and also provides for direct access to the Chairman of the Audit Committee in special cases. The said policy is available in the website of the Company www.adtechindia.com

LISTING WITH STOCK EXCHANGES

Equity Shares of the Company are listed with Metropolitan Stock Exchange of India Limited, Mumbai.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri. M.R.Narayanan, Director(DIN 00044926) of the Company , retires by rotation at the ensuing Annual General Meeting and being eligible have offered himself for re-appointment. Your Board of Directors recommend the re-appointment of Shri.M.R.Narayanan as a Director of the Company.

Independent Directors of the Company Shri. N Suresh, Shri K. Manmathan Nair and Smt. P.K.Anandavally Ammal have completed their tenure of 5 years in office and their term is coming to an end on 23rd September 2019. Pursuant to provisions of Companies Act, 2013, the Company has received proposal from members for their re-appointment for a further term of 5 years from 24th September 2019 by way of special resolution in the ensuing Annual General Meeting. Your Board appreciates the valuable contribution rendered to the Company during their tenure and is pleased to recommend their re-appointment for a further term of 5 years.

The Board of your Company consists of six directors as on the date of this report as follows

Name of Director	Category
Shri.M.R.Subramonian, Managing Director	Executive Directors
Shri.M.R.Krishnan, Executive Director	
Shri.M.R.Narayanan, Chairman	Non Executive –Non Independent Director
Shri.N . Suresh	Non-Executive Independent Directors
Non- Executive Independent Directors	
Shri.K.Manmathan Nair	
Shri.PK.Anandavally Ammal	

All the Directors have rich experience and specialized knowledge in various areas of relevance to the Company . The Company is immensely benefitted by the range of experience and skills that the Directors bring to the Board. The composition of the Board is as per the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Changes in Directors and Key Managerial Personnel during the year 2018-19

During the year under review, there has been no change in Directors or Key Management Personnel.

The Company has received necessary declarations from all the three Independent Directors confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and under the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 with Stock Exchanges.

Following persons are the Key Managerial Persons of the Company as recorded by the Board

- | | | |
|-------------------------|---|---|
| 1. Shri.M.R.Subramonian | - | Managing Director |
| 2. Shri.S.Balamurali | - | Company Secretary & Compliance Officer. |
| 3. Shri.P.Vinaya Chand | - | Chief Financial Officer. |

Woman Director

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 (1) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Company shall have at least one Woman Director on the Board and accordingly, your Board has Ms P.K.Anandavally Ammal as Woman Director.

Declaration by Independent Director(s) and re-appointment, if any

The Company has three Independent Directors on the Board. The Company has received declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 on 30th May 2019 that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and subsequently the same was placed at the Board Meeting held on 30th May 2019.

A declaration by the Managing Director confirming receipt of this declaration from Independent Directors is annexed to this report as Annexure A

Company's Policy on Director's appointment and other matters as provided under Section 178 (1) and 178 (3) of the Companies Act, 2013.

The Company has formulated a familiarization programme for its Directors which gives proper guidance into the history of the Company, its promoters, performance of the Company over the previous years, products and services dealt with by the Company, its Auditors and the top management. The familiarization programme is posted on the website of the Company. During the year, the Company had conducted a refresher programme for its Independent Directors.

Policy for bringing diversity to the Board includes the following

- Diversity is ensured through consideration of a number of factors including but not limited to skills, specialization and industry experience. Factors based on the business model and specific needs from time to time are also considered.
- The Nomination and Remuneration Committee shall drive the process for Board appointment and for identifying and nominating, for approval of the Board, candidates for appointment to the Board
- Benefits of experience/knowledge in the areas relevant to the Company continue to influence succession planning and continue to be the key criteria for the search and nomination of Directors to the Board
- Board appointments are purely based on merit, having due regard to for the benefits of diversity on the Board.

Nomination and Remuneration Committee and policies

The Board had constituted a Nomination and Remuneration Committee on 14th August 2014 pursuant to the provisions of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Committee met once during the financial year on 14th August 2018. The composition of the Nomination and Remuneration Committee is as under. All the committee members attended the meeting held on 14th August 2018.

NAME OF THE MEMBERS	
Shri.N.Suresh	Chairman
Shri.M.R.Narayanan	Member
Smt.P.K.Anandavally Ammal	Member

Pursuant to the provisions of Section 178 and 134 (3(e) and Rule 8 (4) of the Companies (Accounts) Rules, 2014, Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Committee was constituted with the following terms of reference.

- Formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to remuneration of Directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of Directors, Chairman, Managing Director and Executive Director, Board as a whole and various Committees of the Board. Based on the recommendations of the Committee, the said Policy on Nomination and Remuneration and Evaluation of Directors was adopted by the Board.
- Identifying persons who are qualified to become Directors and who may be appointed in Senior Management positions in accordance with the criteria laid down.

The Committee has adopted the following criteria for selection of Members on the Board of Directors of the Company and also candidates eligible to be appointed in the Senior Management of the Company

(i) Criteria for Selection of Directors

Before making a recommendation to the Board for appointment of any Director, the Committee shall ensure that

- The candidate possesses appropriate skills experience and knowledge in one or more fields of managerial/business/administrative/legal/finance qualifications and experience over two decades ;
- The candidate shall be free from any disqualification as provided under Sections 164 and 167 of the Companies Act, 2013;
- In the case of appointment of an Independent Director, the candidate meets the conditions of being independent as stipulated under Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015
- The candidate also complies with the "Fit and Proper" criteria as laid down by the policy of the Company.

(ii) Criteria for Selection of Senior Management Personnel

The term Senior Management shall have the same meaning as provided under the explanation to Section 178 of the Companies Act, 2013

The Committee shall, before making any recommendation to the Board for appointment, should ensure that the candidate has the attributes set forth below

- The candidate should have a minimum experience of 10 years in any of the areas viz electronic security related, financial management, legal, sales, marketing, procurement, research, technical operations or such other areas which in the opinion of the Committee are relevant for the Company's business; and
- The candidate should possess qualities that demonstrate leadership skills, effective communication skills, hard work, commitment and such other attributes which in the opinion of the Committee are in the interest of the Company.

The Committee makes its recommendation to the Board if it finds that a candidate meets the criteria for appointment.

The Board of Directors has carried out an annual evaluation of its own performance, its Committees and individual Directors pursuant to the provisions of Section 178(3) of the Companies Act, 2013. All the Directors have provided inputs to the questionnaire seeking information on criteria such as Board Composition and structure, Board Processes and procedures, effectiveness of the Board, etc

The Board and Nomination and Remuneration Committee reviewed the performance of the individual Directors inter alia, on the basis of understanding and knowledge of the market in which the Company is operating, ability to appreciate the working of the Company and the challenges it faces, attendance to meetings, extend of participation and involvement in the meetings and ability to convey one's views and flexibility to work with others. The performance of the Committees was evaluated by the based on the composition of the Committees, effectiveness of the Committee meetings with respect to the terms of reference and conduct of the meetings and the procedures followed.

Separate meeting of Independent Directors was conducted during the year, to review the performance of the Board as a whole, performance of Non Independent Director and Chairman and assess the quality, quantity, timelines of flow of information from the Management to the Board of Directors.

Remuneration Policy

The Committee has formulated policies on remuneration of Directors, KMP and other employees, features of the same are as under

(i) Remuneration of Managing Director and Executive Director

Committee takes into consideration the performance of the Company, the ability to lead the team, past remuneration, the comparative remuneration profile in the industry subject to the condition that overall remuneration shall be in accordance and within the limits stipulated under the Companies Act, 2013

(ii) Remuneration to Non Executive Directors

Remuneration to Non Executive Director is paid subject to the limits stipulated under the Companies Act, 2013 and based on level of participation in the affairs of the Company.

Remuneration to Independent Directors is restricted to sitting fees for attending meetings of the Board of Directors .

The Company does not at present have a provision of stock options.

(iii) Remuneration of Senior Management Personnel and KMP

The Remuneration of the Senior Management Personnel and KMP shall be in accordance with the Policy of the Company as is applicable to the employees. Performance of the business/function under his control is also considered while deciding remuneration.

Details of remuneration paid to Directors and KMP are mentioned elsewhere in this report.

Audit Committee

Composition of the Audit Committee is as follows

Name of the Members	
Shri.N.Suresh	Chairman
Shri.M.R.Subramonian	Member
Smt P.K.Anandavally Ammal	Member

The Audit committee consists of two Non-Executive Independent Directors, one of whom is the Chairman. All the members of the Committee possesses accounting or related financial management expertise. The Committee met four times during the financial year 2018-19 on dates 30th May 2018, 14th August 2018, 14th November 2018 and 14th February 2019 in which meetings, all the members were present.

The terms of reference of Audit committee in accordance with Section 177(4) of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 are as under

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
2. Review and monitor the auditor's independence and performance, and effectiveness of audit process and discussions thereon;
3. Examination of the financial statement and the auditor's report thereon;
4. Approval or any subsequent modification of transactions of the company with related parties;
5. Scrutiny of inter-corporate loans and investments;
6. Valuation of undertakings or assets of the Company;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and or debt;
9. Discussion with internal auditors of any significant findings and follow up thereon;
10. To review the functions of Whistle Blower mechanism;
11. To carry out such other functions as may be referred to it.

There was no situation where the Board has not accepted the recommendation of the Audit Committee.

The Company has in place a Code of Conduct intended to focus the Board and Senior Management on areas of ethical risk, provide guidance to Directors and Senior Management to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct.

The Company has also in place a Code of Conduct for Prevention of Insider Trading for its designated Persons, in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 1992. The code advises them on the procedures to be followed and disclosures to be made, while dealing in shares of the Company and cautioning them of the consequences of violations. The Code of Conduct for Directors and Senior Management is placed in the website of the Company. However, since the company is not listed in NSE or BSE, there is no trading in shares of the Company.

Stakeholders' Relationship Committee

Stakeholders' Relationship Committee was constituted pursuant to Section 178 (5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stakeholders' Relationship Committee comprises of the following directors:

Name of the Members	
Shri.N. Suresh	Chairman
Shri.M.R.Narayanan	Member
Smt P.K.Anandavally Ammal	Member

During the year 2018-19, The Committee met once during the financial year on 14th February 2019. All the committee members attended the meeting held on 14th February 2019.

The Company Secretary acts as the secretary of the Stakeholders' Relationship Committee.

The terms of reference, powers and scope of the Stakeholders' Relationship Committee include:

- (i) To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- (ii) To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- (iii) To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and

The Company has a designated email id balamuralis@adtechindia.in for handling investor complaints on which investors can lodge their complaints.

The Company has in place an investor grievance redressal policy for the redressal of investor complaints in a timely manner.

Mr.S.Balamurali, Company Secretary is the Compliance Officer of the Company. He reviews the investor complaints on a fortnightly basis to find out whether the grievance has been resolved within the time specified the Investor Grievance Redressal Policy of the Company.

STATUTORY AUDITORS

M/s Mahadev & Co, Chartered Accountants, M.M.Complex, 57, Kodambakkam High Road, T.Nagar, Chennai 600 017 (Firm Regn No 001924S) were appointed as Statutory Auditors of the Company during 26th AGM held on 28th September 2017 for a period of five years. As per provisions of Section 139 of the Companies Act, 2013, an audit firm cannot be appointed as Statutory Auditors for more than two terms of five consecutive years and after completing such term, the audit firm shall not be eligible for re-appointment as auditor of the same company for five years from the completion of such term.

There has been no frauds reported as per the Internal control system prevalent in the company or by the Auditors during the Financial Year ended 31st March, 2019.

AUDITORS REPORT

There are no qualifications or adverse remarks mentioned in the Auditors Report for the financial year 2018-19. The notes on accounts forming part of financial statements are self explanatory.

SECRETARIAL AUDITORS REPORT

Secretarial Auditors Report for the financial year 2018-19 as provided by M/s Krishna Prasad R.S & Co, Company Secretaries, T.C 12/1233, Law College Junction, Vanchiyoor PO, Near PMG, Trivandrum 695 035 is annexed to this report.

Explanation to adverse remark made by the Secretarial Auditor in his report dated 07th August 2019, under Section 134(3) (f) of the Companies Act, 2013

1. Explanation to comment under sl no 1

Promoter group has dematerialised 94.83 % of their shareholding as on 31st March 2019 and is in the process of dematerialising the remaining 5.17

2. Explanation to comment under sl no 2

Statutory Auditors have initiated the process of peer review Audit which is expected to be completed in due course.

Details of remuneration and other particulars required under Section 197(12) of the Companies Act read with relevant rules are given as Annexure III

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Your Company has always believed in Social Responsibility and has been supporting the cause in a reasonable manner. The Company has taken up various activities in line with the business and requirements of the society in the locality. The brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure E to this report in the format prescribed in the Companies (Accounts) Rules, 2014. The policy is available in the website of the Company. The composition and other details of the CSR Committee is detailed here under

Name of the Members	
Shri.M.R.Narayanan	Chairman
Shri.M.R.Subramonian	Member
Shri.N.Suresh	Member

Pursuant to provisions of Section 135 of the Companies Act, the Company has to spend an amount of 2 percent of the net profits of the Company in the preceding year calculated in accordance with the provisions of Section 198 on CSR activities. Accordingly, the amount to be spent during the financial year 2018-19 was Rs. 9.001 lakhs. In order for the benefit of the locality in whose area the Company functions through its corporate office, the Company associated with the residential association in the area and maintained the children's park and bus stops which it constructed in 2014-15. In the year under review, the Company has associated with the residential association and constructed 2 public roads which was a long pending requirement of the residents in that area. The Company had spent Rs.19,81,600. Detailed report on CSR policy of the Company and the activities/projects undertaken are provided in Annexure E.

ACKNOWLEDGEMENTS

The Directors sincerely acknowledge the contribution and support from Customers, Shareholders, Bankers, Vendors, Business Associates and various Government as well as Regulatory Agencies for their valuable support for the Company's growth. Your Directors also wish to place on record their appreciation of the contribution by the employees whose dedication, hard work and commitment enables the Company to sustain growth.

For and on behalf of the Board of Directors

Place Trivandrum
Date 14.08.2019

Sd/-
M.R.Narayanan
Chairman

ANNEXURE A

DECLARATION REGARDING RECEIPT OF CERTIFICATE OF INDEPENDENCE FROM ALL INDEPENDENT DIRECTORS

I hereby confirm that, the Company has received from all the Independent Directors namely Shri.N.Suresh, Shri. K.Manmathan Nair and Smt. PK.Anandavally Ammal, a certificate stating their independence as required under Section 149(6) of the Companies Act, 2013.

