

32nd ANNUAL REPORT 2022-23



ADTECH
SYSTEMS LIMITED

An ISO 9001:2015 Company

We deliver products that help secure the world
Pioneers in Electronic Security

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CORPORATE INFORMATION

BOARD OF DIRECTORS

M. R. Subramonian <i>Managing Director</i>	M. R. Narayanan <i>Director</i>	M. R. Krishnan <i>Executive Director</i>
N. Suresh <i>Independent Director</i>	K. Manmathan Nair <i>Independent Director</i>	P K Anandavally Ammal <i>Independent Director</i>
Dr. M. Ayyappan <i>Independent Director</i>	Suresh T Viswanathan <i>Independent Director</i>	Harikrishnan R Nair <i>Independent Director</i>

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

BOARD COMMITTEES

Audit Committee	-	Shri. Harikrishnan R. Nair (<i>Chairman</i>) Dr. M. Ayyappan Shri. M. R. Subramonian
Nomination & Remuneration Committee	-	Shri. Suresh T. Viswanathan (<i>Chairman</i>) Shri. M. R. Narayanan Shri. Harikrishnan R. Nair
Corporate Social Responsibility Committee	-	Shri. Harikrishnan R. Nair (<i>Chairman</i>) Shri. M. R. Subramonian Shri. N. Suresh
Stakeholders Relationship Committee	-	Shri. M. R. Narayanan (<i>Chairman</i>) Shri. Harikrishnan R. Nair Shri. M. R. Subramonian
Statutory Auditors		M/s Mahadev & Co, Chartered Accountants, M. M. Complex, 57, Kodambakkam High Road, T. Nagar, Chennai - 600 017 (Firm Reg. No. 001924S)
Secretarial Auditor		M/s Sajee & Associates, Company Secretaries Sreesankaram, First Floor KRA 74, Opp Kaithamukku PO Athanalane, Thiruvananthapuram - 695 024

Bankers	State Bank of India, SME Branch TC 27/373-7, Andoor Building, General Hospital Road, Vanchiyoor PO, Thiruvananthapuram - 695 035
Registrar & Share Transfer Agents	M/s Integrated Registry Management Services Pvt. Ltd, 2 nd Floor, Kences Towers, North Usman Road, T. Nagar Chennai - 600 017
Registered Office	2/796, A Wing, Second Floor, Sakshi Towers, First Main Road, Kazura Gardens, Neelankarai, Chennai - 600 015 Phone - 91 44 2449 5156 / 2449 5157
Corporate Office (New)	EMMAR GRANDE, T.C. 30/1868(1), First Floor, Harita Giri, Kanjirampara PO, Trivandrum - 695 030 Phone - 91 471 2363805
Website	www.adtechindia.com
Email	mr@adtechindia.in
Shares listed with	Metropolitan Stock Exchange of India Limited Vibgyor Towers, 4 th Floor, Plot No. C-62 Opp. Trident Hotel, Bandra Kurla Complex, Bandra, Mumbai
Corporate Identification Number (CIN)	L33111TN1990PLC018678
ISIN	INE257C01014
GSTIN -	
1. Kerala	32AAACA5355K1ZU
2. Tamil Nadu	33AAACA5355K1ZS
3. New Delhi	07AAACA5355K1ZN

APPEAL TO SHAREHOLDERS

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. Shareholders may please contact the Company Secretary at balamuralis@adtechindia.in for duplicate dividend cheques.

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting (AGM) of the Members of ADTECH SYSTEMS LIMITED (“The Company”) (CIN: L33111TN1990PLC018678) will be held on Saturday, September 30th 2023, at 11:00 AM (IST), through Video Conferencing or Other Audio-Visual Means (VC/OAVM), to transact the below mentioned businesses.

The proceedings of the 32nd AGM shall be deemed to be conducted at the Registered Office of the Company at 2/796, Second Floor, A Wing, Sakshi Towers, First Main Road, Kazura Gardens, Neelankarai, Chennai - 600 115, which shall be the deemed venue of the 32nd AGM.

ORDINARY BUSINESS -

ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2023, 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 Board of Directors and the Statutory Auditors thereon.

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the audited financial statements of the Company for the Financial year ended 31st March 2023 and the reports of the Board of Directors and Auditors thereon as placed before this Annual General Meeting, be and are hereby considered and adopted”.

ITEM NO. 2: DECLARATION OF DIVIDEND

To declare a dividend of Re 1/- per share on the fully paid Ordinary (Equity) Shares of face value Rs.10/- each for the Financial year 2022-23

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT a dividend at the rate of Re 1/- (Rupee One Only) per equity share, i.e., 10 percent on the face value of Rs. 10/- (Rupees Ten Only) each, be and is hereby declared for the Financial year ended March 31, 2023, and the same be paid out of the profits of the Company for the Financial year ended March 31, 2023”

ITEM NO. 3: RE-APPOINTMENT OF DIRECTOR

To consider and re-appoint Shri.M.R. Narayanan (DIN: 00044926), who retires by rotation and being eligible, offers himself for reappointment.

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, if any(including any statutory modification(s) or enactment(s) thereof), and the Articles of Association of the Company, Shri M R Narayanan (DIN 00044926) who retires by rotation at the 32nd Annual General Meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as a Non-Executive Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS -

ITEM NO. 4: TO APPROVE CONTINUATION OF SMT. P.K ANANDAVALLY AMMAL (DIN: 06947217) AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR BEYOND THE AGE OF 75 YEARS

To consider and if deemed 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 Board of Directors and pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) approval of the shareholders of the Company be and is hereby accorded for continuation of directorship of Smt. P.K. Anandavally Ammal (DIN: 06947217) as Non-Executive Independent Woman Director of the Company beyond the age of 75 years till the expiry of her current term till September 23, 2024”.

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 5: APPROVAL FOR ENTRY INTO RELATED PARTY TRANSACTIONS BY THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to provisions of the Section 188 of the Companies Act, 2013 (The Act) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and read with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company by way of an Ordinary resolution be and is hereby accorded to the Board of Directors (hereinafter called “the Board” which term shall be deemed to include any Committee which the Board may constitute for the purpose) for execution of contracts by the Company with Trans Float Solar Private Limited (CIN: U29309TN2019PTC132492) with whom the Company has common directorship to sell, purchase, or supply any goods or material and to avail or render any service of any nature, whatsoever, as Board in its discretion may deem proper, subject to complying with the procedures to be fixed by the Board or its Committee, up to an amount and as per the terms and conditions mentioned under Item 5 of the explanatory statement with respect to transactions proposed, and annexed hereto with notice”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, things, deeds, matters, and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution”.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India read with Regulation 36(3) and 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)

In conformity with the provisions of Section 102(1) of the Companies Act, and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India read with applicable provisions of LODR, 2015, the following explanatory statement and Annexure A thereto setting out all material facts relating to the business mentioned under item no 3, 4 and 5 of the accompanying notice, should be taken as forming part of this Notice.

ITEM NO. 3: RE APPOINTMENT OF DIRECTOR SHRI. M. R. NARAYANAN (DIN: 00044926)

As required Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, particulars of Director, Shri. M. R. Narayanan (DIN: 00044926) who is proposed to be reappointed at this Meeting is given below-

Name	M. R. Narayanan
Age (Years)	72 years
Nationality	Indian
Date of Appointment	01.10.2023
Qualification	B. Tech
Expertise	Rich Experience of more than 35 years in technical matters, especially in electronics. Currently heads the renewable project division of the Company.
Other Directorships excluding foreign Companies	12
Relationship, if any between Directors inter-se	Brother of Shri M. R. Subramonian and Shri M. R. Krishnan
Shareholding in the Company	2227825 shares (18.70 % of paid up Capital)
Names of listed entities in which the person holds the directorship and the membership of Committees of the Board	Nil
Names of listed entities from which the person has resigned in the past three years	Nil

ITEM NO. 4: TO APPROVE CONTINUATION OF SMT. P.K ANANDAVALLY AMMAL (DIN: 06947217) AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR BEYOND THE AGE OF 75 YEARS

Smt. P. K. Anandavally Ammal (DIN: 06947217) was initially appointed as Independent Woman Director 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 at the 23rd Annual General Meeting held on September 24, 2014 for a period of five 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). Based on recommendation of Nomination and Remuneration Committee, Smt. P.K. Anandavally Ammal was re-appointed as an Independent Woman Director for second term of five years, w.e.f. September 24, 2019 upto September 23, 2024.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1st April, 2019 consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Directors, beyond the age of 75 years. Since, Smt. P. K. Anandavally Ammal attains the age of 75 years on December 23, 2023 approval of members is required for the continuation of her directorship from the day she attains the age of 75 years till the expiry of her current term till September 23, 2024.

The Board, pursuant to recommendation of the Nomination and Remuneration Committee, considers that, given her experience and contributions made during her tenure, continued association would be of immense benefit to

the Company. Accordingly, the Board recommends passing of the Special Resolution in relation to continuation of directorship of Smt. P.K Anandavally Ammal as an Independent Woman Director till the expiry of the current term till September 23, 2024. Save and except the above, none of the Directors other than Smt. P.K Anandavally Ammal are, in any way, concerned or interested financially or otherwise, in this resolution.

Name	P.K Anandavally Ammal
Date of Birth	23 December 1948
Age (Years)	74 Years (as on the date of AGM)
Nationality	Indian
Initial Date of appointment	September 24, 2014
Date of Re-appointment	September 24, 2019
Qualification	LLB
Expertise	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
Other Directorships excluding foreign Companies	Nil
Relationship, if any, between Directors inter se	Not related to any other Director
Shareholding in the Company	Does not hold any shares in the Company
Names of listed entities in which the person holds the directorship and the membership of Committees of the Board	Nil
Names of listed entities from which the person has resigned in the past three years	Nil

ITEM NO. 5: APPROVAL FOR ENTRY INTO RELATED PARTY TRANSACTIONS BY THE COMPANY

The Companies Act, 2013 aims to ensure transparency in transaction and dealings between related parties of the Company. The provisions of Section 188 (1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned therein, with the Related Parties, the Company must obtain prior approval of the Board of Directors. Section 188 of Companies Act, 2013 and Rules thereunder, as amended, read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, require that if the value of the sale transactions together with the value of transactions entered so far during the year amounts to 10% or more of the turnover of the Company as per the previous audited financial statement in respect of Related Party or Rupees One Hundred Crores whichever is lower, the Company has to obtain prior approval of shareholders by way of Ordinary Resolution. Prescribed disclosures as required to be given under the provisions of the Companies Act 2013 and other applicable Regulations are given below in tabular format for kind perusal of members:

PARTICULARS OF RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED DURING 01.10.2023 TO 30.09.2024 FOR THE PURPOSE OF APPROVALS u/s 188 OF THE COMPANIES ACT, 2013 (TRANSACTIONS/CONTRACTS CARRIED OUT IN THE ORDINARY COURSE OF BUSINESS)

Name of Related Party	Directors / KMPs related Nature of relationship	Nature of Transaction	Maximum Value of Transaction (in Rs. 000's)	Period of Transaction
Trans Float Solar Private Limited	M. R. Narayanan Director of Trans Float Solar Private Limited	Purchase / Sale of Goods and Availing / Rendering of Services	750 lakhs	1 st October 2023 to 30 th September 2024
	M. R. Subramonian Relative of Director/PAC			
	M. R. Krishnan Relative of Director/PAC			

Members are hereby informed that pursuant to second proviso of Section 188(1) of the Act, no member of the Company shall vote on such Resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. The Board of Directors of your Company has approved this item and recommends the resolution as set out in the notice for approval of members of the Company as Ordinary Resolution.

Except Promoter Directors (to the extent of shareholding interest in the Company), no other Director or Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in passing of this resolution.