For an on behalf of the Board of Directors

Trivandrum
14th August 2019

Sd/-
M.R.Subramonian
Managing Director

ANNEXURE B
FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) Corporate Identity Number (CIN) : U33111TN1990PLC018678
- ii) Registration Date : 05/02/1990
- iii) Name of the Company : ADTECH SYSTEMS LIMITED
- iv) Category /Sub-Category of the Company : Limited By shares / Indian Non Government Company
- v) Address of the registered office : 2/796, Second Floor, A Wing, Sakshi Towers
First Main Road, Kazura Gardens
Neelankarai, Chennai 600 041 Tamil Nadu
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : M/s Integrated Registry Management Services Private Limited
2nd Floor, Kences Towers, North Usman Road, T Nagar,
Chennai 600 017

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% total turnover of the company
1	Supply, Installation, Testing, Commissioning, and maintenance of Electronic Security Systems	85318000	98.41
2	Supply, Installation, Testing, Commissioning and maintenance of Solar PV Systems	85410000	1.59

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -NA

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters (1) Indian a) Individual b) Central Govt c) State Govt d) Bodies Corp e) Banks / FI f) Any Other....	7755800	419325	8175125	68.62	7692800	419325	8112125	68.09	0.00
—Sub-total (A) (1):-	7755800	419325	8175125	68.62	7692800	419325	8112125	68.09	0.00
(2) Foreign a) NRIs - Individuals b) Other - Individuals c) Bodies Corp. d) Banks / FI e) Any Other.... Sub-total (A) (2):- Total shareholding of Promoter (A) = (A)(1) + (A)(2)	Nil Nil 7755800	Nil Nil 419325	Nil Nil 8175125	Nil Nil 68.62	Nil Nil 7692800	Nil Nil 419325	Nil Nil 8112125	Nil Nil 68.09	-- - -0.53
B. Public Shareholding 1. Institutions a) Mutual Funds b) Banks / FI c) Central Govt d) State Govts e) Venture Capital Funds f) Insurance Companies g) FIs h) Foreign Venture Capital Funds i) Others Investor Education & Protection Fund (IEPF) (specify)	100000 4500	0 0	100000 4500	0.84 0.04	100000 4500	0 0	100000 4500	0.84 0.04	0.00 0.00
Sub-total (B)(1):-	104500	0	104500	0.88	104500	0	104500	0.88	0.00

2. Non-Institutions									
a) Bodies Corp	2162500	0	2162500	18.15	2168850	0	2168850	18.20	0.5
i) Indian									
ii) Overseas									
b) Individuals	404200	551600	955800	8.02	551050	426210	977260	8.20	0.18
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	91625	424200	515825	4.33	116625	434390	551015	4.63	0.30
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs	2658325	975800	3634125	30.50	2836525	860600	3697125	31.03	0.53
c) Others (specify)									
Sub-total									
(B)(2):-									
Total Public Shareholding (B)=(B)(1) + (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	NA	NA	NA	NA	NA	NA	NA	NA	NA
Grand Total (A+B+C)	10518625	1395125	11913750	100	10633825	1279925	11913750	100	-

(ii) Shareholding of Promoters

Sl. no	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	M.R.SUBRAMONIAN	2784825	23.37	99.98	2784825	23.37	99.98	NIL
2	M.R.KRISHNAN	2610075	21.91	99.98	2610075	21.91	99.98	NIL
3	M.R.NARAYANAN	2242825	18.83	99.84	2242825	18.83	99.84	NIL

4	THANKAM RAMAKRISHNAN	63550	0.53	0.00	63550	0.53	0.00	NIL
5	SHOBHA KRISHNAN	51450	0.43	0.00	51450	0.43	0.00	NIL
6	RADHA NARAYANAN	139000	1.17	0.00	76000	0.64	0.00	-0.53
7	ASHA SUBRAMONIAN	57100	0.48	0.00	57100	0.48	0.00	0.14
8	M.S.RAMAKRISHNAN	33650	0.28	0.00	33650	0.28	0.00	0.02
9	KARTHIK NARAYANAN	192650	1.62	0	192650	1.62	0	1.62
	TOTAL	8175125	68.62	93.37	8112125	68.09	93.87	-0.53

(iii) Change in Promoters' Shareholding – Total number of shares held by promoters group decreased from 8175125 to 8112125 consequent to gifting of 63000 shares by a relative of promoters. Other than the above, there has been no change in Promoter's Shareholding during the year.

(iv) Shareholding Pattern of top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Tops Security Limited	1750000	14.69	1750000	14.69
2	Muthoot Exim Private Limited	400,000	3.36	400,000	3.36
3	Dhanlakshmi Bank Limited	100000	0.84	100000	0.84
4	Vijayakumar	83375	0.70	83375	0.70
5	Kunchitham M S	57550	0.48	57550	0.48
6	Vinaya Chand P	46250	0.39	46250	0.39
7	Chandrasasan K C	41625	0.35	41625	0.35
8	Thomas Alocious Fernandez	41625	0.35	41625	0.35
9	Thomas John Muthoot	41500	0.35	41500	0.35
10	Ravindran T	40000	0.34	40000	0.34

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For each of the Directors and KMP				
	At the beginning of the year				
	1. M.R.Subramonian	2784825	23.37	2784825	23.37
	2. M.R.Krishnan	2610075	21.90	2610075	21.90
	3. M.R.Narayanan	2242825	18.83	2242825	18.80
	4. S.Balamurali	5000	0.04	5000	0.04
	5. Vinaya Chand P	46250	0.39	46250	0.39
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweatequity etc):	NA	NA	NA	NA
	At the End of the year				
	1. M.R.Subramonian	2784825	23.37	2784825	23.37
	2. M.R.Krishnan	2610075	21.90	2610075	21.90
	3. M.R.Narayanan	2242825	18.83	2242825	18.80
	4. S.Balamurali	5000	0.04	5000	0.04
	5. Vinaya Chand P	46250	0.39	46250	0.39

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment -Rs.65.69 lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid	81.05			
iii) Interest accrued but not due				
Total (i+ii+iii)	81.05	0.00	0.00	0.00
Change in Indebtedness during the financial year-	0.0096			.0096
Addition	15.37	0	0	
Repayment	0.00	0.00		15.37
Reduction		291500.00		1
Net Change	15.36	0	0.00	15.36

Indebtedness at the end of the financial year				
i) Principal Amount	65.68	0.00	0.00	65.68
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	65.68	0.00	0.00	65.68

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in Rs Lakhs)

Sl. no.	Particulars of Remuneration	M.R.Subramonian Managing Director	M.R.Krishnan Executive Director	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	40.00	40.00	80.00
2.	Stock Option	Nil N Nil	Nil N Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil
5.	Others, please specify Medical			
	Total (A)	40.00	40.00	80.00
	Ceiling as per the Act	80.00 lakhs as per provisions of Schedule V of the Companies Act, 2013		

B. Remuneration to other directors:

In Rs Lakhs

Sl no.	Particulars of Remuneration	Name of Directors			Total Amount
		N Suresh	Manmathan Nair	PK.Ananda Vally Ammal	
	1. Independent Directors- Fee for attending board committee meetings · Commission · Others, please specify	0.30	0.30	0.30	0.90
	Total (1)	0.30	0.30	0.30	0.90

	2. Other Non-Executive Directors - Fee for attending board committee meetings - Commission - Others, please specify	M.R.Narayanan Nil 400			4.00
	Total (2)	4.90			4.00
	Total (B) = (1 + 2)				4.90
	Total Managerial Remuneration	Rs. 4.90 including sitting fee of Rs. 0.90 lakhs			
	Overall Ceiling as per the Act	Rs. 6.60 lakhs being 1 % of net profits of the Company calculated as per Section 198 of the Companies Act, 2013 excluding sitting fee paid.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(in Rs Lakhs)

Sl. no	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Not Applicable	30.75 Nil	05.87 Nil	36.62 Nil
2.	Stock Option		Nil	Nil	Nil
3.	Sweat Equity		Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...		Nil	Nil	Nil
5.	Others- Medical		0.44	0.00	0.44
	Total		31.19	5.87	37.06

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Sl.no	Type	Section	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ COURT)	Appeal made if any

A. COMPANY		NIL				
Penalty						
Punishment						
Compounding						
B. DIRECTORS						
Penalty						
Punishment						
Compounding						
C. OTHER OFFICERS IN DEFAULT						
Penalty						
Punishment						
Compounding						

ANNEXURE – C

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis
All transactions entered into by the Company during the year with related parties were on an arms length basis.
2. Details of material contracts or arrangement or transactions at arm's length basis
The transactions entered into by the Company during the year with related parties on an arms length basis were not material in nature

Trivandrum
14 August 2019

For Adtech Systems Limited
Sd/-
M.R.Narayanan
Chairman

ANNEXURE D

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The ratio of remuneration of Managing Director/Executive Director to the median remuneration of the employees of the Company for the financial year ended 31 st March 2019	11.83
(ii) The ratio of remuneration of Non Executive Non Independent Director to the median remuneration of the employees of the Company for the financial year ended 31 st March 2019	1.18
(iii) The median remuneration of employees of the Company during the financial year	Rs 338,000
(iv) Percentage increase in the median remuneration of the employees in the financial year 2018-19	12.66
(v) Number of permanent employees on the rolls of the Company as on 31 st March 2019	96
(vi) Explanation on relationship between average increase in remuneration and company performance	Increase in average remuneration was in line with industry standards.
(vii) Average percentage increase in the salaries of the employees other than the managerial personnel in the last financial year and the percentile increase in the managerial remuneration	12.66 percent average increase in salaries of employees other than managerial personnel. There was 10.34 percent increase in salaries of managerial personnel during the year.
(viii) The Key parameters for any variable component of remuneration available by the Directors	There is no variable component in the remuneration of Directors
(ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable

The percentage of increase in remuneration of Managing Director, Director, Company Secretary and Chief Financial Officer during the financial year 2018-19 and the comparison of remuneration of each KMP against the performance of the Company are as under

Sl No	Name of Director/Key Managerial Personnel and Designation	Remuneration for FY In Rs Lakhs		% increase for financial year 2018-19	Comparison of the remuneration against the performance of the Company
		2018 -19	2017-18		
01	M.R.Subramonian, Managing Director	40.00	36.25	10.34	Profits before tax increased by 1.54 % and Profits after tax increased by 10.58 %
02	M.R.Narayanan, Director	4.00	5.90	(-)32.20	
03	S.Balamurali, Company Secretary	31.19	26.54	17.52	
04	P.Vinaya Chand, Chief Financial Officer	5.87	6.71	(-) 12.52) was on leave on medical grounds for 5 months	

Variations in

	31 st March 2019	31 st March 2018
Market Capitalisation	Not Applicable	Not Applicable
Market Price	Not Applicable	Not Applicable
Earnings Per Share	Rs. 3.37	Rs. 3.08
Price Earning Ratio	Not Applicable	Not Applicable
Net Worth	3866.54 lakhs	Rs. 3565.17 lakhs

Note :Due to non-trading of Company's shares in the stock exchanges, details pertaining to Market Capitalisation, Market Price and Price Earning ratio are not available.

Due to the aforementioned reason, percentage increase or decrease in the market quotes of the shares of the Company in comparison to the rate at which the Company came out with the last public offer is unavailable.

EPS for the financial year 2018- 19 has been translated on the ex bonus share capital in accordance with Ind AS 34

It is hereby affirmed that the remuneration paid to KMP and other directors and employees is as per the Remuneration Policy of the Company.

Annexure E

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs

Main objective of the company is to undertake the social activities that focus in providing positive contribution towards the society as specified in Schedule VII (amended from time to time) and also as per Section 135 of the Companies Act, 2013 and such activities will be carried down in India. The company is also committed to the Triple bottom goals of the company i.e, Planet, People and Profit and the company's vision is in creating Just and Fair society.

The company's vision is to be responsible corporate and also to demonstrate environmental, transparent and ethical behavioural practices which contributes towards the economical and sustainable development within the company, corporate world and society as a whole.

4. SCOPE OF ACTIVITIES:

A. EDUCATION:

- i. Awareness Programmes on girl education
- ii. Promotion of Professional Education by way of conducting seminars and other activities
- iii. Adult literacy amongst those belonging to BPL

B. ENVIRONMENT

- i. Building of parks, gardens, roads ,closed drainage systems etc
- ii. Precautionary measure with respect in reducing pollutions.
- lii Social security by provision of surveillance in localities
- iv. Green Belt development
- v. Precautionary measures taken for animals
- vi Contribution to disaster relief funds

C. WATER SUPPLY :

- i. Digging or renovation of wells;
- ii. Instructions with regard to usage of Drinking water
- iii. Promoting rain water harvesting schemes;

D. HEALTH RELATED ACTIVITIES:

- i. Blood donations camps
- ii. Diabetic detection and camps for the same
- iii. Family welfare activities
- iv. Awareness regarding Nutrition and Diet for Children

E. SPORTS AND CULTURES ACTIVITIES:

- i. Promotions for State level teams
- ii. Development of Parks with regard to construction / repairing /extending the infrastructure facilities
- iii. Providing sports materials for Football, Volleyball, Hockey sticks etc. to the young and talented villagers

Weblink <http://www.adtechindia.com//>

2. Composition of the CSR Committee

Name of the Members	
Shri.M.R.Narayanan	Chairman
Shri.M.R.Subramonian	Member
Shri.N.Suresh	Member

3. Average Net profit of the Company for the last 3 financial years

Rs. 450.07 lakhs

4. CSR Expenditure(2 % of the above)

Rs. 9.001 lakhs

5. Details of CSR spend for the financial year

- a. Total amount to be spent for the financial year
- b. Amount spent for the financial year
- c. Amount unspent, if any
- d. Manner in which the amount is spent during the financial year is detailed below

Rs. 9.001 lakhs

Rs. 19.82 lakhs

Rs.Nil

Sl No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs subheading (1)Direct expenditure on projects or programs (2)Overheads	Cumulative Expenditure up to the reporting period	Amount Spent (a)Direct Or (b)through Implementing agency
01	Construction of 2 proper roads, maintenance of bus shelters , childrens park and garden	Environment Schedule VII (iv)	1.Local Area 2.Kerala,Trivandrum	Rs.20,00,000	1.Rs.19.82 lakhs as direct expenditure	1.Rs.19.82 lakhs as direct expenditure	a.Rs19.82 lakhs as direct expenditure

Declaration

The implementation and monitoring of the CSR Policy is in compliance with CSR Objectives and policy of the Company

M.R.Subramonian
Managing Director

M.R.Narayanan
Chairman, CSR Committee

August 14, 2019
Trivandrum

INDEPENDENT AUDITORS' REPORT

To
The Members of Adtech Systems Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Adtech Systems Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2019, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditors' Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Key Audit Matter

Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard).
The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. Refer to Notes (J) to the Standalone Financial Statements

Auditor's Response

Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.

2. Key Audit Matter

Evaluation of uncertain tax positions

The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.

Refer Notes r(b) to the Standalone Financial Statements

Auditor's Response

Principal Audit Procedures

Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at March 31, 2019 to evaluate whether any change was required to management's position on these uncertainties.

3. Key Audit Matter

Capitalisation of Property , Plant and Equipment

In respect of Solar Project , the Company has incurred capital expenditure on which the Company has charged Depreciation for the full year under consideration.

Auditor's Response

Our Audit procedures included and were not limited to the following :

- 1) Assessing the nature of the costs incurred to test whether such costs are incurred specifically to meet the recognition criteria as set out in para 16 to 22 of Ind AS 16.
- 2) Evaluating the assessment provided by third party vendors involved in the construction and testing process to determine whether capitalization ceased when the asset is in the location and condition necessary for it to be capable of operating in the manner intended by the management.

Other Information

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134 (5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profits and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the

Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process

Auditors' Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

- (A) As required by Section 143 (3) of the Act, we report that:
- (a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act;
 - (e) on the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note No. r (b) to the standalone financial statements;
 - ii. the Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019; and
 - iv. the disclosures in the standalone financial statements regarding holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2019.
- (C) With respect to the matter to be included in the Auditors' Report under Section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Mahadev & Co.,
Chartered Accountants
FRN No: 001924S

Sd/-
C.Narayanan
Partner
Membership No: 028424
Chennai
30th May 2019

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT – 31 MARCH, 2019

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2019, we report the following:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
(b) As explained to us, all the fixed assets have not been physically verified by the management during the year but there is a regular programme of verification of fixed assets in a periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
(a) On the basis of our examination of records, the title deeds of immovable properties are held in the name of the Company except the one in which the Company has entered into an agreement with M/s Star Micronix, a firm in which the Directors are interested, for the purchase of fixed assets of Star Micronix and an advance of Rs.33,05,662.00 has been made. The Company is in possession of the said fixed assets and the same has been mortgaged with M/s State Bank of India as collateral security for the cash credit facility availed by the company, though the same is yet to be registered in the company's name
2. (a) As explained to us, inventories have been physically verified by the management at regular intervals during the year and no material discrepancies were noticed during such verification. In our opinion the frequency of verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted or has taken any loans secured or unsecured to companies, firms or other parties in the register maintained under Section 189 of the Companies Act, 2013.
(b) Since the company has not granted any loans to parties in the register maintained under Section 189 of the Companies Act, 2013, the question of receipt of principal and interest regularly is not applicable.
(c) Since no loans have been granted as above, there is no overdue amount and question of reasonable steps taken by the company to recover principal and interest does not arise.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, as applicable, in respect of loans, investments, guarantees and security.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
6. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. In respect of statutory dues

- (a) According to the information and explanations given to us and on the basis of examination of books of account and records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise Duty, Value Added Tax cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities.
- (b) According to the information and explanations given to us there were no undisputed outstanding statutory dues as on 31st of March, 2019 for a period of more than six months from the date they became payable.