NOTES AND SHAREHOLDER INFORMATION

CONVENING OF ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING OR ANY OTHER AUDIO-VISUAL FACILITY

1. The Ministry of Corporate Affairs (“MCA”) has, vide its general circular no. 10/2022 dated December 28, 2022 read with circular nos. 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8th, 2020 (collectively referred to as “MCA Circulars”), inter-alia, permitted conduct of Annual General Meeting (“AGM”) through Video Conferencing or any Other Audio-Visual Means (“VC/OAVM”) facility till September 30, 2023. In compliance with the MCA Circulars, the Company will be convening its 32nd AGM through VC/OAVM facility provided by Central Depository Services (India) Limited (“CDSL”) without the physical presence of the Shareholders at a common venue. The registered office of the Company as stated in this Notice shall be the deemed venue of the AGM.
2. The Members can join the AGM in VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the “Act”).
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”) (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8th, 2020, April 13, 2020 and May 5th, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.
5. Since the 32nd AGM will be held through VC, route map is not relevant and hence not annexed to this notice.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number balamuralis@adtechindia.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
10. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
11. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT

1. The MCA and SEBI have vide the MCA Circulars and SEBI Circular, inter alia, provided relaxations to Companies from dispatching physical copies of the financial statements (including Board's Report, Auditor's report or other documents required to be attached therewith) to the Shareholders for the AGMs to be conducted till September 30, 2023. Accordingly, the Annual Report for Financial Year ("FY") 2022-23 comprising the Audited Financial Statements, Report of the Board of Directors and Statutory Auditors' thereon and other documents required to be attached thereto including the Notice of the 32nd AGM of the Company are being dispatched only through electronic mode to those Shareholders whose e-mail address is registered with the Company, the Depositories or the Depository Participant(s) ("DPs") or with Integrated Registry Management Services Private Limited, Registrar & Share Transfer Agent ("Integrated/RTA").
2. A physical copy of the Annual Report for FY 2022-23 and Notice of AGM will be dispatched only to those Shareholders who submit a written request for the same at the Company's investor desk, balamuralis@adtechindia.in

3. Shareholders may note that the Notice of the AGM along with the Annual Report for FY 2022-23 is also uploaded and available electronically at the following links: • <https://www.adtechindia.com/> • <https://www.msei.in/> • <https://www.evotingindia.com/>

GENERAL INFORMATION

1. The Company notifies Closure of Register of Members and Share Transfer Books thereof from Thursday, 21st September 2023 to Saturday, 30th September, 2023 (both days inclusive) for the purpose of Annual General Meeting. Dividend, if declared at the Annual General Meeting will be paid to those Shareholders whose name appear on the Register of Members and on the list of Beneficiary Owners (BOs) downloaded from NSDL and CDSL as on 20th September 2023 (the Record Date).

As per the provisions of Income Tax Act, 1961 ('the Act'), dividend declared, paid or distributed by a Company on or after April 1, 2020, shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax at source (TDS)/ With Holding Tax at the time of payment of dividend at the applicable tax rates. The rates of TDS would depend upon the category and residential status of the shareholder. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereto. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company / Company's RTA, (if shares are held in physical form).

2. The Company has appointed Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, North Usman Road, T Nagar, Chennai as the Registrar and Share Transfer Agent of the Company to deal with the physical as well as electronic share registry.
3. As per the applicable provisions and rules thereunder any Dividend remaining unpaid and unclaimed at the end of 7th year thereafter, shall be transferred to the Investor Education and Protection Fund (IEPF).
4. Members holding shares in the same name or same order under different ledger folios are requested to apply for clubbing into one folio.
5. Members are requested to notify immediately any change in their address to the Registrar and Share Transfer Agents at their address as given above in the case of physical holdings and to their respective Depository Participant in case of demat shares.
6. Members may kindly update their email address with the Company/Registrar-Integrated Registry Management Service Private Limited such that correspondence reaches members without fail. Members are requested to furnish details of their nominee in the nomination form that can be obtained from the Company on request or which form (SH-13) can be downloaded from www.adtechindia.in
7. Members are requested to note that transfer/trading of Company's shares through Stock Exchange/Off Market is permitted only in electronic/ demat form. Those members who have not yet converted their holdings into the electronic form may please consider opening an account with an authorized Depository Participant and arrange for dematerialization.

Members desiring any information as regards the accounts are requested to write to the Company so as to reach the Registered Office at least 5 days before the date of meeting to enable the management to keep the information ready.

DIVIDEND RELATED INFORMATION

Dividend recommended by Board	: Re 1/- per equity share of Rs. 10 each, fully paid (10 percent)
Ex-Dividend/ Record Date	: Wednesday, 20th September 2023
Date of Dividend pay-out	: On or after Saturday 07th October 2023 and within prescribed timelines.
Mode of Dividend pay-out	: Electronic credit: Electronic Clearing Services (ECS)/ National Electronic Clearing Services (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit. Share Warrants: In the absence of complete details for electronic payments or in cases where electronic payments have failed/ rejected by the Bank

1. SEBI has mandated all companies to use the bank account details furnished by Depositories and maintained by the Registrar and Share Transfer Agents (“RTA”) for payment of Dividend to the Shareholders electronically. All Shareholders are requested to kindly ensure that details such as Permanent Account Number (“PAN”), residential status, category of holding, e-mail ID, full bank account details (IFSC, MICR etc.), postal address are updated, with DPs (demat Shareholders) / RTA (physical Shareholders) on or before Wednesday 20 September, 2023 for seamless electronic pay-out and receipt of subsequent communications on dividend.
2. Please note that instructions, if any, already given by Shareholders in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held by them in demat form.
3. How to update bank account details for electronic credit of dividend?
 - i. Shareholders holding shares in demat mode are requested to register/update their bank account details with their respective DPs before Wednesday 20 September, 2023.
 - ii. Shareholders holding shares in physical mode are requested to send the following documents in original to Integrated by e-mail at srirams@integrated.in or by courier at Integrated Registry Management Services P Ltd, II Floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017, by Wednesday, September 20, 2023:
 - a. Form ISR-1 along with the supporting documents. The said form is available on the website of the Company at <https://www.adtechindia.in>
 - b. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit a cancelled cheque in original along with bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
 - c. Self-attested photocopy of the PAN Card of all the holders
 - d. Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

INSTRUCTIONS TO FURNISH/UPDATE PAN, BANK ACCOUNT, KYC AND NOMINATION DETAILS

SEBI vide its circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated all physical Shareholders to furnish their PAN, Nomination and KYC details (Contact Details, Bank Account Details & Specimen Signature) with companies. Further, linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes ("CBDT").

Brief procedure for updation of PAN, Bank Account, KYC and nomination details is given hereunder:

Shareholders holding shares in physical form should send a written request in the prescribed forms to Integrated Registry Management Services Private Limited (Integrated) either by e-mail (duly e-signed) at srirams@integratedindia.in or by post (self-attested & dated) to: Integrated Registry Management Services P Ltd, II Floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017

- (a) To register PAN, e-mail address, bank details and other KYC details or updation therein: Form ISR-1
- (b) To update signature of securities holder: Form ISR-2
- (c) For nomination pursuant to Rule 19(1) of Companies (Share Capital and debenture) Rules, 2014: Form SH-13
- (d) Declaration to opt out nomination: Form ISR-3
- (e) Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee: Form SH-14
- (f) For requesting issue of Duplicate Certificate and other service requests for securities held in physical mode: Form ISR-4
- (g) Request for Transmission of Securities by Nominee or Legal Heir: Form ISR-5
- (h) Shareholders holding shares in demat form: Please contact your DP to register your email address and bank account details in your demat account, as per the process advised by your DP

Please note that Physical Shareholders whose: • folios in which PAN/ KYC details and Nomination are not available will be frozen by the Integrated w.e.f. October 1st, 2023 or such extended date. • folios in which PAN is not linked to Aadhaar as on March 31, 2023 or any other date as may be specified by the CBDT will also be frozen by the Integrated. The holders whose folio has been frozen can lodge grievance or raise any service request from the Integrated only after submission of all the KYC and Nomination details and dematerialization of such holdings. Integrated shall revert the frozen folios to normal status upon receipt of all the documents/details. The Shareholders who are eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the stated requirements.

Those folios which continue to remain frozen as on December 31, 2025, shall be referred to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to the aforementioned SEBI Circular in Form ISR-1.

INSPECTION OF DOCUMENTS

The Register of Directors and Key Managerial Personnel and their shareholdings and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 170 and 189 of the Act, respectively, the Memorandum of Association and Articles of Association of the Company and any other relevant documents referred to in the Notice and Annexures thereof shall be made available for electronic inspection to the Shareholders without any fees from the date of circulation of the Notice up to the date of AGM and also during the AGM.

THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The instructions for e-voting are given herein below:

- The remote e-voting period (EVS:230906074) commences on Wednesday, September 27, 2023 (9:00 a.m. IST) and ends on Friday September 29, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, September 23, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Those Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The Board of Directors has appointed Mr. P. Sajee Nair FCS (FCS No 8705) and (C.P. No. 12772) Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are http://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi..... After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at http://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on http://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at http://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL & NSDL.

Types of Shareholders	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON- INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form -

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
- For CDSL: 16 digits beneficiary ID
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ❖ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA @ balamuralis@adtechindia.in or srirams@integratedindia.in
Dividend Bank Details OR Date of Birth (DOB)	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. ❖ 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.

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Adtech Systems Limited> on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the Scrutinizer for verification.

Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. balamuralis@adtechindia.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- **For Physical shareholders** - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to balamuralis@adtechindia.in or to srirams@integratedindia.in
- **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
- **For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending the AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.adtechindia.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to MSEI Limited, where the shares of the Company are listed.

Any Investor grievances/complaints may please be mailed to balamuralis@adtechindia.in

Members are requested to register their e-mail addresses with the Company/Share Transfer agent or with their Depositories.

Members still holding shares in physical form are requested to kindly dematerialize their shareholdings by contacting your share brokers.

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting the 32nd Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March 2023.

FINANCIAL HIGHLIGHTS -

Financial Highlights of the Company for the Year under review are as under -

Particulars (Rupees in 000's)	Year ended 31 st March 2023	Year ended 31 st March 2022
Turnover	61,0960.86	79,3710.78
Profit/(Loss) before taxation	4,7834.70	1,9961.62
Income Tax Expense	1,2286.40	4530.00
Profit/(Loss) after tax	3,5934.95	1,6115.66
Transfer to General Reserve	4100.00	2000.00
Dividend on Equity Shares @ 10 percent (PY @ 5 percent)	1,1914.00	5957.00
Dividend Tax	0.00	0.00

STATE OF THE COMPANY'S AFFAIRS AND FUTURE OUTLOOK -

Highlights of the Company's performance for the year under review are as under (amounts in Rs.000's)

- ❖ Revenue decreased by 23.02% to Rs. 610960.86
- ❖ Profit before taxes increased by 239.63% to Rs. 47834.70
- ❖ Profit after taxes (Net Profit) increased by 222.98% to Rs. 35934.95

Your Company has done exceedingly well compared to previous year. This was due to hiving off the Solar Division as part of a new JV.

The Hitek+ range of Antishoplifting Systems (EAS) launched by your company in January 2022 has been well accepted by the retail verticals which led to a growth of 40% for the retail vertical business compared to previous year. Both EAS & Display Security product businesses registered remarkable growth. The Access Control product portfolio registered a marginal increase in sales.

The outlook for the current year is very promising since the overall economy of the country is on an upward path. The Retail, Commercial and Industrial verticals are all showing positive outlook. Adtech has also added few more products like Tablet Business Solutions, Electronic Shelf Labels, Smart Lock solutions which are solutions catering to tomorrow's customer demands. Adtech has also ventured its foray into RFID for retail inventory management applications. Your Company has already carried out a successful pilot with one of Kerala's largest fashion retailers. The RFID portfolio has a very promising future in the years to come.

Earnings per share (EPS) was Rs. 3.02 per share for the year under review as against Rs. 1.35 in the previous year.

DIVIDEND

Your Board of Directors at their meeting held on 30th May 2023, have recommended a Dividend of 10 percent (Rs. 1 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.11913.75 (in 000's) towards dividend payment. Your Directors recommend to approve the dividend payout.

As on 31st March 2023, an amount of Rs. 1504.12 (in 000's) 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 2015-16 to 2021-22 as per details given in the notes on account . Those Shareholders who have not uncashed 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 2014-15 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 Company. Shareholders may approach and claim such transferred amounts from the Funds by following prescribed procedure.

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. 4100 (in 000's) 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 2023 stood at Rs. 45,73,78 (000's) as against that of Rs. 43,33,57 (in 000's) as on the corresponding day of the previous year.

GENERAL INFORMATION

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 or 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 2023 is annexed to the Board's report as **Annexure B**.

WORKING CAPITAL

The Company has been sanctioned Cash Credit facility to the tune of Rs. 250 Million by M/s State Bank of India, SME Branch-Trivandrum out of which an amount of Rs. 115.73 Million has been availed as on 31st March 2023.

CORPORATE GOVERNANCE

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

The Company has complied with applicable Secretarial Standards issued by Institute of Company Secretaries of India with regard of conduct of meetings of Board Committees, Board of Directors and General Meeting of Shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)

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 08 women employees in various cadres as on 31st March 2023. Your Company has zero tolerance towards sexual harassment at the work place. The Company has constituted an Internal Complaints 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 -

1. In the preparation of annual accounts for the year ended March 31, 2023, 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;
2. The Directors have selected such accounting policies and have applied them consistently and made judgments 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, 2023 and of the profit of the Company for the year ended on that date;
3. 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;
4. The Directors have prepared the annual accounts on a 'going concern' basis;
5. 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
6. 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.

BOARD MEETINGS

During the Financial year 2022-23, 5 meetings of the Board of Directors were held on the following dates: 30th May 2022, 13th August 2022, 14th November 2022, 30th January 2023 and 14th February 2023.

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

Date of Meeting Name of Director	30 May 2022	13 Aug 2022	14 Nov 2022	30 Jan 2023	14 Feb 2023	Total Number of Meetings Attended
M. R. Subramonian	Yes	Yes	Yes	Yes	Yes	5
M. R. Narayanan	Yes	Yes	Yes	Yes	Yes	5
M. R. Krishnan	Yes	Yes	Yes	Yes	Yes	5
N. Suresh	Yes	Yes	No	Yes	Yes	4
K. Manmathan Nair	Yes	Yes	Yes	Yes	Yes	5
P. K. Anandavally Ammal	Yes	No	Yes	Yes	Yes	4
Harikrishnan R Nair	Yes	Yes	Yes	Yes	Yes	5
Dr. Ayyappan. M	Yes	Yes	Yes	No	Yes	4
Suresh T Viswanathan	Yes	Yes	Yes	Yes	Yes	5

RELATED PARTY - CONTRACTS AND ARRANGEMENTS

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 contracts/arrangements/transactions with related parties which could be considered material. All related party transactions were at arm's length and in the ordinary course of business and conforming to the requirements of Companies Act, 2013.

Omnibus approval is taken from the Board of Directors and Audit Committee for approval of transactions which are of a repetitive nature. Details of contracts/arrangements/transactions with related parties entered into by the Company in 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**.

The Policy for determining material related party transactions has been disclosed on the website of the Company, and can be accessed at <https://adtechindia.com/wp-content/uploads/2023/02/Policy-on-Related-Party-Transactions-2022-23.pdf>.

LOAN, GUARANTEE AND INVESTMENTS UNDER SECTION 186

During the Financial year 2022-23, the Company has renewed the inter corporate deposit with MPG Hotels and Infrastructure Ventures Private Limited for an amount of Rs 400 lakhs which carry an interest rate of 7 percent per annum payable monthly for a period of 6 months and for an amount of Rs. 100 lakhs which carry an interest percent of 9 percent per annum payable monthly for a period of one year.

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	2022-23 in Rs 000's	2021-22 in Rs 000's
Export Sales	8475.82	3,2546.10
Sales Incentives on Direct orders placed overseas principals	3043.81	1,1971.72

ii. Expenditure in Foreign Currency

Head of Expenditure	2022-23 in Rs 000's	2021-22 in Rs 000's
Foreign Travel Expenses	407.90	0.00
Import Purchases	18,6432.21	7,8732.37

EMPLOYEES AND EMPLOYEE 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**.

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

The Policy for determining material subsidiaries, has been disclosed on the website of the Company and can be accessed at <https://adtechindia.com/wp-content/uploads/2023/02/Policy-for-determining-material-subsiidiaries.pdf>.

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 Organization 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 Organization 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 organization 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

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 victimization 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 your Company are listed with **Metropolitan Stock Exchange of India Limited**, Mumbai.

The Company has moved an application for listing of 11913750 fully paid up equity shares on **the Bombay Stock Exchange (BSE Ltd.)**. The application is under process and is subject to various levels of scrutiny by the Exchange. Updates with regard to the same shall be communicated to the shareholders in due course.

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.

The Board of your Company consists of nine 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
Shri. K. Manmathan Nair	
Smt. P. K. Anandavally Ammal	
Dr. M Ayyappan	
Shri. Suresh T. Viswanathan	
Dr. Harikrishnan R. Nair	

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.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Changes in Directors and Key Managerial Personnel during the year 2022-23:

The Company has received necessary declarations from all the six 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.

During the year under review, there has been no change in Key Managerial Personnel of the Company. 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*, the Company shall have at least one Woman Director on the Board and accordingly, your Board has Smt. P.K Anandavally Ammal as Woman Director.

DECLARATION BY INDEPENDENT DIRECTOR

Declaration by Independent Director(s) and Re-Appointment, if any:

The Company has six 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 28th May 2023 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 2023.

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

POLICY ON DIRECTOR'S APPOINTMENT

The Company's Policy on Director's Appointment and other matters as provided under *Section 178(1) and 178 (3) of the Companies Act, 2013* are as under -

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.

During the year 2022-23, the Company had conducted a refresher programme for its Independent Directors. The same has been posted on the website of the Company and can be accessed at <https://adtechindia.com/wp-content/uploads/2023/04/Familiarization-Programme-for-Independent-Directors-for-FY-2022-23.pdf>

Policy for bringing diversity to the Board includes the following

1. 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.
2. 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.
3. 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.
4. Board appointments are purely based on merit, having due regard to the benefits of diversity on the Board.

NOMINATION AND REMUNERATION COMMITTEE & 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 had met once during the Financial year on 19th August 2022. All the committee members attended the meeting held on 19th August 2022.

The composition of the Nomination and Remuneration Committee is as under.

Name of the Members	
Shri. Suresh Viswanathan	Chairman
Shri. M. R. Narayanan	Member
Shri. Harikrishnan R. Nair	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 the 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 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.

A 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, and 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 under -

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.

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.

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

The Audit committee consists of two Non-Executive Independent Directors, one of whom is the Chairman. All the members of the Committee possess accounting or related financial management expertise. The Committee had met four times during the Financial year 2022-23 on the dates 28th May 2022, 12th August 2022, 12th November 2022, and 9th February 2023 in which meetings, all the members were present.

Composition of the Audit Committee is as follows:

Name of the Members	
Shri. Harikrishnan R. Nair	Chairman
Shri. M. R. Subramonian	Member
Dr. Ayyappan M	Member

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 statements 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, 2015. 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 on 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.*

During the year 2022-23, The Committee had met once during the Financial year on 23rd January 2023. All the committee members attended the meeting.

The Stakeholders' Relationship Committee comprises of the following directors:

Name of the Members	
Shri. M. R. Narayanan	Chairman
Shri. Harikrishnan R. Nair	Member
Shri. M. R. Subramonian	Member

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 under the Investor Grievance Redressal Policy of the Company.

STATUTORY AUDITORS

M/s Mahadev & Co, Chartered Accountants, New No. 23 ,Old No. 12 ,1st Floor, Murali Street, Mahalingapuram, Chennai, 600 034 (Firm Reg. No 0019245) were appointed as Statutory Auditors of the Company during the 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 can be appointed as Statutory Auditors for two terms of five consecutive years. Subsequently, the Auditors were reappointed for another term of 5 years from the conclusion of the 31st Annual General Meeting held on 30th September 2022 till the conclusion of 36th Annual General Meeting in 2027.

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, 2023.

AUDITORS REPORT

There are no qualifications or adverse remarks mentioned in the Auditors Report for the Financial year 2022-23. The notes on accounts forming part of financial statements are self-explanatory.

SECRETARIAL AUDIT REPORT

Secretarial Auditors Report for the Financial year 2022-23 as provided by **M/s Sajee & Associates**, Company Secretaries, Sreesankaram, First Floor, TC 83/211-2, Opp. Kaithamukku PO, Athani Lane, Trivandrum, 695 024 is annexed to this report.

There are no qualifications or adverse remarks mentioned in the Auditors Report for the Financial year 2022-23 except on filing of AOC-4 XBRL and IEPF-2 with additional fee which was due to technical issues in website of Ministry of Company Affairs (MCA).

100 percent of promoter and promoter group shareholding are in dematerialized mode.

The Company had promptly replied to and complied with Securities and Exchange Board of India directive on its warning letter regarding uploading policy on related party transactions on the website of the Company.

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 had taken up various activities in line with the business and requirements of the society in the locality in earlier years. The brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company on CSR activities during the earlier years 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.

During the Financial year 2022-23, The Committee met twice on the dates 24th November 2022 and 12th January 2023 in which meetings, all the members were present.

The composition and other details of the CSR Committee is detailed here under:

Name of the Members	
Shri. Harikrishnan R. Nair	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 at least 2 percent of the average net profits of the Company made during the three immediately preceding financial years calculated in accordance with the provisions of *Section 198* on CSR activities.

During the year under review, the Company was not required to spend any amount towards CSR as its net profit for immediately preceding previous year was less than Rs 5 Crores.

ACKNOWLEDGMENTS

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.

Place: Trivandrum.
Date: 14th August 2023

For and on behalf of the Board of Directors
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, Smt. P. K. Anandavally Ammal, Shri Harikrishnan R Nair, Shri Suresh T Viswanathan and Dr. Ayyappan. M, certificates stating their independence as required under *Section 149(6) of the Companies Act, 2013*.

Place: Trivandrum
Date: 14th August 2023

For an on behalf of the Board of Directors
Sd/-
M. R. Subramonian
Managing Director

ANNEXURE B

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2023

(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 Identification Number (CIN) : L33111TN1990PLC018678
- (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 600 115
- (vi) Whether Company is listed : Yes
- (vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : M/s Integrated Registry Management Services Pvt. Ltd.
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	% of Total Turnover of the Company
1.	Supply, Installation, Testing, Commissioning, and maintenance of Electronic Security Systems	85318000	86.38%
2.	Supply, Installation, Testing, Commissioning and maintenance of Floating and Similar Structures	89079000	10.38%

III. Particulars of Holding, Subsidiary and Associate Companies

NA.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
a) 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	& Total	Demat	Physical	Total	% Total	
A. Promoters									
(1) Indian									
(a) Individual	77,81,330	3,20,795	81,02,125	68.01	80,87,125	0	80,87,125	67.88	-0.13
(b) Central Govt.									
(c) State Govt.									
(d) Bodies Corp.									
(e) Banks / FI									
(f) Any other									
A.(1) Sub Total	77,81,330	3,20,795	81,02,125	68.01	80,87,125	0	80,87,125	67.88	-0.13
(2) Foreign									
(a) NRI (Individual)									
(b) Others (“)									
(c) Bodies Corp.									
(d) Banks / FI									
A.(2) Sub Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-
Promoter Total	7781330	320795	8102125	68.01	8087125	0	8087125	67.88	-0.13
A.(1) + A.(2)									
B. Public Holding									
1. Institutions									
(a) Mutual Funds									
(b) Banks / FI	1,00,000	0	1,00,000	0.84	1,00,000	0	1,00,000	0.84	0
(c) Central Govt.									
(d) State Govt.									
(e) VC Funds									
(f) Insurance Co.									
(g) FIIs									
(h) Foreign VC									
B.(1) Sub Total	1,00,000	0	1,00,000	0.84	1,00,000	0	1,00,000	0.84	0
2. Non-Institutions									
(a) Subsidiaries									
(b) KMP	36,475	0	36,475	0.31	36475	0	36,475	0.31	0
(c) IEPF	4,500	0	4,500	0.04	9530	0	9,530	0.08	0.04
(c) Individuals									
i. upto ₹2L	6,82,422	388440	10,70,862	8.98	7,90,675	3,90,120	11,80,795	9.91	0.93
ii. excess of ₹2L	1,75,015	311450	4,86,465	4.08	1,75,015	2,53,900	4,28,915	3.60	-0.48
(d) Others (NBFC)									
(e) Dom. Body Corp.	21,13,323	0	21,13,323	17.74	20,70,910	0	20,70,910	17.38	-0.36
B.(2) Sub Total	30,11,735	6,99,890	37,11,625	31.15	30,82,605	644,020	37,26,625	31.28	0.13
Public Total	3111735	699890	3811625	31.99	3182605	644020	3826625	32.12	0.13
B.(1) + B.(2)									
C. Custodian for ADRs & GDRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-
Grand Total A + B + C	10893065	1020685	11913750	100.00	11269730	644020	11913750	100.00	-

b) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% shares	% pledged/encumbered	No. of Shares	% shares	% pledged/encumbered	
1	M. R. Subramonian	27,84,825	23.37	9.87	27,84,825	23.37	9.89	0.00
2	M. R. Krishnan	26,10,075	21.91	9.87	26,10,075	21.91	9.89	0.00
3	M. R. Narayanan	22,42,825	18.83	9.87	22,27,825	18.70	9.89	-0.13
4	Radha Narayanan	66,000	0.55	0.00	66,000	0.55	0.00	0.00
5	Thankom Ramakrishnan	63,550	0.53	0.00	63,550	0.53	0.00	0.00
6	Asha Subramonian	57,100	0.48	0.00	57,100	0.48	0.00	0.00
7	Rajeswari Krishnan	51,450	0.43	0.00	51,450	0.43	0.00	0.00
8	M. S. Ramakrishnan	33,650	0.28	0.00	33,650	0.28	0.00	0.00
9	Karthik Narayanan	1,92,650	1.62	0.00	1,92,650	1.62	0.00	0.00
	Total	81,02,125	68.01	29.62	80,87,125	67.88	29.68	-0.13

c) Change in Promoters' Shareholding:

- The holding of Promoters has decreased by 15,000 shares (0.13%) from 8087125 shares at the end of the previous Financial Year 2021-2022 to 8102125 shares at the end of the year under review.