According to the information and explanations given to us, there are no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes as on 31st March 2019 except the following.

Name of the Statute	Nature of Dues and financial year to which it pertains	Forum where dispute is pending	Amount involved	Security Deposit made
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2011-12	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs.47,21,776	Rs. 14,16,533
Kerala VAT Act, 2003	Kerala Value Added Tax and interest for FY 2011-12	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs. 38,84,056	Rs. 14,48,367
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2012-13	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs. 18,84,438	Rs. 565,332
Kerala VAT Act, 2003	Kerala Value Added Tax and interest for FY 2012-13	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs. 20,89,713	Rs.626,914
Kerala VAT Act, 2003	Kerala Value Added Tax and Interest for FY 2013-14	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs.43,54,012	Rs. 870,803
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2013-14	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs 792,756	Rs. 134,366
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2014-15	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs. 18,13,457	Rs.362,692
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2015-16	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs. 38,35,808	Rs.767,162
		Total	Rs,233,76,016	Rs.61,92,169

8. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions or banks. The company has not issued any debentures as of date.
9. Based on our audit procedures and according to the information and explanations given to us and on the basis of the books of accounts and other records examined by us, the Company has utilized the moneys raised by way of public issue of shares and term loans for the purpose for which they were actually obtained.

10. Based on our audit procedures performed and according to the information and explanations given to us, we have not noticed or have not been reported of any fraud on or by the Company during the year.
11. Based on our audit procedures and according to the information and explanations, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by provisions of Section 197 read with Schedule V of the Companies Act, 2013.
12. The Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. In our opinion and according to the information and explanation given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the the Order are not applicable to the Company.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
16. The Company is not engaged in the business of Non-Banking Financial institution and is hence not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.

For Mahadev & Co.,
Chartered Accountants
FRN No: 001924S

Sd/-
C.Narayanan
Partner
Membership No: 028424
Chennai
30th May 2019

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT – 31 MARCH, 2019

Report on the Internal Financial Controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)(Referred to in paragraph (A)(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of M/s.Adtech Systems Limited (“the Company”) as at 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with respect to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with respect to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with respect to standalone financial statements included obtaining an understanding of internal financial controls with respect to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance

regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Mahadev & Co.,
Chartered Accountants
FRN No: 001924S

Sd/-
C.Narayanan
Partner
Membership No: 028424
Chennai
30th May 2019

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

To,
The Members,
ADTECH SYSTEMS LIMITED
2/796, Kazura Gardens
First Main Road, Second Floor, Sakshi Towers
Neelankarai, Chennai
Tamil Nadu 600041

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Adtech Systems Limited (hereinafter called 'the company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Adtech Systems Limited for the Financial Year ended 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and overseas direct investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable to the company during the audit period)
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; (not applicable to the company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the company during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable to the company during the audit period)

- (h) Securities and Exchange Board of India(Issue and Listing of Non – Convertible and Redeemable Preference Shares) Regulations,2013; (not applicable to the company during the audit period)
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable to the company during the audit period) and
- (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- I have also examined compliance with the applicable clauses of the following
- i. Secretarial Standards 1 issued by the Institute of Company Secretaries of India
 - ii. Secretarial Standards 2 issued by the Institute of Company Secretaries of India
 - iii. Tripartite Agreement between the Company, Registrar & Transfer Agent and Depositories.
 - iv. Listing agreement between the Company and Metropolitan Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. except the matters specified herein below:

Sl.No.	Regulation	Non- Compliance
1.	Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015	The entire shareholding of the Promoter and Promoter Group is not maintained in the dematerialised form.
2.	Regulation 33(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations,2015	The Auditor of the Company has not subjected himself to the peer review process of Institute of Chartered Accountants of India.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not entered into any of the following transactions:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity etc;
- ii. Redemption / buy-back of securities;
- iii. Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013;
- iv. Merger / amalgamation / reconstruction, etc;
- v. Foreign technical collaborations.

Place: Trivandrum
 Date :07.08.2019

Sd/-
 Krishna Prasad R S
 Company Secretary in Practice
 FCS No: 7080, C P No.: 7379

ADTECH SYSTEMS LIMITED
2/796,SECOND FLOOR,A WING, SAKSHI TOWERS,FIRST MAIN ROAD, KAZURA GARDENS, NEELANKARAI, CHENNAI 600 041

Particulars	Note No.	As at 31-03-2019	As at 31-03-2018
Assets			
1 Non Current Assets			
Property, Plant & Equipments	3	527,52,867.19	572,01,979.55
Capital Work in Progress	4	223,73,471.65	19,66,686.61
2 Current Assets			
Inventories	5	1529,97,879.00	1043,56,910.00
Financial Assets			
Investments	6	0.00	304,35,713.04
Trade Receivables	7	1741,05,895.25	1976,87,156.80
Cash & Cash Equivalents	8	816,12,362.74	351,95,714.81
Bank Balances other than above	9	49,70,319.00	332,02,863.82
Loans		0.00	0.00
Others	10	472,56,012.92	289,91,209.62
Current Tax Assets	11	935,89,250.08	766,92,361.75
Other Current Assets	12	33,05,662.00	33,05,662.00
Total Assets		6329,63,719.83	5690,36,258.00
Equity & Liabilities			
Equity			
Equity Share Capital	13	1230,91,490.00	1230,91,490.00
Other Equity	14	2635,62,547.49	2334,25,852.13
Liabilities			
1 Non Current Liabilities			
Financial Liabilities			
Borrowings	15	49,88,994.06	70,98,060.06
Provisions			
Deferred Tax Liabilities	16	87,31,856.70	63,37,066.70
Other Non Current Liabilities			
2 Current Liabilities			
Financial Liabilities			
Borrowings	17	15,79,556.00	10,06,962.11
Trade Payables	18	1172,21,238.58	1041,54,420.69
Other Financial Liabilities	19	82,49,101.00	59,91,781.31
Other Current Liabilities			
Provisions	20	1055,38,936.00	879,30,625.00
Current Tax Liabilities			
Total Liabilities		6329,63,719.83	5690,36,258.00
in terms of our report attached for Mahadev & Co Chartered Accountants Firm Regn No 001924S Sd/- C.Narayanan Partner Membership Number 028424 Place : Chennai Date : 30 May 2019		for and on behalf of the Board of Directors	
	Sd/- M.R.Subramonian Managing Director	Sd/- M.R.Krishnan Executive Director	
	Sd/- S.Balamurali Company Secretary	Sd/- P.Vinaya Chand Chief Financial Officer	

ADTECH SYSTEMS LIMITED

2/796, Second Floor, A Wing, Sakshi Towers, First Main Road, Kazura Gardens, Neelankarai, Chennai 600 041

Statement of Profit and Loss for the year ending 31st March 2019

Particulars	Note No.	As at 31-03-2019	As at 31-03-2018
Revenue from Operations	21	4925,63,837.66	5731,32,889.30
Other Income	22	70,01,837.23	61,81,569.70
Total Income		4995,65,674.89	5793,14,459.00
Cost of Materials consumed			
Purchases of Stock in Trade	23	3856,52,321.84	4104,16,736.88
Other Direct Expenses		6,90,986.59	
Changes in Inventories of finished Goods, Stock in Trade & Work in Progress	24	(486,40,969.00)	(151,62,856.00)
Employee Benefit Expenses	25	566,38,243.37	528,44,328.60
Finance Costs	26	9,56,826.41	25,62,401.12
Depreciation & amortization Expenses		41,10,320.19	18,69,481.24
Other Expenses	27	432,75,871.13	685,65,727.26
Total Expenses		4426,83,600.53	5210,95,819.10
Profit/Loss before exceptional items		568,82,074.36	582,18,639.90
Exceptional Items		1,26,546.00	23,21,182.00
Profit/Loss Before Tax		567,55,528.36	558,97,457.90
Tax Expense			
Current Tax		141,69,896.00	164,96,377.00
Deferred Tax		23,94,790.00	26,79,580.00
Profit & Loss for the period from Continuing operations		401,90,842.36	367,21,500.90
Income for the period from Dis Continued operations		0.00	0.00
Tax Expense of Discnotinued Operations		0.00	0.00
Profit/Loss for the period from Dis Continued operations		0.00	0.00
Profit & Loss for the period		401,90,842.36	367,21,500.90
Other Comprehensive Income			
Items that will not be reclassified to P&L		0.00	0.00
Income Tax relating to items that will not be reclassified to P&L		0.00	0.00
Items that will be reclassified to P&L		0.00	0.00
Income Tax relating to items that will be reclassified to P&L		0.00	0.00
Total Comprehensive Income		401,90,842.36	367,21,500.90
EPS for Continuing & Discontinued	28		
Basic		3.37	3.08
Diluted		3.37	3.08

Corporate Information and Significant accounting policies 1 & 2
for and on behalf of the Board of Directors

for Mahadev & Co
Chartered Accountants
Firm Regn No 001924S
Sd/-
C.Narayanan
Partner
Membership Number 028424
Place : Chennai
Date : 30 May 2019

Sd/-
M.R.Subramonian
Managing Director

Sd/-
M.R.Krishnan
Executive Director

Sd/-
S.Balamurali
Company Secretary

Sd/-
P.Vinaya Chand
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019					
A	Equity Share Capital				
	(All amounts are in Indian Rupees, unless otherwise stated)				
		No of Shares	Amount in INR		
	Equity Shares of Rs. 10/- each, Issued, Subscribed and fully paid up				
	As at 01st April 2017	2382750	23827500		
	Shares issued during 2017 18 as fully paid Bonus Shares	9531000	95310000		
	As at 01st April 2018	11913750	119137500		
	Equity Share Capital as at 31st March 2019	11913750	119137500		
	Forfeited Shares (Amount Originally paid up)	39,53,990.00	39,53,990.00		
B	Other Equity	Capital Reserves	Revaluation Reserves	General Reserve	Retained Earnings
	As at 01st April 2017	53,37,500.00	17,220.00	359,95,207.00	2547,80,300.23
	Add Profit for the year				367,21,500.90
	Add : GST Transitional Credit received during the year				30,53,713.00
	Total				2945,55,514.13
	Transfer during the year			40,00,000.00	-40,00,000.00
	Transactions with Owners in their capacity as Owners				
	Dividends				-59,56,875.00
	Corporate Dividend Tax on Dividend				-12,12,714.00
	Capitalised upon issue of fully paid bonus shares of Rs. 10/- each				-953,10,000.00
	As at 31st March 2018	53,37,500.00	17,220.00	399,95,207.00	1880,75,925.13
	Add Profit for the year				401,90,842.36
	Total				2282,66,767.49
	Transfer during the year			80,00,000.00	-80,00,000.00
	Transactions with Owners in their capacity as Owners				
	Dividends				-83,39,625.00
	Corporate Dividend Tax on Dividend				-17,14,522.00
	As at 31st March 2019	53,37,500.00	17,220.00	479,95,207.00	2102,12,620.49

for and on behalf of the Board of Directors

for Mahadev & Co
Chartered Accountants
Firm Regn No 001924S

Sd/- M.R.Subramonian Managing Director
Sd/- M.R.Krishnan Executive Director

Sd/-
C.Narayanan
Partner
Membership Number 028424
Place : Chennai
Date : 30 May 2019

Sd/- S.Balamurali Company Secretary
Sd/- P.Vinaya Chand Chief Financial Officer

Notes forming part of the financial statements for the year ended
(All amounts are in Indian Rupees, unless otherwise stated)

Note 3 Property, Plant & Equipment

Sl No	Particulars	Gross Block			Depreciation Block			Net Block		
		At cost as on 31.03.2018	Additions	Sale/ Transfer/ Write off	At cost as 31.3.2019	Up to 31.03.2018	For the Period	Up to 31.03.2019	As at 31.03.2018	As at 31.03.2019
1	Furniture & Fittings	701547.82	8775.00	0.00	710322.82	447156.66	42028.81	489185.47	254391.16	221137.35
2	Computer Systems	2670548.12	788447.08	0.00	3458995.20	1881244.47	491035.57	2372280.04	789303.65	1086715.16
3	Tools & Fixtures	171159.35	0.00	0.00	171159.35	162564.35	0.00	162564.35	8595.00	8595.00
4	Power Contrl Accessories	462900.00	10800.00	0.00	473700.00	174770.67	76790.11	251560.78	288129.33	222139.22
5	Office Equip	601391.00	2474.58	0.00	603865.58	310746.88	93782.61	404529.49	290644.12	199336.09
6	Motor Car	14568187.00	0.00	1191768.83	13376418.17	3258527.02	1445351.08	4703878.10	11309659.98	8672540.07
7	EPBEX	94108.06	0.00	0.00	94108.06	55784.24	11533.76	67318.00	38323.82	26790.06
8	Building Renovation A/c	1280286.99	0.00	0.00	1280286.99	607520.81	85789.56	693310.37	672766.18	586976.62
9	Software Development	458559.00	42480.00	0.00	501039.00	372330.26	70532.67	442862.93	86228.74	58176.07
10	Land	15686060.00	0.00	0.00	15686060.00	0.00	0.00	0.00	15686060.00	15686060.00
11	Plant and Machinery	1192867.25	0.00	0.00	1192867.25	193572.88	94475.09	288047.97	999294.37	904819.28
12	Testing Equipments	17143.00	0.00	0.00	17143.00	8977.31	3257.18	12234.49	8165.69	4908.51
13	Solar Power Plant 623KW Nagpur	26789001.00	0.00	0.00	26789001.00	18583.49	1695743.75	1714327.24	26770417.51	25074673.76
		64693758.59	852976.66	1191768.83	64354966.42	7491779.04	4110320.19	11602099.23	57201979.55	52752867.19

Note 4 Capital Work in Progress

The Company is in the process of constructing own building comprising of its Corporate Office and Godown in land owned by the Company in Trivandrum. Construction of building is in the its final stages. Total constructed plinth area is envisaged at 22,936 square feet. Architect for the project is M/s Keerthy and Bhavana Architects, Trivandrum and Project Management Consultants are M/s Sumanam Engineering Services, Trivandrum. Contracts for construction have been awarded for various stages of construction based on tenders followed by negotiation by Project Management Consultants. Contract for civil work has been awarded to M/s Heather Infrastructure Private Limited, Trivandrum for a total contract value of Rs.3.6 crores plus GST, actual amounts payable based on certification by project management consultant.