d) 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	% Total Shares	No. of Shares	% Total Shares
1.	Tops Security Ltd.	17,50,000	14.69	17,50,000	14.69
2.	Muthoot Exim Pvt. Ltd.	3,32,450	2.79	2,85,950	2.40
3.	Dhanalakshmi Bank Ltd.	1,00,000	0.84	1,00,000	0.84
4.	Vijayakumar	83,375	0.70	83,375	0.70
5.	Rani Ramesh	55,550	0.47	55,550	0.47
6.	Chandrasaran K. C	41,625	0.35	41,625	0.35
7.	Thomas Alocious Fernandez	41,625	0.35	41,625	0.35
8.	Ravindran T	40,000	0.34	40,000	0.34
9.	Subramanian V. S	33,350	0.28	33,350	0.28
10.	Thomas John Muthoot	33,200	0.28	33,200	0.28

e) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% Total Shares	No. of Shares	% Total Shares
1.	M. R. Subramonian	27,84,825	23.37	27,84,825	23.37
2.	M. R. Krishnan	26,10,075	21.90	26,10,075	21.90
3.	M. R. Narayanan	22,42,825	18.82	22,27,825	18.70
4.	S. Balamurali	5,225	0.04	5,225	0.04
5.	Vinaya Chand P	31,250	0.26	31,250	0.26

V. REMUNERATION OF DIRECTORS & KEY MANAGERIAL PERSONNEL

a) Remuneration to Managing Director, Whole-time Director and/or Manager

(in Rs. 000's)

S. 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.	4475	4475	8950
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961.	Nil	Nil	-
	(c) Profits in lieu of Salary under Section 17(3) of the Income Tax Act, 1961.	Nil	Nil	-
2.	Stock Option	Nil	Nil	-
3.	Sweat Equity	Nil	Nil	-
4.	Commission			
	- as % of profit - others, specify	Nil	Nil	-
5.	Others (medical), specify	Nil	Nil	Nil
	Sub Total	4475	4475	8950
	Total Managerial Remuneration	₹8950 (in 000's)		
	Ceiling as per the Act (10% of Net Profits of the Company as per provisions of Schedule V of the Companies Act, 2013)	₹5623 (in 000's)		
Special Resolution has been passed at the 30th Annual General Meeting of the Company approving the remuneration payable to Shri M. R. Subramonian, Managing Director and Shri M. R. Krishnan, Executive Director.				
Medical Benefits	Reimbursement of actual medical expenses incurred for self and family subject to a yearly ceiling of one month's salary. Un-availed medical benefits for any year not to be carried forward.			
Leave Travel Concession	To and Return Passage for self and family once a year by air to country of choice.			
Car	Free use of Company car with Driver for official use. Use of car for personal purpose shall be billed for.			
Telephone, Electricity and Water	Free telephone and internet facility will be provided at residence, payment of electricity and water charges at residence.			

b) Remuneration to other Directors:

(in Rs. 000's)

Particulars of Remuneration	Name of Directors						Total Amount
	N. Suresh	Manmathan Nair	Anandavally Ammal	Harikrishnan R. Nair	Suresh T. Viswanathan	Dr. M. Ayyappan	
1. Independent Directors -							
Fee for attending Board committee meetings	40	50	40	50	50	40	270
Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Others	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total (1)	40	50	40	50	50	40	270
2. Other Non-Executive Director	M. R. Narayanan						
Fee for attending board committee meetings	Nil						Nil
Commission	Nil						Nil
Others	Nil						Nil
Total (2)	Nil						Nil
Total (1) + (2)	270						
Total Managerial Remuneration	₹ 270 (in 000's) (Sitting Fee only)						
Overall Ceiling as per the Act	₹ 562.3 (in 000's) Being within 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. 000's)

S. No.	Particulars of Remuneration	CEO	S. Balamurali Company Secretary	Vinaya Chand P CFO	Total Amount
1.	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	Not Applicable	3995	840	4835
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961.		Nil	Nil	-
	(c) Profits in lieu of Salary under Section 17(3) of the Income Tax Act, 1961.		310	Nil	310
2.	Stock Option		Nil	Nil	-
3.	Sweat Equity Commission		Nil	Nil	-
4.	- as % of profit - others, specify		Nil	Nil	-
5.	Others (medical), specify	Nil	31	31	
Total			4305	871	5176

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

- Nil

Type	Section	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority (Stock Exchange /RD/NCLT/Court/)	Appeal made if any
A. COMPANY 1. Penalty 2. Punishment 3. Compounding	Nil	-	-	-	-
B. DIRECTORS 1. Penalty 2. Punishment 3. Compounding	Nil	-	-	-	-
C. OTHER OFFICERS IN DEFAULT 1. Penalty 2. Punishment 3. Compounding	Nil	-	-	-	-

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 Companies Act, 2013 including certain Arm's 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 arm's 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 arm's length basis were not material in nature.

Trivandrum
14th August 2023

For an on behalf of the Board of Directors

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

Particulars	Increase/ Decrease
(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 31st March 2023.	10.76
(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 31st March 2023.	NA
(iii) The Median Remuneration of Employees of the Company during the financial year (in Rs 000's).	416
(iv) Percentage Increase in the Median Remuneration of the employees in the financial year 2022-23.	14.29%
(v) Number of Permanent Employees on the rolls of the Company as on 31st March 2023.	89
(vi) Explanation on relationship between average Increase in Remuneration and Company Performance.	The increase in Remuneration was in line with increase in profits and increase in inflation
(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.	Average increase of 11 percent in salaries of employees and managerial personnel in the year 2022-23
(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 2022-23 and the comparison of remuneration of each KMP against the performance of the Company are as under:

S. No	Name of Director/ KMP and Designation	Remuneration for FY (Rs. 000's)		% Increase/ Decrease for FY 2022-23	Comparison of the Remuneration against the performance of the Co.
		2022-23	2021-22		
1.	M. R. Subramonian Managing Director	4475	4200	6.54	Average increase in salaries is 11 percent against increase of 222.98 percent in profits of the Company during FY 2022 23
2.	M. R. Krishnan Executive Director	4475	4200	6.54	
3.	M. R. Narayanan Director	Nil	Nil	-	
4.	S. Balamurali Company Secretary	4305	3575	20.41	
5.	P. Vinaya Chand Chief Financial Officer	871	811	7.39	

VARIATION IN:	31 st March 2023	31 st March 2022
Market Capitalization	Not Applicable	Not Applicable
Market Price	Not Applicable	Not Applicable
Earnings Per Share	₹3.02	₹ 1.35
Price Earnings Ratio	Not Applicable	Not Applicable
Net Worth (in 000's)	45,7378.00	43,3357.00

Note: Due to non-trading of Company's shares in the stock exchanges, details pertaining to Market Capitalization, Market Price and Price Earnings 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.

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

Composition of CSR Committee:	
Shri. Harikrishnan R. Nair	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 at least 2 percent of the average net profits of the Company made during the three immediately preceding financial years calculated in accordance with the provisions of Section 198 on CSR activities.

During the year under review, the Company has not spent any amount towards CSR as the net profit for the immediately preceding previous year was less than Rs. 5 crores.

Sd/-

M. R. Subramonian
Managing Director

Sd/-

Harikrishnan R Nair
Chairman, CSR Committee

Date: 14th August 2023

Place: Trivandrum

INDEPENDENT AUDITOR'S REPORT

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

OPINION

We have audited the standalone Ind AS financial statements of Adtech Systems Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “standalone Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 (“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 March 31, 2023, and profit including other comprehensive Income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit 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 ‘Auditor’s Responsibilities for the Audit of the Standalone Ind AS 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 Ind AS financial statements under the provisions of the Act and the 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 on the Standalone Ind AS financial statements.

KEY AUDIT MATTERS

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

For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements

KEY AUDIT MATTER: PRINCIPAL AUDIT PROCEDURES
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 judgments 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 as applicable to the Company’s regular revenue stream and new areas of revenue being E-Locker and Solar Projects. Our audit approach consisted testing and evaluating of the design and operating effectiveness of the internal controls and substantive testing to verify the efficacy of these procedures vis-a-vis the adoption of IND AS 115 and we are of the opinion that the same are adequate to ensure compliance with the provision of the above standard.
KEY AUDIT MATTER: EVALUATION OF UNCERTAIN TAX POSITIONS
<u>Evaluation of uncertain tax positions</u> 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(ii) to the Standalone Financial Statements
AUDITOR’S RESPONSE: EVALUATION OF UNCERTAIN TAX POSITIONS
<u>Principal Audit Procedure</u> We have obtained details of completed tax assessments and demands upto the year ended March 31, 2023 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, 2023 to evaluate whether any change was required to management’s position on these uncertainties.
KEY AUDIT MATTER: CAPITALIZATION OF PROPERTY, PLANT AND EQUIPMENT
<u>Capitalization of Property , Plant and Equipment</u> In respect of Solar Division and E-Locking Project with IOCL, the Company has incurred capital expenditure on which the Company has charged Depreciation proportionately during the year under consideration.
AUDITOR’S RESPONSE: CAPITALIZATION OF PROPERTY, PLANT AND EQUIPMENT
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.
KEY AUDIT MATTER: HIVING OFF OF SOLAR DIVISION
<u>Hiving off of Solar Division</u> The company though had resolved to hive off the Solar Division to an SPV comprising of the Company and certain individuals representing a group of companies in the same business as JV partners, by an MOU dated 08th December 2021 which is under implementation.
AUDITOR’S RESPONSE: HIVING OFF OF SOLAR DIVISION
We have assessed the process of hiving off. Of the total consideration of Rs.763 lakhs, part of the plant and equipment has already been transferred to the SPV at agreed values. We have obtained details of the transfers already done and have found the same to be in accordance with Shareholders Resolution. We have ascertained the situation and have come to the conclusion that delay on completion is attributable to pending projects currently taken up for execution by the Company.

We have determined that there are no other key audit matters to communicate in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON:

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

Our opinion on the standalone Ind AS 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 Ind AS 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 Ind AS 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 AND BOARD OF DIRECTORS' RESPONSIBILITY FOR THE STANDALONE IND AS 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 Ind AS financial statements that give a true and fair view of the state of affairs, profit 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) specified 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 of 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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 Ind AS 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 the Management and Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

AUDITORS' RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 Ind AS financial statements, including the disclosures, and whether the standalone Ind AS 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 Ind AS 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 section 143(3) of the act, based on our audit 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 Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, 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 Ind AS financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (Which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other

persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As stated in the Statement of Changes in Equity to the standalone Ind AS Financial statements

(a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

2. As required by the Companies (Auditor’s Report) Order, 2020 (the “Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order.

Trivandrum
14th August 2023

For Mahadev & Co
Chartered Accountants
FRN No. 001924S
UDIN: 23028424BGYLET5965

Sd/-
C. Narayanan
Partner
Membership No: 028424

ANNEXURE A

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2023, we report the following:

- (i) (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (a)(B) The Company does not have any intangible assets.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a periodical manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the standalone Ind AS financial statements are held in the name of the Company except the property at T C 5/2523, Golf Links Road, Kowdiar PO, Trivandrum 695 003 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. 33.06 lakhs 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.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
 - (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any Benami Property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) As explained to us, inventories have been physically verified by the management at regular intervals during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate.
- 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.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of 5 crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) (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.
- (iv) (a) Since the company has not granted any loans to parties in the register maintained under Section 189 of the Companies Act, 2013, (except trade advances to M/s. Southern Floating Solar Pvt Ltd pursuant to Shareholders resolutions- where Director is interested) the question of receipt of principal and interest regularly is not applicable.

- (b) 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.
- (c) 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.
- (v) (a) The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
- (vi) (a) 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.
- (vii) 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, GST, 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.

According to the information and explanations given to us there were no undisputed outstanding statutory dues as on 31st of March, 2023 for a period of more than six months from the date they became payable.

 - (b) According to the information and explanations given to us, there are no amounts payable in respect of income tax, GST, 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 2023 except the following.

Name of the Statute	Nature of Dues and financial year to which it pertains	Forum where dispute is pending	Amount involved in Rs 000's	Security Deposit made in Rs 000's
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2012-13	DC (Appeals), Tvm	Rs.1884.00	Rs. 715.00
Kerala VAT Act, 2003	Kerala Value Added Tax and interest for FY 2012-13	High Court of Kerala	Rs. 31380.00	Rs.927.00
Kerala VAT Act, 2003	Kerala Value Added Tax and Interest for FY 2013-14	DC (Appeals),Tvm	Rs.4354.00	Rs. 871.00
Central Sales Tax Act, 1956	Central Sales Tax for 2013-14	DC (Appeals),Tvm	Rs 263.00	Rs.0.00
Central Sales Tax Act, 1956	Central Sales Tax for 2015-16	Remanded back to Assessing officer by DC Appeals, Tvm	Rs. 24.00	Rs. 0.00
Kerala VAT Act, 2003	Kerala Value Added Tax for FY 2015-16	DC(Appeals)Tvm	Rs.6097.00	Rs 0.00
Central Sales Tax Act, 1956	Central Sales Tax for 2016-17	Remanded back to Assessing officer by DC Appeals, Tvm	Rs.66.00	Rs.0.00
Kerala VAT Act, 2003	Kerala Value Added Tax for FY 2016-17	DC (Appeals), Tvm	4355.00	Rs.0.00
Kerala VAT Act 2003	Penalty imposed by Intelligence Officer on raid for 2012-13, 2013-14 and 2014-15	High Court of Kerala	163822.00	Rs.0.00
TOTAL			212245.00	2513.00

- (viii) - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- (ix) - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any bank or financial institution.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the Balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone Ind AS financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary as defined under Companies Act, 2013. The Company did not have any associate or joint venture (as defined under Companies Act, 2013) during the year ended March 31, 2023.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary (as defined under Companies Act, 2013). The Company did not have any associate or joint venture (as defined under Companies Act, 2013) during the year ended March 31, 2023.
- (x) - (a) 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 not raised any moneys raised by way of public issue of shares during the year and term loans have been utilized for the purpose for which they were actually obtained.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xi) - (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints where ever received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) - (a) The Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) - (a) 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 Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) - (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company for the period under audit.

- (xv) - (a) 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.
- (xvi) - (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a) , (b), (c) of the Order is not applicable.
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) - (a) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) - (a) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) - (a) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) - (a) For the current financial year as the provisions of Section 135 are not applicable to the company, in our opinion and according to the information and explanations given to us, we are not commenting on issue of unspent amount under sub- section (5) of section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

Trivandrum
14th August 2023

For Mahadev & Co
Chartered Accountants
FRN No. 001924S
UDIN: 23028424BGYLET5965

Sd/-
C. Narayanan
Partner
Membership No: 028424

ANNEXURE B

To the Independent Auditors' Report - March 31st 2023

Report on the Internal Financial Controls with reference to the aforesaid standalone Ind AS financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

("The Act")(Referred to in paragraph 1 (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 Ind AS financial statements of Adtech Systems Limited ("the Company") as at March 31, 2023 in conjunction with our audit of the standalone Ind AS 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 Ind AS financial statements and such internal financial controls were operating effectively as at March 31, 2023, based on the internal financial controls with reference to standalone Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 reference to standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with respect to standalone Ind AS financial statements included obtaining an understanding of internal financial controls to standalone Ind AS 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 auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS 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 Ind AS financial statements.

Meaning of Internal Financial Controls with reference to Standalone Ind AS financial statements:

A company's internal financial controls with reference to standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone Ind AS 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 standalone Ind AS 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Ind AS financial statements:

Because of the inherent limitations of internal financial controls with reference to standalone Ind AS 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 Ind AS financial statements to future periods are subject to the risk that the internal financial control with reference to standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Trivandrum
14th August 2023

For Mahadev & Co
Chartered Accountants
FRN No. 001924S
UDIN: 23028424BGYLET5965

Sd/-
C. Narayanan
Partner
Membership No: 028424

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2023

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

27/SAA/6932/2023

UDIN: F008705E000738931

To
The Members
Adtech Systems Limited
2/796, Kazura Gardens
First Main Road, Second Floor
Sakshi Towers, Neelankarai
Chennai, Tamil Nadu- 600041

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Adtech Systems Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Adtech Systems Limited for the financial year ended on 31st March, 2023 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015
 - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with the 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. mentioned above except to the extent as mentioned below:

1. The company has filed AOC-4 XBRL, and IEPF-2 forms with additional fees. Delay in filing was due to technical issues in the MCA website.
2. Whereas in terms of the Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shares held by the promoter group shareholders were fully dematerialized in the last quarter of the Financial Year 2022-23.

We further report that

The board of directors of the company is duly constituted with proper balance of executive directors, non-executive directors, woman director and independent directors. No changes in the composition of the Board of Directors took place during the period under review.

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.

We 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.

We further report that

During the audit period, the Board of Directors of the Company in its 199th Board Meeting held on 30th January 2023 resolved to make an application for listing the Company's existing paid-up equity share capital on Bombay Stock Exchange Limited (BSE);

The Company had received a warning letter from SEBI that Adtech Systems Limited has not complied with the requirement of formulating a policy on related party transactions as required under SEBI (LODR) Regulations. The Company has published such policy on its website and properly replied to SEBI and the warning letter was placed in a Board Meeting as instructed by the SEBI.

Thiruvananthapuram
04.08.2023

For Sajee & Associates
P Sajee Nair, FCS
FCS No: 8705
CP No: 12772
PRC: 3080/2023

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE A

The Members

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Sajee & Associates

Thiruvananthapuram
04.08.2023
UDIN: F008705E000738931

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

ANNUAL SECRETARIAL COMPLIANCE REPORT

19/SAA/6791/2023

UDIN: F008705E000354193

I, P Sajee Nair, have examined:

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

The specified regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable for the period**
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable for the period**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the period**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And Circulars/ Guidelines issued thereunder.

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

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards:		
	- The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely update of the Policies:		
	- All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.	Yes	-
	- All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes	-
3.	Maintenance and Disclosure on Website:		
	- The Listed entity is maintaining a functional website	Yes	-
	- Timely dissemination of the documents/ information under a separate section on the website	Yes	-
	- Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	-
4.	Disqualification of Director:		
	- None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.:		
	- Identification of material subsidiary companies	NA	-
	- Disclosure requirement of material as well as other subsidiaries	NA	-
6.	Preservation of Documents:		
	- The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation:		
	- The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions:		
	- The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	-
	- The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-

9.	Disclosure of events or information:		
	- The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading:		
	- The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any:		
	- No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	-
12.	Additional Non-compliances, if any:		
	- No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	Yes	-

SEBI had sent a warning letter to the company on 28.11.2022 stating that the company has not framed RPT policy and which is not placed in the website of the company. For which the company replied with the screen shot of the website where the RPT policy is published and the same warning letter was placed before the 199th Board meeting of the company.

1.	Compliances with the following conditions while appointing/re-appointing an auditor:		
(i)	If the auditor has resigned within 45 days from the end of a quarter of a Financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	-
(ii)	If the auditor has resigned after 45 days from the end of a quarter of a Financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	-
(iii)	If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such Financial year as well as the audit report for such financial year.	NA	-
2.	Other conditions relating to resignation of statutory auditor:		
(i)	Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	-
a.	In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	-

b.	In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	NA	-
c.	The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	-
(ii)	Disclaimer in case of non-receipt of information:	NA	-
a.	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	-
(iii)	The listed entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure -A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	-

The listed entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ SCN/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	No	NA	No	-	-	-	Nil	-	-	-

The listed entity has taken the following actions to comply with the observations made in previous reports:										
Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ SCN/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	No	NA	No	-	-	-	Nil	-	-	-

Thiruvananthapuram
23.05.2023

For Sajee & Associates

P Sajee Nair, FCS
FCS No: 8705
CP No: 12772
UDIN: F008705E000354193

STATEMENT OF CHANGES IN EQUITY

EQUITY SHARE CAPITAL <i>(Amount in 000's)</i>	Balance at the beginning of the reporting year	Changes in Equity Share Capital during the year	Balance at the end of the reporting year
For the year ended 31 st March 2023	11,9137.50	0.00	11,9137.50
For the year ended 31 st March 2022	11,9137.50	0.00	11,9137.50
Forfeited Shares (Amount Originally paid up)	3953.99	0.00	3953.99

OTHER EQUITY <i>(Amount in 000's)</i>	Reserves and Surplus				
	Capital Reserves	General Reserves	Retained Earnings	Revaluation Reserves	Total
Balance as at 1 st April 2021	5337.50	6,1645.21	23,3106.52	17.22	30,0106.45
Profit for the year			1,6115.66		
Dividends			-5956.88		
Transfer to General Reserve		2000.00	-2000.00	17.22	
Balance as at 31 st March 2022	5337.50	6,3645.21	24,1265.30	17.22	31,0265.23
Balance as at 1 st April 2023	5337.50	6,3645.21	24,1265.30	17.22	31,0265.33
Profit for the year			3,5934.95		
Dividends			-1,1913.75		
Transfer to General Reserve		4100.00	-4100.00		
Balance as at 31 st March 2023	5337.50	6,7745.21	26,1186.50	17.22	33,4286.43

For Mahadev & Co.
Chartered Accountant
Firm Reg. No. 0019245

Sd/-
C. Narayanan
(Partner)
Membership No. 028424

Place: Chennai
Date: August 14, 2023

UDIN: 23028424BGYLET5965

For and on behalf of the Board of Directors

Sd/-
M. R. Subramonian
(Managing Director)

Sd/-
S. Balamurali
(Company Secretary)

Sd/-
M. R. Krishnan
(Executive Director)

Sd/-
P. Vinaya Chand
(Chief Financial Officer)

Notes forming part of the Financial Statements

Note 3: Property, Plant & Equipment

(Amount in 000's)

Particulars	Gross Block			Depreciation Block			Net Block		
	At cost as on 31 st March 2022	Additions	Sale/Transfer /Write off	At cost as on 31 st March 2023	Up to 31 st March 2022	For the Period	Up to 31 st March 2023	As at 31 st March 2022	As at 31 st March 2023
Furniture & Fittings	744.16	0.00	0.00	744.16	586.42	28.22	614.64	157.74	129.52
Computer Systems	5509.90	1653.76	0.00	7163.66	4134.57	783.36	4917.93	1375.33	2245.73
Tools & Fixtures	171.16	0.00	0.00	171.16	162.56	0.00	162.56	8.60	8.60
Power Control Accessories	364.90	0.00	0.00	364.90	353.02	2.96	355.98	11.88	8.92
Office Equipment	619.80	33.85	0.00	653.64	585.36	6.99	592.35	34.44	61.29
Motor Car	1,3571.42	5308.17	2976.40	1,5903.19	8396.87	1134.30	9531.17	5174.55	6372.02
Building	3,3140.65	0.00	0.00	3,3140.65	371.56	523.62	895.18	3,2769.09	3,2245.47
Building Renovation A/c	1280.29	0.00	0.00	1280.29	950.91	85.79	1036.70	329.38	243.59
Software Development	607.74	0.00	0.00	607.74	526.58	29.22	555.80	81.16	51.94
Land	1,5686.06	0.00	1075.54	1,4610.52	0.00	0.00	0.00	15686.06	1,4610.52
Testing Equipment	51.66	0.00	0.00	51.66	34.72	6.56	41.28	16.94	10.38
Solar Power Plant 623kW Nagpur	2,4566.08	0.00	0.00	2,4566.08	6630.41	1555.03	8185.44	1,7935.67	1,6380.64
Solar Power Plant 250kW Kochi	4079.67	76.70	0.00	4156.37	258.24	258.24	516.48	3821.43	3639.89
Plant & Machinery Solar Division	1,0585.35	0.00	0.00	1,0585.35	4864.64	1488.04	6352.68	5720.71	4232.67
E Locking Systems for IOCL	2,7384.21	0.00	0.00	2,7384.21	8983.93	4334.92	1,3318.85	1,8400.28	1,4065.36
EPBEX	94.11	0.00	0.00	94.11	88.89	0.00	88.89	5.22	5.22
	13,8457.15	7072.48	4051.94	14,1477.69	3,6928.69	1,0237.27	4,7165.95	101528.47	9,4311.74

Note 4: Inventories valued at cost or realizable value whichever is lower

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Inventories at Trivandrum		
- Raw Materials (Floats Division)	0.00	0.00
- Work in Progress (Floats Division)	3,2169.43	1,3064.91
- Stock in Trade		
EAS Systems	4,9241.67	4,4247.19
Display Security Systems	3,2761.96	2,1411.09
CCTV & Alarm Systems	7410.65	5602.91
Access Control Systems & Cables	7087.52	2925.47
Total Inventories at Trivandrum	12,8671.23	8,7251.57
Stock in Trade at Delhi & Chennai	1355.97	1457.00
Total Inventories	13,0027.21	8,8708.57

Note 5: Current Non-Trade Investments (inclusive of dividend declared and at NAV as on 31st March 2023)

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Total Current Non-Trade Investments	0.00	0.00

Note 6: Trade Receivables

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Secured - Considered Good	0.00	0.00
Unsecured - Considered Good	17,3859.37	25,8598.62
which have Significant Increase in Credit Risk	1,8384.55	6473.79
Disputed Trade Receivables - Considered Good	1,2111.88	1347.18
Credit Impaired	1347.18	0.00
Less: Allowance for Credit Impairment	0.00	0.00
Total Trade Receivables	20,5702.98	26,6419.59

Note 7: Cash & Cash Equivalents

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Cash in Hand	130.98	473.40
Unrestricted Balances with Scheduled Banks on Current Accounts	1,4391.97	6,9413.83
Unrestricted Balances with Scheduled Banks on Deposit Accounts	0.00	0.00
Total Cash & Cash Equivalents	1,4522.95	6,9887.23

Note 8: Bank Balances other than above

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Earmarked balances with Scheduled Banks	5,3856.60	6,8917.10
Earmarked balances with Kerala Government Treasury	135.95	0.00
Total other Bank Balances	5,3992.54	6,8917.10