Building Construction Account

Amount spend as at 31st March 2016	95,776.00
Add Additions for the year ended 31st March 2017	1,05,732.00
Amount spend as on 31.03.2017	2,01,508.00
Add Additions during 2017- 18	17,65,178.61
Amount spend as on 31.03.2018	19,66,686.61
Add Additions during 2018-19	20406785.04
Amount Spend as on 31.03.2019	223,73,471.65

Notes forming part of the financial statements for the year ended
 (All amounts are in Indian Rupees, unless otherwise stated)

	31 March 2019	31 March 2018
Note 5 : Inventories		
Inventories at Trivandrum		
EAS Systems	1165,65,732.00	726,82,967.00
Display Security Systems	221,75,184.00	214,34,373.00
CCTV & Alarm Systems	40,05,145.00	37,27,594.00
Access Control Systems & Cables	29,95,391.00	34,23,032.00
Solar Panels in Stock	53,30,171.00	0.00
Total Inventories at Trivandrum	1510,71,623.00	1012,67,966.00
Inventories at Delhi & Chennai	19,26,256.00	30,88,944.00
Total Inventories	1529,97,879.00	1043,56,910.00
Note 06 : Current Non-Trade Investments(inclusive of dividend declared and at NAV as on 31st March 2018)		
SBI Savings Fund	0	0.00
SBI Equity Saving Fund	0	152,86,377.04
SBI Arbitrage Oppportunities Fund	0	50,00,000.00
HDFC Arbitrage Fund	0	101,49,336.00
SBI Treasury Advantage Dund	0	0.00
SBI Ultra Shortterm Debt Fund	0	0.00
	0	
Total Current Non-Trade Investments	0	304,35,713.04
Note 07 : Trade Receivables		
Receivables Outstanding for a period more than 6 months - unsecured, Considered good	663,21,295.60	442,25,058.00
Receivables Outstanding for a period more than 6 months - Unsecured,Doubtful	7,85,448.00	29,02,030.00
Receivables Outstanding for a period less than 6 months Unsecured, Considered Good	1069,99,151.65	1505,60,068.80
Total Trade Receivables	1741,05,895.25	1976,87,156.80
Note 08 Cash and Cash Equivalents		
Cash in Hand	5,994.04	29,517.54
Unrestricted Balances with scheduled banks on current accounts	703,96,981.90	351,66,197.27
Unrestricted Balances with scheduled banks on deposit accounts	112,09,386.80	0.00
Total Cash and Cash Equivalents	816,12,362.74	351,95,714.81
Note 09 Bank balances other than above		
Earmarked balances with Scheduled Banks	49,70,319.00	332,02,863.82

Notes forming part of the financial statements for the year ended
 (All amounts are in Indian Rupees, unless otherwise stated)

Note 10 Other Financial Assets	31 March 2019	31 March 2018
Advance for Expenses, Unsecured, considered good	14,52,046.00	13,11,324.83
Advance for Purchases, Unsecured, considered good	196,55,579.53	33,80,827.75
Earnest Money Deposit	7,48,621.00	6,26,241.00
Intercorporate Deposit with Muthoot Capital Services Ltd	161,76,387.00	148,58,226.00
Security Deposit	65,86,062.73	63,17,652.73
Rental Deposits	8,75,440.00	9,08,440.00
Other Loans and advances, Unsecured, considered good	17,61,876.66	15,88,497.31
Total	472,56,012.92	289,91,209.62

Note 11 Current Tax Assets		
Tax Deducted at Source	106,06,788.29	90,10,899.96
Advance Income Tax	829,82,461.79	676,81,461.79
Total	935,89,250.08	766,92,361.75

Note 12 - Other Current Assets		
Advance for land to related party (unsecured, considered good) *	33,05,662.00	33,05,662.00

Note 13 : Equity Share Capital

	As at 31 March 2019	As at 31 March 2018
Authorised Shares		
140,00,000 Equity Shares of Rs.10 each	1400,00,000	1400,00,000
Issued, Subscribed and fully paid up shares	1191,37,500	1191,37,500
Total Issued Subscribed and fully paid up Shares	1191,37,500	1191,37,500

a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	As at 31 March 2019		As at 31 March 2018	
Ordinary equity shares of Rs 10/- each	No of Shares	In Rs	No of Shares	In Rs
Balance at the beginning of the year	119,13,750	1191,37,500	23,82,750	238,27,500
Equity Shares allotted as fully paid Bonus Shares during the year			95,31,000	953,10,000
Balance at the end of the Year	119,13,750	1191,37,500.00	119,13,750.00	1191,37,500.00

The Company had allotted 9531000 equity shares of Rs. 10/- as fully paid up by way of bonus issue on 17th October 2017.

b. Terms/rights attached to equity shares

The Company has only one class of shares viz equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and interim dividend is declared by the Board of Directors at their duly convened meeting.

During the year ended 31st March 2019, the amount of dividend per share recommended for distribution to shareholders is Rs.0.70 per

Notes forming part of the financial statements for the year ended
 (All amounts are in Indian Rupees, unless otherwise stated)

	31 March 2019	31 March 2018
Tax on proposed dividend	17,14,522.00	12,12,714.00
Transfer to General Reserve	80,00,000.00	40,00,000.00
Capitalised upon issue of fully paid bonus shares of Rs. 10/- each	0.00	953,10,000.00
Net surplus in the statement of profit and loss	2102,12,620.49	1880,75,925.13
Total Reserves and Surplus	2635,62,547.49	2334,25,852.13

Note 15 Non Current Liabilities -Financial Liabilities : Borrowings

1. Vehicle Loan from HDFC Bank, Vazhuthacaud Trivandrum secured by hypothecation of Vehicle purchased using the loan amount	20,59,968.06	26,98,560.06
2. Vehicle Loan from State Bank of India, SME Branch, Tvm secured by hypothecation of Vehicle purchased using the loan amount	29,29,026.00	43,99,500.00
Total Borrowings	49,88,994.06	70,98,060.06

Note 16: Deferred Tax Liabilities (Net)

Deferred Tax Liability (opening balance)	63,37,066.70	36,57,486.70
Add: Impact of difference between tax depreciation and depreciation/amortisation charged for financial reporting	23,94,790.00	26,79,580.00
Deferred Tax Liabilities (Net)	87,31,856.70	63,37,066.70

Note 17 : Current Liabilities -Financial Liabilities- Borrowings

Secured

1. Vehicle Loan from HDFC Bank, Vazhuthacaud Trivandrum secured by hypothecation of Vehicle purchased using the loan amount	6,38,592.00	6,08,997.11
2. Vehicle Loan from State Bank of India, SME Branch, Tvm secured by hypothecation of Vehicle purchased using the loan amount	9,40,000.00	3,97,965.00
Cash Credit Demand Loan from State Bank of India secured by hypothecation of Stock and Book Debts created out of bank finance and by personal guarantee of promoters and by mortgage of land and building belonging to promoter's firm as collateral security	964.00	0.00
Interest accrued and due on above		0.00
Total	15,79,556.00	10,06,962.11

Note 18 : Trade Payables

(a) Creditors for Purchases	946,38,213.96	905,50,325.15
(b) Creditors for Expenses	63,37,769.59	84,84,152.88
© Advance against supply of goods	162,45,255.03	51,19,942.66
Total Trade Payables	1172,21,238.58	1041,54,420.69

Notes forming part of the financial statements for the year ended
(All amounts are in Indian Rupees, unless otherwise stated)

	31 March 2019	31 March 2018
Note 19 Other Financial Liabilities		
(a) Statutory dues payable	38,47,538.00	25,23,889.31
(b) Employee related Payables	33,71,310.00	29,78,323.00
(c) Income received in advance	10,30,253.00	4,89,569.00
Total Other Financial Liabilities	82,49,101.00	59,91,781.31
Note 20 Short Term Provisions		
(a) Provision for employee benefits		
Provision for Leave Encashment (non funded)	26,51,995.00	25,26,938.00
Provision for Bonus	40,93,533.00	36,63,733.00
Total provisions for employee benefits	67,45,528.00	61,90,671.00
(b) Other Provisions		
Provision for Taxation	887,39,261.00	745,70,365.00
Provision for Dividend	83,39,625.00	59,56,875.00
Provision for Dividend Tax	17,14,522.00	12,12,714.00
Total other provisions	987,93,408.00	817,39,954.00
Total Short Term Provisions	1055,38,936.00	879,30,625.00
Note 21 Revenue from Operations		
(a) Revenue from Sale of Products		
Interstate Sales -Kerala	3471,46,027.36	3085,95,185.50
Interstate Sales -Tamilnadu	12,90,000.00	153,82,120.00
Interstate Sales- Delhi	2,37,290.00	31,450.00
Local sales-Kerala	268,55,583.83	1157,83,666.86
Local Sales Tamilnadu	62,97,449.00	84,83,385.68
Local Sale -Delhi	2,63,950.00	4,45,775.00
Export sales	693,26,362.90	865,45,410.60
Sale of Electricity	9,60,943.00	
	4523,77,606.09	5352,66,993.64
Less Sales Returns	5,37,340.00	
Revenue from Sale of Products	4518,40,266.09	5352,66,993.64
(b) Revenue from Sale of Service and Maintenance		
AMC received	272,57,666.08	238,62,089.68
Forwarding & Handling Charges	6,59,142.80	6,18,982.00
Income from services	24,10,661.92	15,17,202.86
Installation Charges received	83,68,731.77	118,67,621.12
Marketing Incentives on Direct Orders	20,27,369.00	
Revenue from Sale of Service and Maintenance	407,23,571.57	378,65,895.66
Total Sales and Service Income	4925,63,837.66	5731,32,889.30
Note 22. Other Income		
Interest on Deposits	26,84,130.38	37,60,580.00

Notes forming part of the financial statements for the year ended
 (All amounts are in Indian Rupees, unless otherwise stated)

	31 March 2019	31 March 2018
Foreign Exchange Gain	36,26,271.07	5,81,921.30
Dividend from SBI Mutual Fund	6,91,435.78	18,38,318.40
Miscellaneous Income	0.00	750.00
Total Other Income	70,01,837.23	61,81,569.70
Notes forming part of the financial statements for the year ended (All amounts are in Indian Rupees, unless otherwise stated)		
Note 23. Purchases of stock in trade		
Local Purchases Kerala	172,84,080.76	526,77,079.71
Local Purchases Delhi		
Local Purchases Tamilnadu	32,85,233.08	10,83,601.63
Interstate Purchases Kerala	975,56,150.28	2280,68,895.66
Interstate Purchases Tamilnadu	10,28,622.76	10,35,556.80
Interstate Purchases Delhi	2,16,026.00	0.00
Import Purchases Delhi	0.00	0.00
Import Purchases Tamilnadu	8,795.00	129,36,944.00
Import Purchases High Sea Sales	1566,80,995.99	
Import Purchases Kerala	1095,92,417.97	1146,14,659.08
Total purchases of Stock in Trade	3856,52,321.84	4104,16,736.88
Note 24 Changes in Inventories		
Opening Stock of Stock in Trade	1043,56,910.00	891,94,054.00
Less Closing Stock of Stock in Trade	1529,97,879.00	1043,56,910.00
Change in Inventory of stock in trade	486,40,969.00	151,62,856.00
Note 25 :Employee benefits expense		
Bonus	39,56,100.00	36,63,733.00
Festival Allowance	2,600.00	3,62,000.00
ESI Contribution	2,70,059.00	3,77,803.00
Gratuity	13,37,757.00	10,24,515.00
Contribution to Workers Welfare Fund	6,920.00	9,440.00
Leave Encashment	9,68,073.33	14,44,353.00
Leave Travel Concession	13,40,839.94	6,17,037.00
Medical reimbursement	16,38,184.10	13,64,488.60
PF Contribution	23,82,972.00	23,76,781.00
Salaries - Directors	79,72,000.00	73,40,000.00
Salaries - Others	367,62,738.00	342,64,178.00
TOTAL	566,38,243.37	528,44,328.60
Note 26 . Finance Charges		
Interest on overdraft	41,181.00	17,79,517.00
Bank Charges and Commission	2,78,946.52	5,63,133.95
Interest on Car Loans	6,34,203.89	2,18,902.17
Interest paid others	2,495.00	848.00
TOTAL	9,56,826.41	25,62,401.12

Notes forming part of the financial statements for the year ended
(All amounts are in Indian Rupees, unless otherwise stated)

31 March 2019 31 March 2018

Note 27 : Other Expenses

(a). Administrative Expenses

AMC Paid	30,664.00	19,500.00
Audit Fee	1,00,000.00	1,00,000.00
Tax Audit Fee		4,00,000.00
Books and Periodicals	1,58,114.00	24,690.00
Consultancy Charges	8,40,154.00	4,11,098.00
Conveyance	20,37,176.65	19,46,877.25
Corporate Social Responsibility Expenses	19,81,600.00	18,80,779.00
Demat Charges	1,03,576.00	86,579.71
Donation	10,400.00	6,400.00
Electricity and Water Charges	4,54,241.00	5,25,345.00
Filing Fee	7,200.00	7,90,200.00
Foreign Travel Expenses	26,31,802.13	22,00,064.91
Insurance	4,41,134.00	4,99,262.50
Internal Audit Fee	1,91,000.00	2,07,500.00
Listing Fee	55,000.00	65,250.00
Loss on Sale of Motor Car	6,16,768.83	0.00
Membership fee	96,262.00	1,16,396.94
Office Expenses	4,07,694.42	3,84,205.80
Pooja Expenses	14,693.00	31,454.00
Postage and Telegram	3,50,240.70	3,55,916.80
Printing and Stationery	3,56,829.24	4,06,159.74
Professional Charges	11,63,693.00	8,68,844.80
Professional tax		
Rent A/c	23,47,574.00	22,37,730.44
Repairs and Maintenance	5,47,687.49	10,34,565.44
Sales tax Expenses	8,16,000.00	3,93,851.07
Secretarial Audit Fee		
Security Service Charges	1,67,260.00	1,63,879.92
Service Charges	27,26,191.00	14,14,579.00
Service Expenses	7,91,268.41	8,95,617.76
Sitting Fee	90,000.00	1,91,000.00
Staff Welfare Expenses	2,23,011.00	3,82,971.53
Telephone, Fax and Email	9,75,655.33	13,00,290.65
Training Expenses	60,458.00	2,95,956.26
Travelling Expenses	65,30,636.18	54,16,574.48
TOTAL	273,23,984.38	250,53,541.00

Notes forming part of the financial statements for the year ended
 (All amounts are in Indian Rupees, unless otherwise stated)

	31 March 2019	31 March 2018
(b) Selling Expenses		
Advertisement	1,43,035.00	1,67,923.00
Bad Debts written off	29,96,443.00	3,79,554.00
Carriage Outwards	41,84,073.97	38,31,314.04
Commission	3,32,016.00	23,51,295.00
Courier Charges	1,89,570.56	1,47,966.56
Exhibition Expenses	4,56,821.18	67,451.04
Freight on Export	9,89,537.95	15,90,547.40
Installation Expenses	48,27,814.04	48,54,044.07
Liquidated Damages	50,000.00	0.00
Solar Project Expenses	6,49,467.01	280,35,336.68
Marketing Expenses	1,93,715.01	15,32,190.50
Marketing Incentive	2,91,036.00	2,01,237.00
Packing Materials	1,98,071.78	1,26,848.86
Rates and Taxes	1,77,171.43	94,791.12
Rebates and Discount	1,29,081.42	73,586.59
Tender Form Purchased	39,952.00	31,500.40
Sales Promotion Expenses	1,04,080.40	
Seminar Expenses		26,600.00
TOTAL	159,51,886.75	435,12,186.26
Total Other Expenses	432,75,871.13	685,65,727.26

Note 28 : EPS

Basic and Diluted EPS is calculated by dividing the net profit after taxes for the year under review with the number of outstanding shares

Net profit after taxes	401,90,842.36	367,21,500.90
Number of Shares	119,13,750	119,13,750
Earnings per Share	3.37	3.08

ADTECH SYSTEMS LIMITED

2/796, Second Floor, Sakshi Towers, First Main Road, Kazura Gardens, Neelankarai, Chennai 600 041

CASH FLOW STATEMENT

(All amounts are in Indian Rupees, unless otherwise stated)