Note 9: Other Financial Assets

(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Advance for Expenses, Unsecured - Considered Good	849.44	2456.63
Advance for Purchases, Unsecured - Considered Good	3,7101.77	5,1268.58
Earnest Money Deposit	393.97	115.50
Inter-corporate Deposit with MPG Hotels	5,0000.00	4,0000.00
Security Deposit	6895.62	6895.62
Rental Deposit	865.92	903.92
Other Loans & Advances, Unsecured - Considered Good	3217.07	3144.63
Total other Financial Assets	9,9323.79	10,4784.88

Note 10: Current Tax Assets

(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Tax Deducted at Source (TDS)	1,3374.64	1,1981.36
Tax Collected at Source (TCS) Asset	0.00	218.98
GST Paid in Advance	703.39	4418.03
Advance Income Tax	3,0116.63	2,8892.41
Total Current Tax Assets	4,4194.66	4,5510.77

Note 11: Other Current Assets

(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Advance for land to Related Party (Unsecured - Considered Good)	3305.66	3305.66

Note 12: Equity Share Capital

(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Authorized Shares:		
1,40,00,000 Equity Shares of ₹10/- each	14,0000.00	14,0000.00
Issued, Subscribed and fully Paid-Up Shares	11,9137.50	11,9137.50
Total Issued, Subscribed and fully Paid-Up Shares	11,9137.50	11,9137.50

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

Ordinary Equity Shares of ₹10/- each	No. of Shares	(Amount in ₹ 000's)
Balance at the beginning of the year	11913750	11,9137.50
Balance at the end of the year	11913750	11,9137.50

The Company had allotted 9531000 Equity Shares of ₹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 2023, Board of Directors have recommended dividend of 1.00/- per share. (Previous year ended 31st March 2022 dividend was Rs.0.50/- per share) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Bonus Shares

No bonus shares were issued and no shares were issued for consideration other than cash during the period of five years immediately preceding the reporting date except for an issue of 9531000 equity shares of Rs. 10 each fully paid up as bonus shares as stated in para (a) above.

d. Details of shareholders holding more than 10 % Shares in the Company

(Equity shares of Rs.10 each fully paid)	As at 31-03-2023		As at 31-03-2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
M. R. Narayanan	2227825	18.70	2242825	18.83
M. R. Subramonian	2784825	23.37	2784825	23.37
M. R. Krishnan	2610075	21.91	2610075	21.91
Tops Security Limited	1750000	14.69	1750000	14.69

e. Forfeited Shares

(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Amount Originally Paid-Up	3953.99	3953.99

f. Shareholding of Promoters

Promoter	As at 31-03-2023		As at 31-03-2022		% of Change in Holding
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	
M. R. Narayanan	2227825	18.70	2242825	18.83	-0.13
M. R. Subramonian	2784825	23.37	2784825	23.37	0.00
M. R. Krishnan	2610075	21.91	2610075	21.91	0.00

Note 13: Other Equity - Reserve and Surplus

(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Capital Reserves		
- Balance as per last Financial Statements	5337.50	5337.50
- (+) Current Year Transfer	0.00	0.00
- Closing Balance	5337.50	5337.50
Revaluation Reserves		
- Balance as per last Financial Statements	17.22	17.22
- (+) Current Year Transfer	0.00	0.00
- (-) Written Back in Current Transfer	0.00	0.00
- Closing Balance	17.22	17.22
General Reserves		
- Opening Balance	6,3645.21	6,1645.21
- (+) Transfer from Current Year Profits	4100.00	2000.00
- (-) Written Back in Current Year	0.00	0.00
- Closing Balance	6,7745.21	6,3645.21
Surplus/ Deficit in the Statement of Profit & Loss		
- Balance as per last Financial Statements	24,1265.30	23,3106.52
- (+) Profit for the Current Year	3,5934.95	1,6115.66
- (+) GST Transitional Credit Availed on Stock of Goods	0.00	0.00
- (-) Appropriations	0.00	0.00
- Proposed Dividend @ ₹1.00 per share (PY ₹0.50 per share)	1,1913.75	5956.88
- Dividend Tax	0.00	0.00
- Transfer to General Reserve	4100.00	2000.00
- Capitalization upon issue of fully paid-up shares of ₹10 each	0.00	0.00
- Net Surplus in the Statement of Profit & Loss	26,1186.50	24,1265.30
Total Reserves & Surplus	33,4286.43	31,0265.23

Note 14: NON CURRENT LIABILITIES - Financial Liabilities

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Borrowings:		
Equipment Finance Loan from Small Industries Bank of India (SIDBI) Secured by Hypothecation of Machinery purchased out of the load amount and on Fixed Deposit of ₹ 29 Lakhs placed with SIDBI.	0.00	4516.52
Total Borrowings	0.00	4516.52

Note 15: Deferred Tax Liabilities (Net)

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Deferred Tax Liabilities (Opening Balance)	1,0357.65	1,1041.69
- Impact of difference between Tax Depreciation and Depreciation/ Amortization charged for Financial Reporting	-386.65	-684.04
Net Deferred Tax Liabilities	9971.00	1,0357.65

Note 16: CURRENT LIABILITIES - Financial Liabilities - Borrowings

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Secured:		
1. Vehicle Loan from State Bank of India (SBI), SME Branch, Tvm secured by hypothecation of Vehicle purchased using the loan account	0.00	433.46
2. Equipment Finance Loan from Small Industries Bank of India (SIDBI) secured by hypothecation of Machinery purchased out of the loan account and on Fixed Deposit of ₹ 29 Lakhs placed with SIDBI.	0.00	2100.00
3. Interest accrued but not due on above	0.00	37.21
4. Cash Credit Demand Loan from State Bank of India secured by hypothecation of Stock and Book Debts created out of Bank Finance and by mortgage of Land, Office Building and 8 apartments at Tvm by personal guarantee of Promoter, Directors and by mortgage of land and building belonging to Promoter's firm as collateral security.	11,5726.11	19,8103.21
5. Interest accrued and due on the above.	0.00	0.00
Total Borrowings	11,5726.11	20,0673.88

Note 17: Trade Payables

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Creditors for Purchases - due to Micro/Small Ent.	0.00	0.00
Creditors for Purchases - due to other than Micro/Small Ent.	2,9975.42	7,8714.18
Creditors for Expenses - due to Micro/Small Ent.	386.50	731.20
Creditors for Expenses - due to other than Micro/Small Ent.	7093.32	1,2066.98
Advance against Supply of Goods - due to Micro/Small Ent.	0.00	0.00
Advance against Supply of Goods - due to other than Micro/Small Ent.	1,0627.89	8442.04
Total Trade Payables	4,8083.13	9,9954.41

Note 18: Other Financial Liabilities

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Statutory Dues Payable	3999.33	2539.58
Employee Related Payables	3190.27	3374.28
Income Received in Advance	168.56	317.64
Advance Received - Others	110	550
Total other Financial Liabilities	7468.16	6781.50

Note 19: Short Term Provisions

(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Provisions for Employee Benefits		
- Provision for Leave Encashment (non-funded)	2833.53	2606.01
- Provision for Bonus	4400.35	4126.25
- Total Provisions for Employee Benefits	7233.88	6732.26
Other Provisions		
- Provisions for Taxation	2,6316.40	2,3167.82
- Provisions for Dividend	1,1913.75	5956.88
- Provisions for Dividend Tax	0.00	0.00
- Total Other Provisions	3,8230.15	2,9124.70
Total Short Term Provisions	4,5464.03	3,5856.95

Note 20: Revenue from Operations

(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Revenue from Sale of Products		
- Interstate Sales - Kerala	44,9771.24	40,3542.72
- Interstate Sales - Tamil Nadu	0.00	0.00
- Interstate Sales - Delhi	0.00	0.00
- Local Sales - Kerala	6,0314.98	24,2958.18
- Local Sales - Tamil Nadu	280.99	1,2900.88
- Local Sales - Delhi	0.00	0.00
- Export Sales	8475.82	3,2546.10
- High Sea Sales	1,8417.55	9771.90
- Sale of Electricity	860.02	211.54
Less: Sales Returns	0.00	0.00
Revenue from Sale of Products (Net of Returns)	53,8120.60	70,1931.33
Revenue from Sale of Services & Maintenance		
- AMC Received	3,1726.79	3,0356.44
- Forwarding & Handling Charges - Kerala	371.14	736.75
- Forwarding & Handling Charges - Tamil Nadu	0.00	0.00
- Income from Services - Kerala	5869.68	1,1637.03
- Income from Services - Tamil Nadu	4.00	0.00
- Income from Services - Delhi	0.00	0.00
- Installation Charges received - Kerala	1,5920.09	1,6851.97
- Installation Charges received - Tamil Nadu	2.80	0.00
- Rental Income for E Locks - Tamil Nadu	1,5901.94	2,0225.53
- Marketing Incentives on Direct Orders	3043.81	1,1971.72
Revenue from Sale of Services & Maintenance	7,2840.25	9,1779.45
Total Sales and Services Income	61,0960.86	79,3710.78

Note 21: Other Income

(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Interest on Deposit	6031.90	6284.00
Foreign Exchange Gain	2542.92	1091.58
Bad Debts Recovered	0.00	717.10
Profit on Sale of Motor Car	1173.60	0.00
Rental Income	278.43	0.00
Total Other Income	1,0026.85	8092.68

Note 22: Purchase of Stock in Trade

(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Local Purchase - Kerala	4,1149.31	9,9302.49
Local Purchase - Tamil Nadu	1904.83	1,2208.49
Interstate Purchase - Kerala	14,1715.07	24,4204.58
Interstate Purchase - Tamil Nadu	0.00	0.00
Interstate Purchase - Delhi	0.00	0.00
Import Purchases - Kerala	23,5200.46	9,5572.55
Import Purchases - Tamil Nadu	0.00	0.00
Import Purchases - High Sea Sales	0.00	4,3590.04
Total Purchase of Stock in Trade	41,9969.66	49,4878.14

Note 23: Direct Expenses

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Carriage Inwards	743.42	1150.87
Contribution to Construction Workers Welfare Fund	0.00	1602.76
Consumables	3348.13	3070.11
Solar Plants Maintenance & Repairs	0.00	0.00
Consumables - Solar Systems	1490.20	5831.35
Freight Charges - Solar Systems	2206.19	1,8916.76
Support Expenses - Solar Systems	5837.03	7845.12
Total Direct Expenses	1,3624.97	3,8416.98

Note 24: Changes in Inventories

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Opening Stock	8,8708.57	13,2462.76
Less: Closing Stock	13,0027.21	8,8708.57
Changes in Inventories	-4,1318.64	4,3754.19

Note 25: Employee Benefits Expenses

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Bonus	4400.35	4126.25
ESI Contribution	217.26	354.03
Gratuity	923.44	746.86
Contribution to Workers Welfare Fund	20.97	5.70
Leave Encashment	1586.90	1246.76
Leave Travel Concession	1537.61	0.00
Marketing Incentives	2921.60	0.00
Medical Reimbursement	2064.48	1704.32
PF Contribution	2713.31	3151.16
Salaries - Directors	8400.00	8400.00
Salaries - Others	4,1399.08	4,0009.04
Total Employee Benefits Expenses	6,6184.99	5,9744.11

Note 26: Finance Costs

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Interest on Overdraft	1,5819.09	1,7193.47
Bank Charges and Commission	1055.61	1313.10
Bill Discounting Charges	108.35	451.65
Interest on Car Loans	6.31	184.38
Interest on Term Loans from SIDBI	564.99	713.94
Interest paid - Others	2.03	0.06
Total Finance Costs	1,7556.37	1,9856.58

Note 27: Other Expenses

<i>(Amount in 000's)</i>	As at 31-03-2023	As at 31-03-2022
Administrative Expenses		
- AMC Paid	51.97	20.50
- Audit Fee	100.00	100.00
- Tax Audit Fee	500.00	500.00
- Books and Periodicals	98.04	0.65
- Consultancy Charges	3760.53	3716.68
- Conveyance	2640.33	1967.80
- Corporate Social Responsibility Expenses	40.00	0.00
- Demat Charges	115.00	122.50
- Donation	5.00	0.00
- Electricity and Water Charges	715.07	570.82
- Filing Fee	5.80	29.90
- Foreign Travel Expenses	407.90	0.00
- Insurance	469.04	468.50
- Internal Audit Fee	200.00	200.00
- Listing Fee	55.00	55.00

- Legal Expenses	0.00	353.50
- Loss on Sale of Asset	0.00	0.00
- Membership Fee	203.09	96.53
- Office Expenses	621.67	629.86
- Pooja Expenses	2.87	32.95
- Postage and Telegram	365.65	210.83
- Printing and Stationery	365.43	278.76
- Professional Charges	1027.63	3524.17
- Professional Tax	38.89	32.68
- Rent A/c	2569.99	3098.86
- Repairs and Maintenance	1228.85	783.14
- Sales Tax Expenses	69.75	0.00
- Security Service Charges	327.60	247.33
- Service Charges	4811.46	5234.58
- Service Expenses	2.61	6.96
- Sitting Fee	270.00	350.00
- Software License & Upgradation Charges	981.36	111.29
- Solar Project Expenses	1,3814.52	3,3831.05
- Staff Welfare Expenses	354.38	434.89
- Telephone, Fax and Email	804.93	846.52
- Training Expenses	30.85	15.00
- Travelling Expenses	6823.96	3932.13
Total Administrative Expenses	4,3879.17	6,1803.39

Selling Expenses		
- Advertisement	228.53	183.40
- Bad Debts written off	6581.49	1176.71
- Carriage Outwards	6800.02	4107.19
- Commission	4845.46	2345.04
- Courier Charges	175.02	190.09
- Exhibition Expenses	797.56	2.75
- Freight on Export	319.36	596.03
- Installation Expenses	1,2319.90	1,1954.60
- Liquidation Damages	7966.22	3,0277.06
- Marketing Expenses	452.63	193.68
- Marketing Incentives	0.00	10.80
- Packing Materials	289.23	241.50
- Rates and Taxes	229.90	634.25
- Rebates and Discounts	42.47	103.39
- Tender Form Purchased	34.35	30.38
- Software Subscription Charges	44.40	32.90
- Seminar Expenses	961.95	11.76
Total Selling Expenses	4,2088.47	5,2091.50
Total Other Expenses	8,5967.64	11,3894.89

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.