Cash Flow Statement as at	31st March 2019	31st March 2018
Cash Flow from Operating Activities		
Net profit before tax as per Statement of Profit and Loss	401,90,842.36	367,21,500.90
Adjustments to reconcile profit before tax to cash generated by operating activities		
Depreciation and amortisation expenses	41,10,320.19	18,69,481.24
Loss on Sale of property, plant and equipment	6,16,768.83	
Tax Expense	165,64,686.00	191,75,957.00
Change in Inventories of finished goods, work in progress, stock in trade		
GST Transitional Credit	-	30,53,713.00
Finance Costs	6,77,879.89	19,99,267.17
Dividend Income (SBI Mutual Fund)	(6,91,435.78)	(18,38,318.40)
Interest Income	(26,84,130.38)	(37,60,580.00)
Operating Profit before Working Capital Changes	587,84,931.11	572,21,020.91
Net Change in :		
Inventories	(486,40,969.00)	29,78,098.17
Receivables	235,81,261.55	(925,33,575.40)
Other Financial Assets	(182,64,803.30)	86,75,302.61
Current Tax Assets	(168,96,888.33)	(101,43,755.44)
Trade Payables	130,66,817.89	542,95,409.80
Other Financial Liabilities	22,57,319.69	5,50,118.38
Other Liabilities & Provisions	176,08,311.00	180,36,611.00
Cash Generated from Operations	314,95,980.61	390,79,230.03
Income Tax	(141,69,896.00)	(164,96,377.00)
Net Cash provided by Operating activities	173,26,084.61	225,82,853.03
Cash Flow from Investing Activities		
Payments for purchase of property, plant and equipment	(212,59,761.70)	(394,83,289.21)
Net Change in Investments (Decrease)	304,35,713.04	215,19,636.60
Dividend Income (SBI Mutual Fund)	6,91,435.78	18,38,318.40
Net Change in Earmarked Deposits	282,32,544.82	(164,25,324.00)
Sale of property, plant and equipment	5,75,000.00	
Interest Income	26,84,130.38	37,60,580.00
Net Cash provided by/ (used in) Investing Activities	413,59,062.32	(287,90,078.21)
Cash Flow from Financing Activities		
Finance Costs	(6,77,879.89)	(19,99,267.17)
Dividend & Dividend Distribution Tax	(100,54,147.00)	(71,69,589.00)
Change in borrowings	(15,36,472.11)	(74,05,169.83)
Net cash flow from financing activities	(122,68,499.00)	(165,74,026.00)
Net Increase/Decrease in Cash	464,16,647.93	(227,81,251.18)
Add: Cash and Cash Equivalents at beginning (Opening Balance)	351,95,714.81	579,76,965.99
Cash and Cash Equivalents as at end (Closing Balance)	816,12,362.74	351,95,714.81

in terms of our report attached

for and on behalf of the Board of Directors

for Mahadev & Co

Chartered Accountants

Firm Regn No 001924S

Sd/-

C.Narayanan

Partner

Membership Number 028424

Place : Chennai

Date : 30 May 2019

Sd/-

M.R.Subramonian

Managing Director

Sd/-

S.Balamurali

Company Secretary

Sd/-

M.R.Krishnan

Executive Director

Sd/-

P.Vinaya Chand

Chief Financial Officer

Schedules forming part of the financial statements

Segmental Reporting

Amt in Rs Lakhs

	EAS		CCTV/ACS(C/I)		Solar		Others		Consolidated Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1. Segment Revenue										
(a) External Sales	3961.61	3750.59	885.41	1144.31	78.54	836.43	43.18	28.79	4928.55	5760.12
(b) Inter-Segment Sales										
© Total Revenue	3961.61	3750.59	885.41	1144.31	78.54	836.43	43.18	28.79	4968.74	5760.12
2. Total Revenue of each segment as a percentage of total revenue of all segments	79.73	70.41	17.82	28.78	1.58		0.87	0.50	100.00	100.00
3. Segment Result [Profit/(Loss)]	812.5	831.91	132.83	174.04	-64.32	-6.26	43.18	23.79	924.19	1,023.48
4. Unallocated Corporate expenses									397.86	476.50
5. Operating Profit									526.33	546.98
6. Interest Expense							9.57	25.62	9.57	25.62
7. Interest Income							0	0	26.84	37.61
8. Net Profit before taxes									543.60	558.97
9. Segment Assets	2,243.38	2,080.62	501.22	565.98	944.01	679.88	0	0	3,688.61	3,326.48
10. Segment assets as a percentage of total assets	36.37	36.56	8.13	9.95	15.31	11.95	0.00	0.00	0.00	58.46
11. Unallocated Corporate Assets										
12. Total Assets							0	0	2,478.92	2,363.88
13. Segment Liabilities	731.34	597.43	196.43	217.65	199.03	90.42	0	0	1,126.80	815.08
14. Unallocated Corporate liabilities									1,336.65	1,310.11

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

Note 1: Corporate Information

Adtech Systems Limited (formerly Adtech Power Systems Limited) (hereinafter referred to as “ASL” or “the Company”) was incorporated on 05th February 1990 in Chennai, Tamilnadu. The Company is an electronic system integrator and provides a wide range of solutions in electronic security systems with a pan India presence . The Company is also providing solutions in various types of Solar Projects. Corporate Identity Number (CIN) is U33111TN1990PLC018678. Paid up Share Capital of the Company is Rs. 1191.375 lakhs divided into 1191375 equity shares of Rs. 10/- each fully paid up.

The financial statements for the year ended 31st March 2019 were approved by the Board of Directors and authorized for issue on May 30, 2019

Note 2 :Significant Accounting Policies.

The financial statements for the year ended 31st March 2019 have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rule, as amended from time to time.. The Company has prepared these financial statements to comply in all material respects with the mandatory and relevant Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013 as mentioned above. Financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of its business and of the services provided, the Company has ascertained its operating cycle as 12 months for the purpose of classification of its assets and liabilities into current and non- current as per the requirement of Schedule III of the Companies Act, 2013

The Significant accounting policies followed by the Company are stated below.

a) Disclosure and Presentation of financial statements and use of estimates

Preparation of the financial statements requires the use of estimates, judgements and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the period and disclosure of contingent liabilities as at that date. The estimates and assumptions used in the financial statements are based upon the managements evaluation of the relevant facts and circumstances as the date of financial statements. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years. The financial statements for the year ended 31st March 2019 are prepared and presented in the format prescribed Schedule III of the Companies Act, 2013 . Previous year’s figures has also been reclassified in accordance with the disclosure and presentation requirements applicable for the current year.

b) Property , Plant and Equipment

Expenditure which are of a capital in nature are capitalised at a cost, which comprises of purchase price, import duties, levies and any directly attributable cost of bringing the property, plant and equipment to its working conditions for the intended use. None of the property, plant and equipment have been revalued during the year under consideration.

c) Depreciation

Depreciation on property, plant and equipment held for own use of the Company is provided on written down value method as per the useful years of life of the assets and in the manner prescribed under Schedule II of the Companies Act, 2013.

The Company has adopted the following as the useful years of life to provide depreciation on its fixed assets as provided in Schedule II of the Act.

SI No	Description of the Asset	Useful years of life
01	Furniture and Fittings	10 years
02	Computer Systems	3 years
03	Tools and Fixtures	5 years
04	Power Control Accessories	5 years
05	Office Equipments	5 years
06	Motor Car	8 years
07	EPBEX	5 years
08	Building Renovation	10 years
09	Software	3 years
10	Solar Plant	15 years

[d] Inventory Valuation

Inventories are stated at cost or net realisable value whichever is less and are based on physical verification conducted by the management.

[e] Financial Assets

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash and cash equivalents in the Cash Flow Statement comprise cash in hand, deposits with bank and cash equivalents with an original maturity of less than one year held for the purpose of meeting short term cash commitments.

[f] Cash flow statement

Cash flows are reported using the indirect method, whereby profit after tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past future cash receipts or payment. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

[g] Investments

The Company has made an inter corporate deposit with M/s Muthoot Capital Services Limited of Rs 161.76 lakhs on 30th March 2019 for a period of 3 months which carries an interest rate of 9 percent per annum out of the surplus funds. The deposit is classified under the head "Short Term Loans and Advances" in the Balance Sheet.

[h] Foreign exchange transactions :

- a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transactions.
- b) Monetary items denominated in foreign currencies at the year end and not covered by forward exchange contracts are translated at year end rates. The Gain/loss on settlement /reinstatement are capitalized if such liability relates to acquisition of fixed assets and charged to revenue in other cases.

[i] Prior period income and Exceptional Items

Prior period income Rs Nil lakhs (PY Rs.Nil).Exceptional Items Rs. 126,546 (PY Rs.23,21,182) represents amount paid towards service tax and interest paid consequent to demand raised by Service Tax Department during audit for the two year period ending 31st March 2017.

[j] Revenue recognition

1. Revenue on sale of goods on acceptance by the transferee of receipt of goods and terms and conditions of sale.
2. Service income is recognised on redressal of customer complaint and acceptance of service charges.
3. Revenue from Annual Maintenance contract are recognized pro-rata over the period of contract and to the extent to which it is applicable for the year under consideration.

[k] Taxation

Tax expense (tax saving) is the aggregate of the current year tax and deferred tax charged (Debited) to the statement of Profit and Loss for the year.

Current income tax is measured at the amount expected to be paid to the Income Tax authorities in accordance with the Income –tax Act, 1961. Provision for Income Tax for the period comes to Rs.141.70 lakhs (PY Rs.164.96 lakhs).

Deferred tax :The company provides for deferred tax liabilities on the basis of the tax effect of the timing differences resulting from the recognition of items in the financial statement and in estimating its current income tax provision. Deferred tax assets arising from timing differences are recognized to

the extent there is reasonable certainty that the assets can be realized in future. An amount of Rs. 23.94 lakhs has been debited to the statement of Profit and Loss on account of deferred tax .

[l] Employee Retirement and other Benefits.

- (i) Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the statement of Profit and Loss of the year when the contributions to the fund maintained by the Central Government is due. There is no other obligation other than the contribution payable to the trust.

- (ii) Gratuity

Liability for Gratuity in respect of employees of the Company has been covered under the Group Gratuity cum Assurance Scheme by the Life Insurance Corporation of India and the Contribution is recognized in the Statement of Profit and Loss. The Company has made provision for gratuity for a total amount of Rs.60.09 lakhs (current year provision Rs. 11.92 lakhs) as per actuarial valuation made by LIC of India. An amount of Rs.55.30 lakhs has been paid by the Company to LIC of India Group Gratuity Fund (current year contribution 11.92 lakhs). Value of the Gratuity Fund as on 31st March 2019 is Rs.70.58 lakhs which includes interest credited to fund by LIC year on year.

- (iii) Leave Encashment Benefit

The Company has a leave encashment policy whereby leave not availed of can be carried forward/encashed for a period not exceeding forty days. The unavailed leave can either be utilized by the employee or encashed within a period of 3 years from the date on which it has fallen due. The liability on account of such unavailed/unencashed leave salary as on 31st March 2019 is Rs 25.27 lakhs (PY 26.52 lakhs) For which provision has been made in the accounts.

- (iv) Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Contributions to the provident fund are charged to the Statement of Profit and Loss for the year when the contributions are due in accordance with the fund rules. The Company has no obligation other than the contribution payable to the provident fund.

- (v) The Company also contributes to the Employees State Insurance Corporation on behalf of its employees.

- (vi) The Company does not have any other employee retirement benefit schemes other than those listed above.

- (m) Segment Accounting Policies

The Company had been so far operating mainly in one single segment viz Supply and integration of Electronic Security Systems. In 2017, the Company diversified into Solar business .Though not strictly necessary, the Company has, for as a measure of providing greater understanding, divided this segment into two viz the “Electronic Article Surveillance Systems “(EAS) used for providing security to the retail segment and the “Commercial Industrial (C/I) for providing security solutions for industrial use.

Segment accounting policies are in line with the accounting policies of the Company. Hence the Company is reporting business financials under the three segments of EAS, CI and Solar . The following specific accounting policies have been followed for segment reporting.

- (i) Segment revenue includes sales, service and other income directly attributable to the segment. Income which cannot be allocated to segments is included in “Unallocated Corporate Income”.
- (ii) Expenses that are directly allocable to segments are considered for determining the segment result. The expenses which relate to the company as a whole and not allocable to segments are included under “Unallocable Expenditure”
- (iii) Segment assets and liabilities are those which are directly identifiable with the respective segments. Unallocable corporate assets and liabilities are those which relate to the company as a whole and not allocable to any segment.

(n) Impairment of Assets

The Company has reviewed the carrying amounts of assets at each Balance Sheet date to ascertain impairment based on internal and external factors, An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. An asset’s recoverable amount is the higher of an asset’s net selling price and its value in use.

In the opinion of the Management, on the basis of an assessment of the net selling price, there is no impairment in the value of fixed assets of the Company

(o) Related party transactions

Disclosures are made as per the requirements of the Indian Accounting Standard 24 ‘Related Party Disclosures”

During the year, the Company has entered into certain transactions with related parties. Those transactions along with the related balances as at March 31st, 2019 and for the year then ended are presented in the following table:

The Company does not have any subsidiary.

Promoters and Key Management Personnel

Mr.M.R.Subramonian,Managing Director
 Mr.M.R.Krishnan,Executive Director
 MrM.R.Narayanan, Chairman
 S.Balamurali,Company Secretary
 P.Vinaya Chand, Chief Financial Officer

Associates/entities owned or significantly
 Influenced by key management personnel or their
 Relatives

Transdot Private Limited
 APT Micro Solutions Limited
 Floatels India Pvt Limited
 Hoteltek Beverages Pvt Ltd
 KK Assets Private Limited
 Floatels Engineering Pvt Ltd
 PR Holiday Homes Pvt Ltd
 Poovar Ayurveda Centre&HotelsPvt Ltd
 Perumbalam Resorts Pvt Ltd
 Peldrive Security Solutions Pvt Ltd
 Ramakkal Resorts P Ltd
 Sesa Food P Ltd
 Star Micronix

Summary of transactions with the above related parties during the year is as follows

Amount in Rs Lakhs

SI No	Nature of Transaction (Excluding Reimbursements)	Associates	Key Managerial Personnel/Relative	Others	Total
01	Sales 2018 19	31.81	-	-----	31.81
	2017-18	2.43	-----	-----	2.43
02	Purchases/services 18-19	Nil	Nil-	Nil	Nil
	17-18	Nil	Nil	Nil	Nil
02	Payment to Key Managerial Person/Relative 2018 19	Nil	121.06	-----	121.06
	2017 18	Nil	111.55	----	111.55

Balance as on 31st March 2019

SI No	Nature of Transaction	Associates	Key Managerial Personnel/Relative	Others	Total
01	Trade Receivables 2018 19	71.07			71.07
	2017-18	12.27		---	12.27
02	Land Advance	33.06			33.06
		33.06			33.06

(p) An amount of Rs. 568,142.50 is lying in the Unpaid Dividend Account with State Bank of India on 31st March 2019 towards the dividend declared and paid but not claimed for the financial years as detailed below.

Financial Year	Amount Unclaimed
2011-12 Final Dividend	19,860.00
2012-13	51,040.00
2013-14	101,640.00
2014-15	81,990.00
2015-16 Interim dividend	90,075.00
2016-17	113,312,50
2017-18	110,225

Previous year's figures have been regrouped and reclassified wherever necessary to facilitate easy comparison.

[q] Sales and Service Income	As at 31.03.2019	As at 31.03.2018
Value	Value	
in Rs Lakhs	in Rs. lakhs	
(a) Sale of goods		
Electronic Security goods traded	4451.77	4510.07

Solar Project Supply Income	66.63	842.60
(b) Service and Maintenance Income	407.24	378.66
Total Sales and Service Income	4925.64	5731.33

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[r]Contingent Liabilities not provided for :

- Liabilities against bank guarantees issued on behalf of the company for participating in tenders and given as performance guarantee comes to Rs 107.50 lakhs(Previous year Rs.99.37 lakhs-).Banks have marked lien on Company's fixed deposits to the extent of outstanding bank guarantee amount.
- The Company has received assessment orders for Kerala State VAT and CST for the years 2011-12, 2011-12, 2012-13,2013-14,2014-15 and 2015-16 demanding amounts as detailed in below statement due to non-submission of exemption forms and other reasons. The Company has preferred appeals against each assessment order and has given security deposit of 30/20 percent of the demand before the Deputy Commissioner (Appeals) as per details given in the table below. As the Company is confident that it will be able to submit the exemption forms before the appellate authority and is confident of a favourable verdict , it does not feel that the amounts demanded will be payable, due to which no provision is made in the accounts.

Name of the Statute	Nature of Dues and financial year to which it pertains	Forum where dispute is pending	Amount involved	Security Deposit made
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2011-12	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs.47,21,776	Rs. 14,16,533
Kerala VAT Act, 2003	Kerala Value Added Tax and interest for FY 2011-12	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs. 38,84,056	Rs. 14,48,367
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2012-13	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs. 18,84,438	Rs. 565,332
Kerala VAT Act, 2003	Kerala Value Added Tax and interest for FY 2012-13	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs. 20,89,713	Rs.626,914
Kerala VAT Act, 2003	Kerala Value Added Tax and Interest for FY 2013-14	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs.43,54,012	Rs. 870,803
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2013-14	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs 792,756	Rs. 134,366
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2014-15	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs. 18,13,457	Rs.362.692
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2015-16	Deputy Commissioner, Appeals, Thiruvananthapuram	Rs. 38,35,808	Rs.767,162
		Total	Rs,233,76,016	Rs.61,92,169

- Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.208.73 lakhs (Previous Year Rs.11.85) on account of construction of own office building.
- There is no outstanding (Previous year Rs.Nil/-) as on 31st March 2019 towards letters of credit opened by the Company for purchases effected during the year.