	(Amount in 000's)	As at 31-03-2023	As at 31-03-2022
Net Profit after Taxes		3,5934.95	1,6115.66
Number of Shares		1,1913.75	1,1913.75
Earnings Per Share		3.02	1.35

Schedules forming part of the Financial Statements

(Amount in Lakhs)

SEGMENT REPORTING	EAS		CCTV / ACS (C/I)		Solar		Others		Consolidated Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
1. Segment Revenue										
- External Sales	3984.50	2797.01	1327.49	1852.31	638.59	3084.27	198.97	221.60	6149.55	7955.19
- Inter-Segment Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
- Total Revenue	3984.50	2797.01	1327.49	1852.31	638.59	3084.27	198.97	221.60	6149.55	7955.19
2. Total % of Revenue	64.79	35.16	21.59	23.28	10.38	38.77	3.24	2.79	100.00	100.00
3. Segment Result (Profit/Loss)	1048.72	524.59	190.40	433.69	-310.13	-355.44	118.87	91.37	1047.86	694.21
4. Unallocated Corporate Expenses	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	471.64	358.86
5. Operating Profit	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	576.22	335.35
6. Interest Expense	0.00	0.00	0.00	0.00	0.00	0.00	158.19	198.57	158.19	198.57
7. Interest Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	60.32	62.84
8. Net Profit before Taxes	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	478.35	199.62
9. Segment Assets	1806.43	1355.03	596.23	682.41	1575.45	2314.97	140.65	184.50	4118.76	4536.91
10. Segment % of Assets	22.82	17.12	7.53	8.62	19.90	29.25	0.00	0.00	0.00	0.00
11. Unallocated Corporate Assets	0.00	0.00	0.00	0.00	0.00	0.00	2722.14	3378.07	2722.14	3378.07
12. Total Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	6840.90	7914.98
13. Segment Liabilities	292.65	396.94	68.56	385.94	82.23	228.80	11.69	11.69	455.13	1023.37
14. Unallocated Corporate Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1811.99	2558.04

Notes to Financial Statements

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, Tamil Nadu. 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 L33111TN1990PLC018678. Paid up Share Capital of the Company is Rs. 119137.50 (in 000’s) divided into 11913750 equity shares of Rs. 10/- each fully paid up.

The financial statements for the year ended 31st March 2023 were approved by the Board of Directors and authorized for issue on 30th May, 2023 (as per Stock Exchange format) and on 14th August 2023 pursuant to provisions of Companies Act, 2013.

Note 2: Significant Accounting Policies -

The financial statements for the year ended 31st March 2023 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, judgments 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 management’s 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 2023 are prepared and presented in the format prescribed in 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 capitalized 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*.

Sl. 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 Equipment	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
11	E Locking System	6 years
12	Building	10 Years

- (D) INVENTORY VALUATION

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

- (E) FINANCIAL ASSETS

Financial assets and financial liabilities are recognized 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 recognized in the statement of profit and loss.

Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Comprises of 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 not made any investments during the period under review

- (GA) INTER-CORPORATE DEPOSITS

The Company has made inter corporate deposits with M/s MPG Hotels and Infrastructure Private Limited of Rs 400 lakhs on 10th September 2020 for a period of 12 months which has been subsequently renewed for 12-month periods which carries an interest rates of 7 percent per annum, and further deposit of Rs. 100 lakhs on 02nd April 2022 for period of 12 months on renewable basis and which carries an interest rate of 9 percent, out of the surplus funds. The deposits are classified under the head “Short Term Loans and Advances” in the Balance Sheet.

- (H) FOREIGN EXCHANGE TRANSACTIONS

- (i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transactions.
- (ii) 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, EXCEPTIONAL ITEMS AND EXTRAORDINARY ITEMS

Prior period income Rs. Nil (PY Rs. Nil). Exceptional Items Rs.930.75 (PY Rs.1210.31 (in 000's)). Exceptional Items represent amount of Rs. 930.75 (in 000's) being loss incurred on sale of Investments.

- (J) REVENUE RECOGNITION

- (i) Revenue on sale of goods on acceptance by the transferee of receipt of goods and as per terms and conditions of sale.
- (ii) Service income is recognized on redressal of customer complaint and acceptance of service charges.
- (iii) 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.
- (iv) E- Lock revenue recognized periodically based on contract entered into with the end user.
- (v) Solar Division is based on acceptance by end user and subsequent dispatch from the manufacturing locations.

- [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. 1,2286.00 (in 000's) (PY Rs. 4530(in 000's)).

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. 387 (in 000's) has been credited to the statement of Profit and Loss on account of deferred tax (PY Rs 684 (in 000's) credited).

- (L) EMPLOYEE RETIREMENT AND OTHER BENEFITS

(i) Retirement Benefits

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. 1,1594.49 (in 000's) (current year provision Rs. 82 in 000's) as per actuarial valuation made by LIC of India. An amount of Rs. 6977 (in 000's) has been paid by the Company to LIC of India Group Gratuity Fund (current year contribution 82 (in 000's)). Value of the Gratuity Fund as on 31st March 2023 is Rs.11594.49 (000's) 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/en-cashed for a period not exceeding sixty days. The un-availed leave can either be utilized by the employee or en-cashed within a period of 3 years from the date on which it has fallen due. The liability on account of such un-availed/un-en-cashed leave salary as on 31st March 2023 is Rs 2833.50 (in 000's) (PY Rs 2606 (in 000's)) 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) Other Employee Benefit Schemes

The Company also contributes to the Employees State Insurance Corporation on behalf of its employees. 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 “Un-allocated 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 “Un-allocable Expenditure”.
- (iii) Segment assets and liabilities are those which are directly identifiable with the respective segments. Un-allocable 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, 2023 and for the year then ended are presented in the following table:

- The Company does not have any subsidiary.
- Promoters & Key Managerial Personnel
 - M. R. Subramonian, *Managing Director*
 - M. R. Krishnan, *Executive Director*
 - M. R. Narayanan, *Chairman*
 - S. Balamurali, *Company Secretary*
 - P. Vinaya Chand, *Chief Financial Officer*
- Other Related Parties with whom the Company had transactions
 - Transfloat Solar Pvt. Ltd.
 - Floatels India Pvt. Ltd.
 - Southern Floating Solar Pvt. Ltd.

Summary of transactions with the above Related Parties during the Year is as follows:

Balance as on 31st March 2023

(Amount in Rs. 000's)

Sl. No.	Nature of Transaction (Excluding Reimbursements)	Associates	KMP / Relative	Others	Total
01	Sales				
	2022-23	15.00	0.00	0.00	15.00
	2021-22	2,5553.00	0.00	0.00	2,5553.00
02	Purchases / Services				
	2022-23	1837.00	0.00	0.00	1837.00
	2021-22	1,6699.00	0.00	0.00	1,6699.00
02	Payments to KMP / Relative				
	2022-23	0.00	14126.00	0.00	14126.00
	2021-22	0.00	12786.00	0.00	12786.00

Balance as on 31st March 2023

(Amount in Rs. 000's)

Sl. No.	Nature of Transaction	Associates	KMP / Relative	Others	Total
01	Trade Receivables / Advances				
	2022-23	1,5506.00	0.00	0.00	1,5506
	2021-22	4,2288.00	0.00	0.00	4,2288
02	Trade Payables / Outstanding payable				
	2022-23	5092.00	322.00	0.00	5414.00
	2021-22	0.00	0.00	0.00	0.00
03	Land Advance				
	2022-23	3306.00	0.00	0.00	3306.00
	2021-22	3306.00	0.00	0.00	3306.00

- (P) UNCLAIMED DIVIDEND

An amount of Rs. 1504.12/- (in Rs 000's) is lying in the Unpaid Dividend Account with State Bank of India on 31st March 2023 towards the dividend declared and paid but not claimed for the Financial years as detailed below. All dividends declared but which remained unpaid upto and including Financial year 2014-15 has been transferred to the account of Investor Education and Protection Fund (IEPF).

Financial Year	(Amount Unclaimed in Rs. 000's)
2015-16	61.45
(Interim Dividend)	(Transferred to IEPF on 13th April, 2023)
2016-17	105.56
2017-18	98.88
2018-19	141.46
2019-20	192.47
2020-21	99.48
2021-22	804.82

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

- (Q) IMPACT OF COVID19 ON THE FINANCIALS

The Company did not experience any negative effect on account of Covid19 during the year. Retail industry made up for the two years which were practically lost due to Covid19 restrictions, by opening new retail outlets and showrooms.

- (QA) SALES AND SERVICE INCOME

<i>(Amount in Rs. 000's)</i>	As at 31st March 2023	As at 31st March 2022
Sale of Goods		
- Electronic Security Goods traded	482980.00	411780.00
- Solar Projects Supply & Electricity Sale	55140.00	290152.00
Service and Maintenance Income	72840.00	91779.00
Total Sales and Services Income	610960.00	793711.00

- (R) CONTINGENT LIABILITIES NOT PROVIDED FOR

- (i) Liabilities against bank guarantees issued on behalf of the company for participating in tenders and given as performance guarantee comes to Rs 5,8833.00 (in 000's). Previous year Rs.50667 (in 000's). Banks have marked lien on Company's fixed deposits to the extent of outstanding bank guarantee amount.
- (ii) The Company has received assessment orders for Kerala State VAT and CST for the years 2012-13, 2013-14, 2014-15, 2015-16, 2016 17 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)/Kerala High Court 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 favorable verdict, it does not feel that the amounts demanded will be payable, due to which no provision is made in the accounts. Company is also considering filing application under the amnesty scheme of Government of Kerala in respect of some assessment years where the amount involved is not material.

Assessment years and Statute for which the Company proposes to avail the amnesty scheme is included in the table below and marked as such:

Name of the Statute	Nature of Dues and Financial year to which it pertains	Forum where dispute is pending	Amount involved in Rs 000's	Security Deposit made in Rs 000's
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2012-13	DC(Appeals), Tvm	1884.00	715.00
Kerala VAT Act, 2003	Kerala Value Added Tax and interest for FY 2012-13	High Court of Kerala	3,1380.00	927.00
Kerala VAT Act, 2003	Kerala Value Added Tax and Interest for FY 2013-14	DC (Appeals),Tvm	4354.00	871.00
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2013-14	Proposes to avail amnesty scheme	263.00	0.00
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2015-16	Proposes to avail amnesty scheme	24.00	0.00
Kerala VAT Act, 2003	Kerala Value Added Tax and interest for FY 2015-16	DC (Appeals),Tvm	6097.00	0.00
Central Sales Tax Act, 1956	Central Sales Tax and interest for 2016-17	Proposes to avail amnesty scheme	66.00	0.00
Kerala VAT Act, 2003	Kerala Value Added Tax and interest for FY 2016-17	DC (Appeals),Tvm	4355.00	0.00
Kerala VAT Act 2003	Penalty imposed by Intelligence Officer on raid for 2012-13, 2013-14 and 2014-15	High Court of Kerala	16,3822.00	0.00
TOTAL			212,245.00	2513.00

(iii) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs Nil (Previous Year Rs. Nil)

(iv) There is no outstanding (Previous year Rs. Nil) as on 31st March 2023 towards letters of credit opened by the Company for purchases effected during the year.