[s] Expenditure in Foreign Currency.

	2018-2019 inRs. Lakhs	2017-18 in Rs Lakhs
(a) Foreign Travel Expenses	26.32	22.00
(b) Amount paid for import of raw materials	1007.22	708.99
	1033.54	730.99

[t] Earnings in Foreign Currency

Export Sales	693.26	865.45
Sales Incentives on Orders placed by Customers on Overseas Principals	20.27	0.00

[u] Value of imports calculated on CIF basis

(a) Purchases	1096.01	1275.52
(b) Capital Goods	Nil	Nil
	-----	-----
	1096.01	1275.52

[v] Percentage of Consumption of traded goods

	Value In Rs lakhs	% to total Consumption Current year	Value in Rs.lakhs	% to total consumption Previous Year
Imported	1756.46	52.01	983.11	24.87
Indigenous	1620.56	47.99	2969.43	75.13
	-----	-----	-----	-----
	3377.02	100.00	3952.54	100.00
	=====	=====	=====	=====

There are no individual items accounting for more than 10% of traded goods.

[w] Managerial Remuneration

As per resolution adopted at the 25th Annual General Meeting of the Company held on 30th September, 2016 the Managing Director and Executive Director are to be remunerated as per Section 309 read with Section 198 of the Companies Act, 1956 subject to overall ceiling of 5 percent of the net profits for the year per managerial person to be calculated in the manner set out in Section 349 of the Companies Act, 1956. As adequate profits are not available, the managerial remuneration has been provided within the limits specified under and in compliance with Schedule V of the Companies Act, 2013

Managerial Remuneration Paid	2018-19	2017-18
M.R.Subramonian	40.00 lakhs	36.25 lakhs
M.R.Krishnan	40.00 lakhs	36.25 lakhs
Commission/Sitting fee to non working Directors (including service tax)	4.90 lakhs	7.90 lakhs
	-----	-----
	84.90 lakhs	80.40 lakhs
	=====	=====

[x] Auditors Remuneration	2018-19	2017-18
Audit Fee	Rs.1.00 lakhs	Rs.1.00 lakhs
For Taxation	Rs.4.75 lakhs	Rs.4.00 lakhs
Internal Audit Fee	Rs.2.00 lakhs	Rs.2.08 lakhs

[y] Balances under Debtors, Creditors and Loans and advances are subject to confirmation and reconciliation.

[z] Bad Debts :

An amount of Rs 29.96 lakhs has been written off as bad debts during the financial year(PY 3.80 Lakhs)

[za] Provision for Income Tax for the period comes to Rs.141.69 lakhs (PY Rs.164.96Lakhs).

[zb] Loans & Advances

The Company has entered into an agreement with M/s Star Micronix, a firm in which the Directors are interested, for the purchase of fixed assets of Star Micronix and an advance of Rs.33,05,662.00 has been made. The Company is in possession of the said fixed assets and the same has been mortgaged with M/s State Bank of India as collateral security for the cash credit facility availed by the company, though the same is yet to be registered in the company's name

[zc] The company estimates deferred tax charge /(credit) using the applicable rate of taxation based on the impact of timing differences between financial statements and the estimated taxable income for the current year. The net accumulated tax liability as at 31st March 2019 provided in the balance sheet is Rs.87.32 lakhs which is due to cumulative timing difference on account of depreciation.

[zd] Events occurring after the Balance Sheet Date

There are no material events that occurred after the Balance Sheet Date.

[ze] Amounts payable to Micro, Small and Medium Enterprises.

There are no Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues on account of Principal amount together with interest and hence no additional disclosures have been made. The above information has been determined on the basis of information available with the Company, which has been relied upon by the Statutory Auditors.

[zf] Details of Specified Bank Notes (SBN) held and transacted during the period from 08th November 2016 to 30th December 2016 as required by MCA Notification dated March, 30, 2017

A.Details of SBNs held and transacted during the period 08th November 2016 to 30th December 2016

(in Rs Thousands)

	SBNs	Other Denomination Notes	Total
Closing Cash in Hand as on 08 th November 2016	105	10.70	115.70
(+) Permitted Receipts	Nil	358.94	358.94
(-) Permitted Payments	45	294.64	339.64
(-) Amount deposited in Banks	60	Nil	60
Closing cash in hand as on 30 th December 2016	Nil	75	75

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

The Management Discussion and Analysis Report (MDA) is an integral part of, and is to be read along with, the Company's financial statements and has been prepared by the Management with the purpose of providing a descriptive explanation from the management's point of view, of how the company has performed in the past, its financial condition and its future prospects. This report should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in this report. The Company's financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) complying with the requirements of the Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI).

Some of the information contained in this MDA may contain forward looking statements. These forward- looking statements may include, among others, statements regarding our plans, costs, objectives or economic performance, or the assumptions underlying any of the foregoing. Forward looking statements are based on information available at the time they are made, on the date of this report, and should not be read as guarantees of future performance or results as they are subject to risks and uncertainties, many of them beyond our control. We do not undertake any obligation to publicly update or revise any forward looking statement except as expressly required by applicable laws.

Adtech Systems Limited is a leading solution provider in electronic security/ surveillance industry. We provide our clients with cost effective solutions for total security protection and also efficient after sales service which is difficult to match. The Company has also diversified into Solar Power Projects and is in the process of successfully commissioning 500 KW Floating Power Project in Banasura Sagar Dam, Wayanad for Kerala State Electricity Board. The Company has also undertaken projects to provide roof top solar projects across the Country.

The Company is a Public Limited Company having its registered office in Chennai, Tamilnadu. The Company had been listed in the regional stock exchanges of Cochin, Chennai and Ahmedabad all of which had to close down following exit order by the Securities and Exchange Board of India (SEBI). The Company has subsequently listed its equity shares in Metropolitan Stock Exchange of India Limited, Mumbai

Financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable. Accounting policies have been consistently applied, except where a newly issued accounting standard is initially adopted or a change in an existing accounting standard requires a corresponding change in the accounting policy hitherto in use.

GLOBAL ECONOMY

In the year under review, global economic activity showed signs of recovery and is expected to continue to recover from the stagnancy which it experienced in the earlier years. Robust Global demand is expected in the coming years which will be matched with increased supplies, coupled with reasonable inflation and optimistic financial markets. We expect margins to shrink in view of intensely competitive markets. Taking on competition by reducing prices has increased our export revenues. Inflation stayed more or less constant and commodity prices show declining trend in the years to come.

INDIAN ECONOMY

India's economy became one of the world's fastest growing economy and is ranked 100th out of 190 countries in the World Bank's ease of doing business Index. Indian economy has grown 6.8 % during the financial year 2018-19 and is projected to grow by 7.0 % in the fiscal year 2019 and 7.2 % in the fiscal year 2020.

The temporary setbacks due to demonetisation has already been overcome and is giving its positive results by way of increased tax revenues and improving credit growth. Introduction of GST has supplemented benefits arising out of demonetisation by way of reduction in business costs due to availability of input tax credits on all business expenditure.

OUTLOOK ON INDUSTRY

While the India Government has been taking several new initiatives to strengthen the economy, they are long terms measures. However, these measures have affected the country's economy which are believed to be affecting in the short-term period. These measures are expected to give positive results towards the last quarter of the year onwards. We expect the revival in economy giving a boost to our Commercial, Industrial and Solar business. The retail segment has been witnessing a gradual growth since last year. The various measures taken by the Government in the last budget is expected to strengthen the Retail Industry which will in turn benefit Adtech's retail business.

OUTLOOK OF ADTECH SYSTEMS LIMITED

Adtech has this year given a major thrust to winning large value C/I projects especially in the government and defence sectors.

It has appointed a senior person as V.P. Projects to work exclusively for winning large value project orders. Adtech has also given thrust to adding more products to be sold under the Silver partner programme. This is essentially adding new products which could be sold thru. the Dealer channel sales.

All the above initiatives are expected to bring a minimum sales growth of 25% this financial year.

OPPORTUNITIES AND THREATS

The Company is engaged in providing sophisticated solutions in the electronic surveillance segment . Due to statutory requirements, need for protection by way of electronic security solutions is increasing not only among corporates but also among individuals. The Company seeks to make full use of this growing awareness of the requirement of electronic security protection. The Company provides integrated solution and employs professional work force. We now cater to numerous corporates as their exclusive electronic security solutions provider which position is not unassailable. Constant attempts both from the organised and unorganised sector remains a threat to our business and earnings. The Team works hard to retain the customers which affects by providing the latest solution at the best price and support.

RISK FACTORS AND CONCERNS

Our success largely depends on the continued services and performance of our management, our technical team and other key personnel as our business is revolving around technical capabilities of our personnel's which is human approach to be precise with. The loss of service of the management, our technical team and key personnel could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

The growth of our business depends on the operations to realize our vision of attaining size and to improve our cost competitiveness. In order to achieve such future growth, we need to effectively manage our new project, our resources and accurately assess new markets, attract new customers, obtain sufficient financing, control our input costs, maintain sufficient operational and financial controls and make additional capital investments to take advantage of anticipated market conditions and keep on learning and inventing on technology. We expect our growth to place significant demands on our management and other resources. Any inability to manage our growth could have an adverse effect on our business, financial condition and results of operations.

The cost of implementing any new technologies could be significant and could adversely affect our business and financial condition. While we regularly upgrade our technology, the emergence of newer technologies could render our current technology ineffective or obsolete and may adversely affect the cost structure and competitiveness of our products and services. Changes in technology with which we are unable to keep pace, or which render our products and services less useful to customers and the market, could affect our growth, business, financial condition and results of operations.

We commit resources to projects prior to receiving advances or other payments from customers in amounts sufficient to cover expenditures on projects as they are incurred. We may be subject to working capital shortages due to delays or defaults in

customer payments. If customers default in their payments on a project to which we have devoted significant resources or if a project in which we have invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our business, financial condition and results of operations.

The input costs of the products/services of the Company may increase due to *various reasons. In case the Company is not able to pass on such increase to the consumers because of competition or otherwise, it may affect the profitability of the Company.

Competition would have an adverse impact on our business and financial performance. The industry, in which we are operating, is highly and increasingly competitive and unorganized and our results of operations and financial condition are sensitive to, and may be materially adversely affected by, competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The philosophy we have with regard to internal control systems and their adequacy has been formulation of effective systems and their strict implementation to ensure that assets and interests of the Company are safeguarded; checks and balances are in place to determine the accuracy and reliability of accounting data. The internal audit, an independent appraisal function to examine and evaluate the adequacy and effectiveness of the internal control system, appraises periodically about activities and audit findings to the Audit Committee. The Company's internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. The Audit Committee also holds discussions with statutory auditors, internal auditors and the Management on matters pertaining to internal controls, auditing and financial reporting.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company had till been operating in a single segment viz electronic security systems. In the current year, the Company has diversified into Solar Power business and has already received orders, details of which are mentioned elsewhere in this report.

The Company operates primarily in India, hence there is no other significant geographical segment that requires disclosure.

FINANCIAL PERFORMANCE

Sale and service of Electronic Surveillance Systems and accessories form major portion of income for the Company.

Total Income was Rs. 4995.66 lakhs during the financial year 2018-2019 as against Rs. 5793.14 lakhs for the previous year.

Total expenses for the year ended 31st March 2019 was Rs 4426.84 lakhs which consists of purchase cost of Rs. 3377.02 lakhs, employee benefit expenses 566.38 lakhs and other expenses Rs. 432.76 lakhs and depreciation Rs. 41.10 lakhs.

The Company has been sanctioned a cash credit facility of Rupees Five Crores and Fifty Lakhs, mainly meant to diversify into solar power projects, of which no amount has been utilised as at end of the year.

The Company has total manpower of 96 employees as on 31st March 2019. The Company had made most of its recruitments in the Marketing and Engineering divisions. Company has a reasonable salary structure and provides attractive incentives to help employees to build a career in the Company. The Company imparts proper training and development to all the new recruits and also imparts periodic training sessions so that employees are abreast with technical updates and remain competent. Your Company considers its employees to be the most valuable asset of the Company and appreciates their dedicated hard work.

For and on behalf of the Board of Directors

Sd/-

M.R.Narayanan
Chairman

Place Trivandrum
Date 14 August 2019

REPORT ON CORPORATE GOVERNANCE

Corporate Governance ensures transparency and accountability by the Company to its various stakeholders. The Board of Directors of your Company believe in good corporate governance since the good relationship between the Company Management and various stake holders of the Company is ensured by good corporate governance practices.

The Corporate Governance Report is pursuant to Regulation 27 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 and contains the details of Corporate Governance systems and practices followed by Adtech Systems Limited (ASL).

1.COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE.

Your Company believes in creating wealth for all its shareholders. In pursuit of this objective, the Policies of the Company are designed to strengthen the ability of Board of Directors to supervise the management and to enhance long term shareholder value. All decisions are taken in the interests of the Shareholders. The Board and the management is aware of minority shareholder's interest and everything is done to enhance shareholders value.

The Company believes in and practices good corporate governance. The Company's philosophy is aimed at assisting the top management in the efficient conduct of its business and fulfilling its obligations towards the Government, its shareholders, employees and other stakeholders.

Your Company believes in Integrity, Accountability, Transparency, Confidentiality, Control and Social Responsibility.

Your Company ensures that timely and accurate disclosure is made on all material regarding the corporation including the financial situation, performance, ownership and governance of the company. The Company believes that a strong and independent Board and transparent accounting policies will preserve the stakeholder value and enhance their trust and confidence.

Our corporate mission statement describes the future perspectives, strategy and values. We believe in practicing a set of values that form the basis of our actions and corporate culture.

Your Board believes that Corporate Governance is a powerful medium of sub-serving the long-term interests of its stakeholders for the attainment of transparency, accountability and equity in all facets of its operations by enhancing and sustaining its corporate value through growth and innovation.

2.Board of Directors

There are six Directors on the Board having vast knowledge and experience in different fields of marketing, finance, law and management. As required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has an optimum combination of executive and non- executive directors with three Independent Directors. As per Section 149(1) of the Companies Act,2013 and Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt.PK.Anandavally Ammal is appointed to the Board as Woman Director.

The Composition and category of Directors on the Board of the Company for the FY 2017-18 were as under

Name of Director	Category
Shri.M.R.Subramonian, Managing Director	Promoter and Executive Directors
Shri.M.R.Krishnan, Executive Director	
Shri.M.R.Narayanan, Chairman	Promoter, Non Executive –Non Independent Director
Shri.N . Suresh	Non- Executive Independent Directors
Shri.K.Manmathan Nair	
Shri.PK.Anandavally Ammal	

Pursuant to Sections 149,150 and 152 of the Companies Act, 2013, the Company has three Independent Directors appointed at the 23rd Annual General Meeting held on 24th September 2014. The tenure of appointment is for a period of five years. All the three Independent Directors term of office expires on 23rd September 2019 and being eligible for re-appointment, have been proposed for re- appointment in the ensuing Annual General Meeting.

The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company www.adtechindia.com

As per Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Independent Directors of the Company shall meet once in a year without the presence of Non-Independent Directors and members of the management. Such meetings are conducted informally to discuss matters pertaining to the Company and to review the performance of Non- Independent Directors.

The Independent Directors of the Company met on 29th March 2019. The meeting has inter-alia reviewed the performance of Non-Independent Directors and the Board as a whole, performance of the Chairman and assessed the relevance and timeliness of flow of information from the management to the Board of Directors.

As per Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has familiarised the Independent Directors with the Company's policies and procedures by providing necessary documents, brochures, reports and internal policies. During the year, the Company imparted refreshment/development to its Independent Directors. Details of such programme is posted on the website of the Company.

Pursuant to Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has in place a Code of Conduct for Directors and Senior Management. The code is intended to focus the Board and Senior Management on areas of ethical risk, provide guidance to Directors and Senior Management to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct and helps to foster a culture of honesty and accountability.

Based on the confirmation certificate received from the Directors and Senior Management under Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a declaration by Managing Director confirming adherence to the Code of Conduct is enclosed herewith as Annexure 1. The Code of Conduct for Directors and Senior Management personnel is posted on the website of the Company.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION,PROHIBITION AND REDRESSAL) ACT, 2013

The Company has 07 women employees in various cadres as on 31st March 2019. The Company has zero tolerance towards sexual harassment at the work place. The Company has constituted an Internal Complaint Committee in line and in compliance with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Attendance and other relevant details of each Director

During Financial year 2018-19, 4 meetings of the Board of Directors were held on the following dates 30th May 2018, 14th August 2018, 14th November 2018 and 14th February 2019 .

Attendance at the Board meetings held during 2018-19 and last AGM and also the number of Directorships and Committee positions held by them in other Public Limited Companies are given below

Name of Directors	No of Board Meetings during FY 2018-19		Whether attended Last AGM	Sitting Fee paid during FY 2018-19	No of Director ships in other Public Limited Companies	No of Comittee positions in other Public Companies	
	Held	Attended				Chairman	Member
Mr.M.R.Narayanan	4	4	YES	NIL	1	0	0
Mr.M.R.Subramonian	4	4	YES	NIL	1	0	0
Mr.M.R.Krishnan	4	2	YES	NIL	0	0	0
Mr.N.Suresh	4	3	YES	30,000	0	0	0
Mr.K.M.Nair	4	3	YES	30,000	1	0	1
Ms.PK.	4	3	YES	30,000	0	0	0
Anandavally Ammal							

Based on the confirmation certificate received from all the Board members in accordance with the provisions of Section 165 of the Companies Act, 2013 and Regulation 25(1) and 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a declaration by the Managing Director confirming the compliance of above provisions is enclosed herewith as Annexure 2.

3. Audit Committee

Composition of the Audit Committee is as follows

Name of the Members	
Shri.N.Suresh	Chairman
Shri.M.R.Subramonian	Member
Smt P.K.Anandavally Ammal	Member

The Audit committee consists of two Non-Executive Independent Directors, one of whom is the Chairman. All the members of the Committee possesses accounting or related financial management expertise. The Committee met four times during the financial year 2018-19 dates 30th May 2018, 14th August 2018, 14th November 2018 and 14th February 2019 in which meetings, all the members were present.

The terms of reference of Audit committee in accordance with Section 177(4) of the Companies Act, 2013 and Regulation 18(3) read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
2. Review and monitor the auditor's independence and performance, and effectiveness of audit process and discussions thereon;
3. Examination of the financial statement and the auditor's report thereon;
4. Approval or any subsequent modification of transactions of the company with related parties;
5. Scrutiny of inter-corporate loans and investments;
6. Valuation of undertakings or assets of the Company;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and or debt;
9. Discussion with internal auditors of any significant findings and follow up thereon;
10. To review the functions of Whistle Blower mechanism;
11. To carry out such other functions as may be referred to it.

There was no situation where the Board has not accepted the recommendation of the Audit Committee.

The Company Secretary of the Company acts as Secretary to the Committee.

4. Nomination and Remuneration Committee and policies

The Board had constituted a Nomination and Remuneration Committee on 14th August 2014 pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Committee met once during the financial year on 14th August 2018. The composition of the Nomination and Remuneration Committee is as under. All the committee members attended the meeting held on 14th August 2018.

Name of the Members	
Shri.N.Suresh	Chairman
Shri.M.R.Narayanan	Member
Smt.P.K.Anandavally Ammal	Member

The Committee has the following terms of reference.

Formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to remuneration of Directors, Key Managerial Personnel and other employees.

- a. Formulation of criteria for evaluation of Directors, Chairman, Managing Director and Executive Director, Board as a whole and various Committees of the Board. Based on the recommendations of the Committee, the said Policy on Nomination and Remuneration and Evaluation of Directors was adopted by the Board.
- b. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management positions in accordance with the criteria laid down.

The Committee has adopted the following criteria for selection of Members on the Board of Directors of the Company and also candidates eligible to be appointed in the Senior Management of the Company

(i) Criteria for Selection of Directors

Before making a recommendation to the Board for appointment of any Director, the Committee shall ensure that

- (a) The candidate possesses appropriate skills experience and knowledge in one or more fields of managerial/business/administrative/legal/finance qualifications and experience over two decades ;
- (b) The candidate shall be free from any disqualification as provided under Sections 164 and 167 of the Companies Act, 2013;
- (c) In the case of appointment of an Independent Director, the candidate meets the conditions of being independent as stipulated under Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement)Regulations, 2015
- (d) The candidate also complies with the "Fit and Proper" criteria as laid down by the policy of the Company.

(ii) Criteria for Selection of Senior Management Personnel

The term Senior Management shall have the same meaning as provided under the explanation to Section 178 of the Companies Act, 2013

The Committee shall, before making any recommendation to the Board for appointment, should ensure that the candidate has the attributes set forth below

- (a) The candidate should have a minimum experience of 10 years in any of the areas viz electronic security related, financial management, legal, sales, marketing, procurement, research, technical operations or such other areas which in the opinion of the Committee are relevant for the Company's business; and
- (b) The candidate should possess qualities that demonstrate leadership skills, effective communication skills, hard work, commitment and such other attributes which in the opinion of the Committee are in the interest of the Company.

The Committee makes its recommendation to the Board if it finds that a candidate meets the criteria for appointment.

The Board of Directors has carried out an annual evaluation of its own performance, its Committees and individual Directors pursuant to the provisions of Section 178(3) of the Companies Act, 2013. All the Directors have provided inputs to the questionnaire seeking information on criteria such as Board Composition and structure, Board Processes and procedures, effectiveness of the Board, etc

The Board and Nomination and Remuneration Committee reviewed the performance of the individual Directors interalia, on the basis of understanding and knowledge of the market in which the Company is operating, ability to appreciate the working

of the Company and the challenges it faces, attendance to meetings, extent of participation and involvement in the meetings and ability to convey one's views and flexibility to work with others. The performance of the Committees was evaluated by the based on the composition of the Committees, effectiveness of the Committee meetings with respect to the terms of reference and conduct of the meetings and the procedures followed.

Remuneration Policy

(i) Remuneration of Managing Director and Executive Director

Committee takes into consideration the performance of the Company, the ability to lead the team, past remuneration, the comparative remuneration profile in the industry subject to the condition that overall remuneration shall be in accordance and within the limits stipulated under the Companies Act, 2013

(ii) Remuneration to Non Executive Directors

Remuneration to Non Executive Director is paid subject to the limits stipulated under the Companies Act, 2013 and based on level of participation in the affairs of the Company.

Remuneration to Independent Directors is restricted to sitting fees for attending meetings of the Board of Directors .

The Company does not at present have a provision of stock options.

(iii) Remuneration of Senior Management Personnel and KMP

The Remuneration of the Senior Management Personnel and KMP shall be in accordance with the Policy of the Company as is applicable to the employees. Performance of the business/function under his control is also considered while deciding remuneration.

Details of remuneration paid to Directors and KMP are mentioned elsewhere in this report.

Disclosures on remuneration and terms of appointment of Managing Director and Executive Director as stipulated in Section III of Part II of Schedule V of the Companies Act, 2013

(a) All elements of remuneration package such as salary, benefits ,bonuses, stock options, pension, perquisites etc of all the Directors

Managing Director and Executive Director shall be paid remuneration as under:

In the event of adequate profits in a financial year, Managing Director and Executive Director shall be paid remuneration not exceeding the limits specified in Section 197 of the Companies Act, 2013 and as detailed below.

Where in any financial year during the currency of tenure of Managing Director or Executive Director, the Company has no profits or its profits are inadequate, following remuneration shall be paid to Managing Director and Executive Director as per terms of agreement executed with each of them subject to Section II Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

Salary 3,25,000 per month with an annual increase of upto 25 percent as recommended by the Nomination and Remuneration Committee.

Commission of upto 1 percent of net profits computed in the manner laid down in Section 198 of the Companies Act, 2013

Housing Rent Allowance, if applicable subject to 50 percent of salary.

Managing Director and Executive Director shall be eligible to avail Housing Loan as per rules of the Company as applicable to other employees

Medical reimbursement equal to one months salary in a year.

Leave Travel concession with family once in a year in accordance with rules of the Company.

Club fee subject to maximum of two clubs.

Leave on full pay as per rules of the Company.

Free Use of the Company's Car, free telephone facility and payment of electricity and water charges at residence, reimbursement of entertainment expenses incurred in the interests of the business of the Company.

(b) No severance fee or Notice period is provided.

Non Executive Non – Independent Directors shall be paid remuneration non exceeding 1 percent of the net profits of the Company computed as per provisions of Section 198 of the Companies Act, 2013.

Non Executive Independent Directors shall be paid only sitting fee for attending Board Meetings.

(c) The Company does not have any scheme for issue of Stock Options.

5. Stakeholders' Relationship Committee

Stakeholders' Relationship Committee was constituted pursuant to Section 178 (5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stakeholders' Relationship Committee comprises of the following directors:

Name of the Members	
Shri.N. Suresh	Chairman
Shri.M.R. Narayanan	Member
Smt. P.K. Anandavally Ammal	Member

During the year 2018-19, The Committee met once during the financial year on 14th February 2019. All the committee members attended the meeting held on 14th February 2019.

The Company Secretary acts as the secretary of the Stakeholders' Relationship Committee.

The terms of reference, powers and scope of the Stakeholders' Relationship Committee include:

- (i) To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- (ii) To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- (iii) To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and

The Company has a designated email id balamuralis@adtechindia.in for handling investor complaints on which investors can lodge their complaints.

The Company has in place an investor grievance redressal policy for the redressal of investor complaints in a timely manner.

Mr.S.Balamurali, Company Secretary is the Compliance Officer of the Company. He reviews the investor complaints on a fortnightly basis to find out whether the grievance has been resolved within the time specified the Investor Grievance Redressal Policy of the Company.

Pursuant to Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the status of investor complaints received and redressed during FY 2018-19 are as follows.

SL No	Particulars	No of Complaints
1.	Number of Investor Complaints pending at the beginning of the year (ie as on 01 April 2018)	Nil
2.	Number of Investor complaints received during the year	Nil
3.	Number of investor complaints redressed during the year	Nil
4.	Number of Investor complaints remaining unresolved at the end Of the year (ie as on 31st March 2019)	Nil

6. Corporate Social Responsibility (CSR)

As on 31st March 2019, the Corporate Social Responsibility (CSR) Committee of the Company, under Section 135 of the Companies Act, 2013, consists of two Non-Executive Directors, out of which one is Independent Director. The Committee has formulated a CSR Policy indicating the activities to be undertaken by the Company in accordance with Schedule VII to the Companies Act, 2013.

The CSR Policy of the Company, as approved and adopted by the Board, has been posted in the website of the Company.

In the year 2018-19, the committee met twice on the following dates and all the three committee members attended both meetings.

14th August 2018

14th February 2019

The Composition of the CSR Committee is given below.

Name of the Members	
Shri.M.R.Narayanan	Chairman
Shri.M.R.Subramonian	Member
Shri.N.Suresh	Member

The terms of reference of the CSR Committee in accordance with Section 135(3) of the Companies Act, 2013 are as under

- (1) Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- (2) Recommend to the Board the amount of expenditure to be incurred on the CSR activities referred to in (1) above, and
- (3) Monitor the CSR Policy of the Company from time to time.

7. Share Transfer Committee

The Stake holder's relationship Committee functions as the Share Transfer Committee in case of any disputes/clarifications that are received from Share Transfer agents of the Company. Share Transfers are delegated to the Share Transfer Registrar, who inspects the documents and registers all valid transfers within 30 days of receipt. The Company obtains from a Company Secretary in Practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8.Vigil Mechanism/Whistle Blower Policy for Directors and employees.

The Company is committed to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express those concerns without fear of punishment or unfair treatment. The Company has a proper vigil mechanism and whistle blower policy in place pursuant to Section 177(9) and 177(10) of the Companies Act, 2013 and Regulation 4(2)(d) (iv) and 34(3) read with Para 10 of part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The mechanism also provides for adequate safeguards against victimisation of Directors and employees who avail the mechanism and also provides for direct access to the Chairman of the Audit Committee in special cases. The said policy is available in the website of the Company www.adtechindia.com

9. GENERAL MEETINGS

Details of General Meetings held during the last three years are as follows

Financial Year ended	Date of meeting	Time	Venue
31 March 2018	29 September 2018	3.00 PM	Registered Office

31 March 2017	28 September 2017	3.00 PM	Registered Office
31 March 2016	30 September 2016	3.00 PM	Registered Office

Special Resolutions passed at the last three AGMs

SL No	Date of AGM	Special Resolution
01	29.09.2018	No Special Resolution
02	28.09.2017	No Special Resolution
03	30.09.2016	(i) Reappointment and increase in remuneration of Managing Director (ii) Reappointment and increase in remuneration of Executive Director

10 .CEO/CFO Certification

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr.M.R.Subramonian, Managing Director and Mr.P.Vinaya Chand, Chief Finance Officer had provided CEO/CFO certificate for the quarter and year ended 31st March 2019 which is annexed herewith as Annexure III

11. QUARTERLY COMPLIANCE REPORT

A comprehensive report on the status of compliance with all the applicable corporate laws by the Company is placed before the Board on a quarterly basis for their information and review.

DISCLOSURES

- There were no materially significant Related Party Transactions having potential conflict with the interests of the Company at large
- The Company has complied with all the applicable provisions of Companies Act, 2013, and Companies Act, 1956 to the extent applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable acts/provisions
- The Company has followed the Accounting Standards laid down by the Companies (Accounting Standards) Rules, 2006 (as amended) in preparation of the financial statements

12. Means of Communication

- Quarterly and annual audited financial results of the Company were published in Trinity Mirror (English Daily) and Makkal Kural (Vernacular Language)
- The results are displayed on the company's website at www.adtechindia.com.

13. REDRESSAL OF INVESTOR GRIEVANCES THROUGH SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES)

SCORES is a web based, centralised grievance redressal system of SEBI (<http://scores.gov.in>). SCORES enables investors to lodge and follow up their complaints and track the status of redressal of such complaints online. This enables the market intermediaries and listed Companies to check the complaints online from investors, redress such complaints and report redressal online. All the activities starting from lodging of a complaint till its closure by SEBI would be handled in an automated environment and the complainant can view the status of his complaint online. An investor, who is not familiar with SCORES, or who does not have access to SCORES, can lodge complaints in physical form at any of the offices of SEBI. Such complaints would be scanned and also uploaded in SCORES for processing.

14. (a) UNCLAIMED DIVIDENDS.

The Company had during the financial year 2018-19, transferred an amount of Rs.66,525 and Rs 36,990 lying in the unpaid

dividend account to Investor Education and Protection Fund (IEPF), being the unclaimed dividend for the year 2010-11 and Interim Dividend for the year 2011-12 respectively. Under the law, no claim for uncashed dividends can lie against either the Company or the IEPF after a period of seven years from the date of transfer to unclaimed dividend account. Therefore, shareholders who have not yet cashed their dividend cheques relating to the financial year 2011-12 and subsequent years are requested to contact the Company/Registrar and Share Transfer Agent.

All Shareholders are once again requested to contact the Company immediately so as to obtain duplicate dividend warrants so that unpaid dividends, if any, are fully paid out.

15. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

Compliance certificate on Corporate Governance provided by the Statutory Auditors of the Company confirming the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as Annexure IV

The Company does not have stock option scheme and therefore the same is not applicable

16. DATE OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company shall be closed from 16th September 2019 to 21st September 2019 (both days inclusive)

The relevant Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) have been substantially complied with by the Company.

17. GREEN INITIATIVES BY MCA

In compliance with the provisions of Section 20 of the Companies Act, 2013 and as a continuing endeavour towards the "Go Green" initiative, the Company proposes to send all correspondence/communications through email to those shareholders, who have registered their email id with their depository participants/Company's registrar and share transfer agent. In case the shareholders desire to have a printed copy of such communications, they may send requisitions to the Company. The Company shall forthwith send a printed copy of such communication to the respective shareholder.

18. GENERAL SHAREHOLDER INFORMATION

(a) 28th Annual General Meeting

Date	Time	Venue
21 st September 2019	3.00 PM	Registered Office of the Company
(b) Financial Year	01 st April 2018 to 31 st March 2019	
(c) Dividend Details	Dividend recommended @ 7 percent (Rupees 0.70) per equity share subject to approval at AGM .	
(d) Listing details	The Company is listed with Metropolitan Stock Exchange of India Limited, Mumbai The Company has paid listing fee of Rs. 55000 (including service tax) for the year 2018-19 and has also paid Rs. 64900 (including GST for the year 2018 19 within due dates.	
(e) Registration details :	The Company is registered in the state of Tamil Nadu as a public limited Company. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is U33111TN1990PLC018678.	
(f) Reconciliation of Share Capital Audit:	The Company has received certificate from a Company Secretary in practice on a quarterly basis for timely dematerialisation of the Company's shares and for reconciliation of the total equity capital with both the depositories and in physical mode with the total paid up capital as per books.	
(g) Dematerialisation of Shares:	The Company has arrangements with both National Securities Depositories Limited	

(NSDL) and Central Depository Services (India) Limited(CDSL) to establish electronic connectivity of shares for scripless trading. 89.26 % of shares of the Company were held in dematerialised form as on 31st March 2019.

(h) Since shares of the Company were not traded in any stock exchange, comparison of high and low prices is not available.

(i) Distribution of Shareholding as on 31st March 2019

Sl No	Category	No of Holders	% Holders	Shares	% Shares
1	upto 100	11	03.37	550	0.00
2	100-500	30	09.20	9450	0.08
3.	501-600	0	00.00	0	0.00
4	601-700	5	01.53	3250	0.03
5.	701-800	2	00.61	1500	0.01
6	801-900	1	00.31	900	0.00
7	901-1000	17	05.21	17000	0.14
8	1001-2000	33	10.12	55785	0.47
9	2001-5000	165	50.61	574450	4.82
10	5001-10000	23	07.06	175525	1.47
11	10001-20000	13	03.99	183325	154
12	20001-50000	13	03.99	451090	3.79
13	50001-100000	7	02.15	465050	3.91
14	Above 100000	6	01.85	9975875	83.74
	Total	326	100.00	11913750	100

Investors may write to the Company at balamuralis@adtechindia.in for any queries/grievances/communications

For any assistance regarding dematerialisation of Shares, share transfer, transmission, change of address, non receipt of dividend or any other query relating to shares or financial statements, the investors may contact

- (a) S.Balamurali
Company Secretary
Adtech Systems Limited
T C 5/2523, Golf Links Road, Kowdiar PO,
Trivandrum 695 003
Tel 0471 2433805/2433569
Email balamuralis@adtechindia.in
- (b) Integrated Registry Management Services Private Limited
Registrar and Share Transfer Agents
2nd Floor, Kences Towers, No 1, Ramakrishna Street
Off North Usman Road, T.Nagar, Chennai 600 017
Tel: 044028140801-803
Email corpserv@integratedindia.in

Annexure 1

Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

To
The Members
Adtech Systems Limited

I confirm that the Company has received from the members of the Board and Senior Management team of the Company, declarations of compliance with the Code of Conduct as applicable to them during the financial year ended 31st March 2019

Trivandrum
30 May 2019

sd/-
M.R.Subramonian
Managing Director

Annexure II

DECLARATION

To The Members of Adtech Systems Limited

I confirm that the Company has received from all the Directors, a declaration of compliance in accordance with the provisions of Section 165 of the Companies Act, 2013 and Regulation 25(1) and 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March 2019.

Trivandrum
30 May 2019

sd/-
M.R.Subramonian
Managing Director

Annexure III

CERTIFICATION BY CHIEF EXECUTIVE OFFICER/CHIEF FINANCE OFFICER

We hereby certify that for the quarter and financial year ended 31st March 2019, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that:-

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (3) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (4) .We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(5) We further certify that;

(a) There have been no significant changes in internal control over financial reporting during the year;

(b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

© There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed Company's internal control system over financial reporting.

Trivandrum
30th May 2019

Sd/-
M.R.Subramonian
Managing Director

sd/-
P.Vinaya Chand
Chief Finance Officer

ANNEXURE 4

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of Adtech Systems Limited

We have examined the compliance of the conditions of Corporate Governance by Adtech Systems Limited (the Company) for the year ended 31st March 2019 as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered by the Company with the stock exchange.

The compliance of the conditions of corporate governance is the responsibility of the management. Our examinations has been limited to a review of the procedures and implementation thereof, adopted by the company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as far as applicable to the Company.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s Mahadev & Co, Chartered Accountants,

Firm Regn No 001924S)

Sd/-
Membership No 028424

Place Chennai
Date 30th May 2019

ADTECH SYSTEMS LIMITED

CIN U33111TN1990PLC018678
 Regd Office: 2/796, Second Floor, A Wing, Sakshi Towers
 First Main Road, Kazura Gardens, Neelankarai, Chennai 600 041

ATTENDANCE SLIP

TWENTY EIGHTH ANNUAL GENERAL MEETING –21st SEPTEMBER 2019 AT 3.00 PM

Regd Folio No/Client ID No.....

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the TWENTY EIGHTH Annual General Meeting of the Company at 2/796, SECOND FLOOR, A WING, SAKSHI TOWERS, FIRST MAIN ROAD, KAZURA GARDENS, NEELANKARAI, CHENNAI 600 041 on Saturday 21st September 2019 at 3.00 PM.

Member's /Proxy's Name

Member's/Proxy's Signature

NOTE : Please fill this attendance slip and hand it over at the entrance of the hall.

..... Tear Here.....

ADTECH SYSTEMS LTD

Regd Office: 2/796, Second Floor, A Wing, Sakshi Towers
 First Main Road, Kazura Gardens, Neelankarai, Chennai 600 041

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U33111TN1990PLC018678

Name of the Company : Adtech Systems Limited

Registered Office : 2/796, Second Floor, A Wing, Sakshi Towers, First Main Road, Kazura Gardens, Neelankarai, Chennai 600 041

Name of the Member (s) :

Registered Address :

Email ID :

Folio/Client ID :

DP ID :

I / We, being the member(s) of..... shares of the above named company, hereby appoint

1. Name : E-mail ID :

Address

..... Signature :, or failing him

2. Name : E-mail ID :

Address :

.....

..... Signature :, or failing him

3. Name : E-mail ID :

Address.....

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on the 21st day of September 2019 at 3.00 p.m. at 2/796, Second Floor, A Wing, Sakshi Towers, First Main Road, Kazura Gardens, Neelankarai, Chennai 600 041 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Numbers	Particulars of Business		
Ordinary Business		For	Against
1	Adoption of Audited Statement of Profit and Loss Account for the financial year ended 31 st March 2019, Audited Balance Sheet as on that date together with Cash Flow Statement and report of the Board of Directors and Statutory Auditors thereon		
2	To Declare a Dividend on Equity Shares		
3	To Appoint a Director in place of Shri. M.R.Narayanan (DIN 00044926 who retires by rotation.		
Special Business			
4	Re-appointment of Shri N.Suresh (DIN00385139) as a Non-Executive Independent Director of the Company		
5	Re-Appointment of Shri.K.Manmathan Nair (DIN 00173417 as a Non_Executive Independent Director of the Company		
6	Re-Appointment of Smt P.K.Anandavally Ammal (DIN 06947217 as a Non-Executive Independent Director of the Company		

Signed thisday of2019

Signature of Shareholder.....

Signature of Proxy Holder

Affix
 Revenue
 Stamp

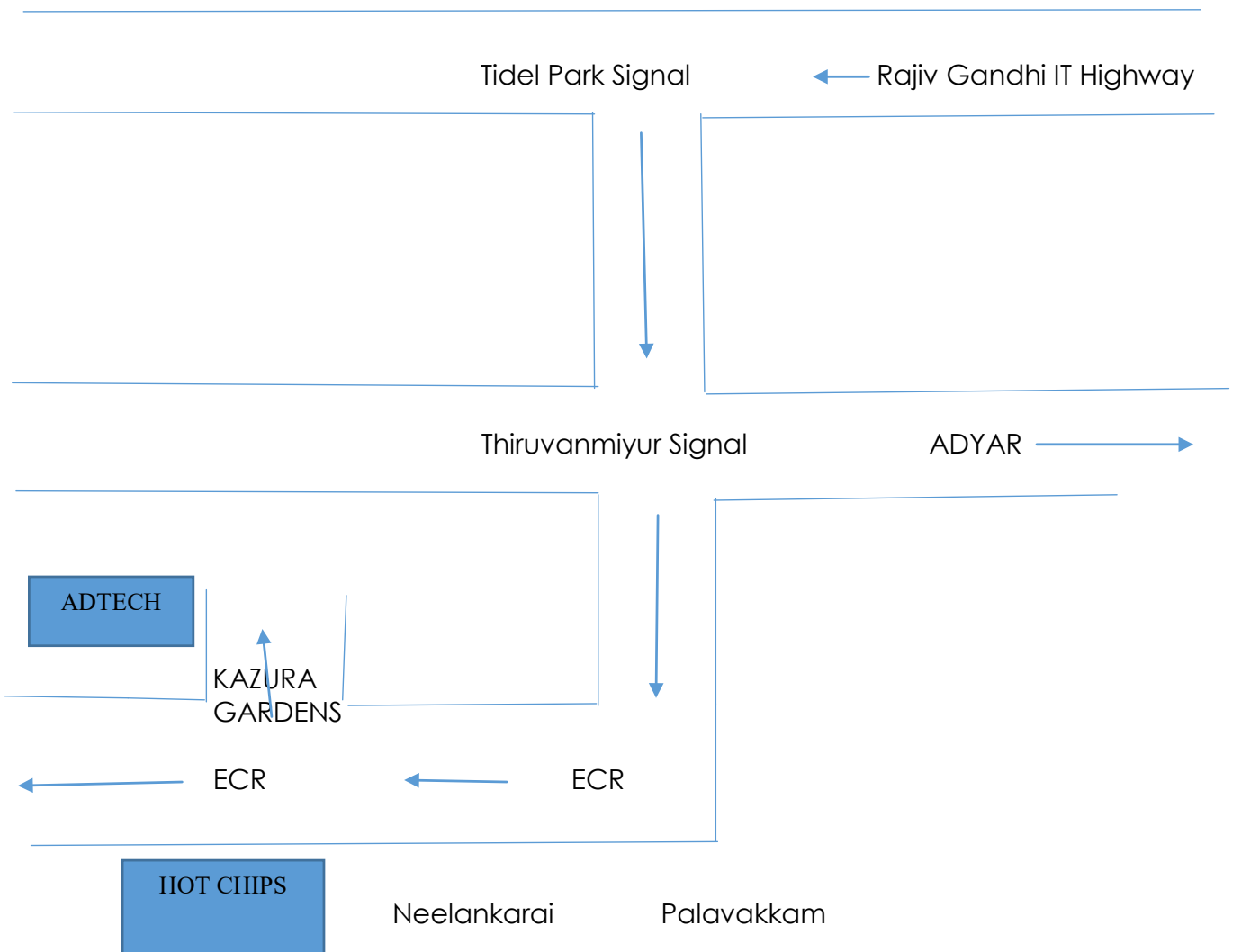
Note:- 1.This form in order to be effective should be duly stamped, completed and must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

2.It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

ADTECH SYSTEMS LIMITED
 Annual Report 2018-19

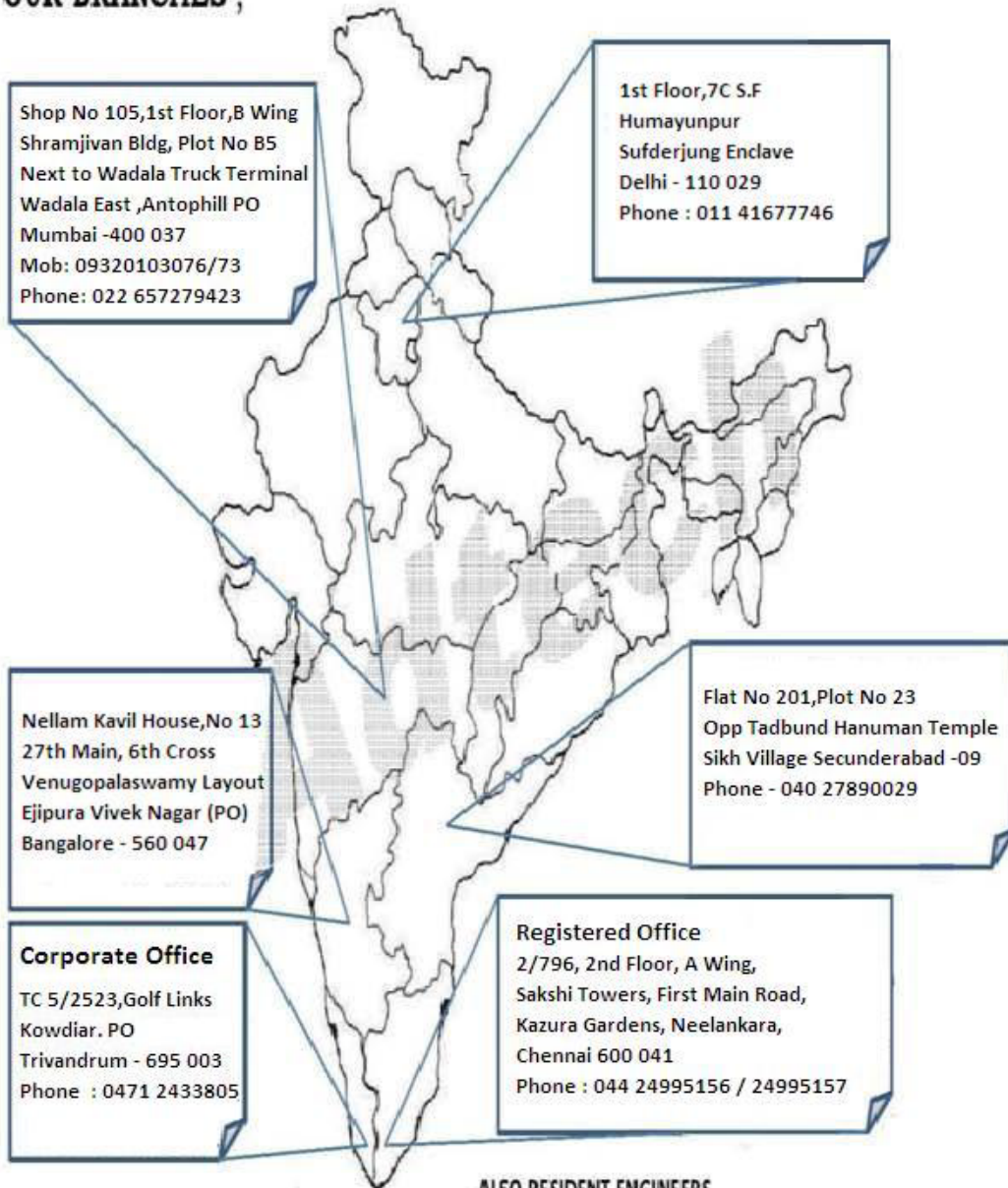
ADTECH SYSTEMS LIMITED
 2/796,SECOND FLOOR,A WING,SAKSHI TOWERS
 FIRST MAIN ROAD, NEELANKARAI,CHENNAI 600 041
 CIN L333111TN1990PLC018678
 LOCATION MAP of Venue of 28th Annual General Meeting

From Tidel Park Chennai



ADTECH SYSTEMS LIMITED
Annual Report 2018-19

OUR BRANCHES ,



ALSO RESIDENT ENGINEERS

@

**KOLKATA, PUNE, RAJKOT, INDORE,
COIMBATORE & COCHIN**

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