- (S) EXPENDITURE IN FOREIGN CURRENCY

(Amount in Rs. 000's)

(Amount in Rs. 000's)	2022-23	2021-22
Foreign Travel Expenses	408.00	-
Amount paid for Import of Goods	186,432.00	7,8732.00
Import of Capital Goods	-	-
	186,840.00	7,8732.00

- (T) EARNINGS IN FOREIGN CURRENCY

(Amount in Rs. 000's)

(Amount in Rs. 000's)	2022-23	2021-22
Export Sales	8476.00	3,2546.00
Sales Incentives on Orders placed by Customers on Overseas Principals	-	-
	8476.00	3,2546.00

- (U) VALUE OF IMPORTS CALCULATED ON CIF BASIS

(Amount in Rs. 000's)

(Amount in Rs. 000's)	2022-23	2021-22
Purchases	23,5200.00	13,9163.00
	23,5200.00	13,9163.00

- (V) PERCENTAGE OF CONSUMPTION OF TRADED GOODS

(Amount in Rs. 000's)

(Amount in Rs. 000's)	Current Year	% Consumption	Previous Year	% Consumption
Imported	21,8956.00	57.83	15,0197.00	27.88
Indigenous	15,9695.00	42.17	38,8444.00	72.12
	37,8651.00	100.00	53,8632.00	100.00

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

- (W) MANAGERIAL REMUNERATION

As per resolution adopted at the 30th Annual General Meeting of the Company held on 30th September, 2021 the Managing Director and Executive Director are to be remunerated as per *Section 309 read with Section 198 of the Companies Act, 2013* 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*.

(Amount in Rs. 000's)

Managerial Remuneration paid	2022-23	2021-22
M. R. Subramonian	4475.00	4200.00
M. R. Krishnan	4475.00	4200.00
Sitting Fee to Independent Directors	270.00	350.00
	9220.00	8750.00

- (X) AUDITORS' REMUNERATION

(Amount in Rs. 000's)

	2022-23	2021-22
Audit Fee	100.00	100.00
For Taxation	500.00	500.00
Internal Audit Fee	200.00	200.00

- (Y) BALANCES UNDER DEBTORS, CREDITORS, LOANS & ADVANCES are subject to confirmation and reconciliation.

- (Z) BAD DEBTS

An amount of Rs. 6581 (in 000's) has been written off as bad debts during the Financial year (P.Y Rs. 1177 (in 000's))

- (ZA) PROVISIONS FOR INCOME TAX

Provision for Income Tax for the period comes to Rs. 1,2286.00 (in 000's) (PY Rs. 4530 (in 000's)).

- (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) DEFERRED TAX

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 2023 provided in the Balance sheet is Rs.9971 (In 000's) 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 except disruption in business due to lockdowns effected PAN India due to impact of Covid19 which has been dealt with and disclosed separately elsewhere in this report.

- (ZE) AMOUNTS PAYABLE TO MSME (MICRO, SMALL & MEDIUM ENTERPRISES)

Other than an amount of Rs. 80,025 billed to the Company by M/s M/s Roy Varghese & Associates, Internal Auditors towards internal audit services provided, and an amount of Rs. 3,06,470.83 billed to the company by M/s Transsafe Logistics, Chennai towards import freight forwarding services, both of which are not due as per agreed credit periods, there are no other 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) KEY FINANCIAL RATIOS

Ratio	Numerator	Denominator	31st March 2023	31st March 2022	%of Change	Reason for change
Operating Profit Margin %	Operating Profit	Gross revenue from Sale of Products & Services	7.98 %	2.36 %	238.14%	Improved margins on hiving off of Solar Division
Net Profit Ratio %	Profit for the year	Gross revenue from Sale of Products & Services	5.88%	2.03%	189.66%	Improved margins on hiving off of Solar Division
Inventory Turnover Ratio (in times)	Gross revenue from Sale of Products & Services	Average Inventories	5.59	8.95	(-) 37.58%	Excess Solar division stock requires liquidation
Current Ratio (in times)	Current Assets	Current Liabilities	2.54	1.89	34.52%	Reduced liabilities on hiving off of solar division
Return on Equity Ratio (in %)	Profit for the year	Average Shareholders' Equity	8.07%	3.76%	114.43%	Improved margins on hiving off of Solar Division
Debt Equity Ratio	Total Liabilities	Shareholders' Equity	0.25	0.47	(-)46.56%	Repayment of term loans and Bank Overdraft on hiving off of Solar Division
Interest Coverage Ratio	EBITDA	Interest Expenses	NA	2.64	NA	Closure of term loans
Trade Receivables Turnover Ratio (in times)	Gross revenue from Sale of Products & Services	Average Trade Receivables	2.59	2.98	(-)13.15 %	NA
Trade Payables Turnover Ratio (in times)	COGS + Other Expenses-Non cash expenses	Average Trade Payables	5.67	6.96	18.48 %	NA
Net Capital Turnover Ratio (in times)	Gross revenue from Sale of Products & Services	Working Capital (Current Assets-Current Liabilities)	1.83	1.97	(-) 7.24%	NA
Return on Capital Employed %	Profit before Interest and taxes	Average Capital Employed	13.89%	9.00%	54.38%	Profits for the year increased
Return on Investment %	Income from investments	Time weighted average Investments	0.00	0.00	0.00	NA
Return on Net Worth %	Profit after Tax	Net Worth	7.86%	3.72%	111.29%	Profits for the year increased

- (ZG) TRADE RECEIVABLES - AGEING SCHEDULE

As on 31st March 2023 (Amount in Rs. 000's)	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total 31.03.23
Undisputed Trade Receivables considered good	12,4929.66	1,3399.88	3,5135.78	394.04	0.00	17,3859.37
Undisputed trade receivables which have considerable credit risk	0.00	4305.12	1,2027.20	1944.19	108.05	1,8384.55
Undisputed trade receivables- credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables-considered good	0.00	0.00	0.00	0.00	1347.18	1347.18
Disputed trade receivables which have significant increase in credit risk	0.00	1650.28	3046.74	196.15	7218.71	1,2111.88
Disputed Trade Receivables-Credit Impaired	0.00	0.00	0.00	0.00	0.00	0.00
Total	12,4929.66	1,9355.28	5,0209.72	2534.38	8673.94	20,5702.98
Less Allowance for Credit Impairment	0.00	0.00	0.00	0.00	0.00	0.00
Total Debtors	12,4929.66	1,9355.28	5,0209.72	2534.38	8673.94	20,5702.98
As on 31st March 2022 (Amount in Rs. 000's)	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total 31.03.22
Undisputed Trade Receivables considered good	23,5728.31	1,5045.70	1219.61	418.63	6186.37	25,8598.62
Undisputed trade receivables which have considerable credit risk	0.00	662.10	152.51	1746.47	3912.71	6473.79
Undisputed trade receivables- credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables-considered good	0.00	0.00	0.00	0.00	1347.18	1347.18
Disputed trade receivables which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables-Credit Impaired	0.00	0.00	0.00	0.00	0.00	0.00
Total	23,5728.31	1,5707.80	1372.12	2165.10	1,1446.26	26,6419.59
Less Allowance for Credit Impairment	0.00	0.00	0.00	0.00	0.00	0.00
Total Debtors	23,5728.31	1,5707.80	1372.12	2165.10	1,1446.26	26,6419.59

- (ZH) TRADE PAYABLES - AGEING SCHEDULE

As on 31st March 2023 (Amount in Rs. 000's)	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	386.50	0.00	0.00	0.00	386.50
Others	4,3086.38	1367.17	1488.44	919.08	4,6861.07
Disputed Dues - MSME	0.00	0.00	0.00	0.00	0.00
Disputed Dues - Others	0.00	835.57	0.00	0.00	835.57
Sub Total	4,3472.87	2022.74	1488.44	919.08	4,8083.13
Accrued Payables - Not Due	0.00	0.00	0.00	0.00	0.00
MSME	0.00	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00	0.00
Total Trade Payables	4,3472.87	2202.74	1488.44	919.08	4,8083.13
As on 31st March 2022 (Amount in Rs. 000's)	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	0.00	0.00	0.00	0.00	0.00
Others	9,5184.53	1714.04	847.03	1477.62	9,9223.21
Disputed Dues - MSME	731.20	0.00	0.00	0.00	731.20
Disputed Dues - Others	0.00	0.00	0.00	0.00	0.00
Sub Total	9,5915.73	1714.04	847.03	1477.62	9,9954.41
Accrued Payables - Not Due	0.00	0.00	0.00	0.00	0.00
MSME	0.00	0.0	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00	0.00
Total Trade Payables	9,5915.73	1714.04	847.03	1477.62	9,9954.41

MANAGEMENT DISCUSSION AND ANALYSIS REPORT **(MDAR)**

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 is a Public Limited Company having its registered office in Chennai, Tamil Nadu. 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 (MSEI), 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

Recovering from the shocks of the Ukraine War, the Covid Pandemic and the China-Taiwan Conflict, the Global Economy faced a slow growth during the year 2022-23, with tightened monetary policies of central banks aiming at taming the alarming inflator rates across the world. As per OECD (Organization for Economic Co-operation and Development)'s Economic Outlook Report, though the headline inflations in countries have declined, core inflation rates keep running uphill. Resultantly, global growth rates continue to suffer.

The Real GDP Growth of global economies project a decline from 3.4% in 2022 to 2.8% in 2023.

- The end of period Consumer Prices steeped into 6.13% in 2023 from 8.90% in 2022.
- The Trade Volume of goods and services declined from 5.11% in 2022 to 2.41% in 2023.
- Sectorial analyzing, advanced economies are slowing sharply while developing economies show a slightly stronger growth. Growth is generally strongest in emerging Asian economies, and weakest in Europe and the US.

Amidst the constraints of the recovery period, the world looks forward towards a hope of financial uprightness and stable growth in the upcoming year. Though statistically the recovery will be weak by past standards. The Real GDP Growth of global economies are expected to rise to 3.0% in 2024. Inflation rates are anticipated to fall down to 4.11%. Trade volume of goods and services are expected to increase from 2.41% to 3.54%.

INDIAN ECONOMY

Being a developing country, Indian economy thrived amidst the increasing inflation rates compared to other economies. FY 2022-23 ended on a positive note than expected, due to higher-than-expected agriculture output and strong government spending. As per Economic Survey of India Report 2022-23, like the rest of the world, India, too, faced this extraordinary set of challenges but withstood them better than most economies.

The growth in real GDP during 2022-23 is estimated at 7.2 per cent.

- The Consumer Price Index for all urban consumers increased to a level of 4.9 percent from April 2022 to April 2023.
- The Foreign Exchange Reserves faced a decline of around \$28.03 billion.
- Total Goods Exports in 2022-23 rose 6.03% to \$447.46 billion
- The Import Bill surged by a steeper 16.5% to \$714 billion.
- Manufacturing in India still remained unsteady as indicated by the Index of Industrial Production (IIP), which fell to a 26-month low in 2022.

The Reserve Bank of India tightened the monetary policy to face a trilemma scenario to tame high inflation, sustain economic growth, and restore the crisis in banking sectors.

- The Central Bank hiked the Repo Rate (6x) six times in a row, taking the total hike to 250 bps. The repo rate has shifted from 4% to a four-year high of 6.50%. Inflation still remains a concern even after tightened monetary policies.

After reaching 7.2% in FY 2022-23, real GDP growth is expected to slow to 6% in FY 2023-24. With slower growth, inflation expectations, housing prices and wages will progressively moderate, helping headline inflation converge towards 4.5%.

OUTLOOK ON INDUSTRY

Electronic Security industry goes along with retail industry and with development of new facilities, be it in the retail malls or in software company's facilities. Considerable activity is envisaged in the Electronic Security Segment, especially in the retail market, where India is the fourth largest retail market in the world. Adtech has got a considerable presence in the retail market with its Antishoplifting and display security products. Aggressive plans for new stores are envisaged by retail chains especially in smaller cities across the country. New retail brands are expected to launch in India, all of which are expected to make up for the de-growth experienced in 2020 and in 2021 due to the pandemic. "Work from home" practiced by corporates had affected growth in the commercial industrial segment comprising of CCTV and Access Control product during the past two years. Corporates are now discontinuing with "work at home" which gives growth prospects by way of new facilities.

OUTLOOK OF ADTECH SYSTEMS LIMITED

The Company, being pioneer in electronic security integration segment, has most of the prominent retailers PAN India in its client list. The Hitek+ range of Antishoplifting Systems (EAS) launched by your company in January 2022 has been well accepted by the retail verticals which led to a growth of over 42% for the retail vertical business compared to previous year. Both EAS & Display Security product businesses registered remarkable growth. The Commercial Industrial segment recorded a de-growth mainly on account of the Company not identifying viable large projects in Government Sector.

The outlook for the current year is promising since the overall economy of the country is on an upward path. The retail, commercial and industrial verticals are all showing positive outlook. Adtech has also added few more products like Tablet Business Solutions, Electronic Shelf Labels, Smart Lock solutions which are solutions catering to tomorrow's customer demands. Adtech has also ventured its foray into RFID for retail inventory management applications. Your Company has already carried out a successful pilot with one of Kerala's largest fashion retailers. The RFID portfolio has a very promising future in the years to come.

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. Tie-ups with R & D Companies coupled with strong in-house R & D team has made competitors consider Adtech Systems Limited standards and working as their bench mark for excellence. The Company is always in search of updated technology products coupled with cost effectiveness so that competition and customer support can both be managed. Identification of such products have presented the Company with immense opportunity so as to ward off competition.

Constant attempts both from the organized and unorganized sector remains a threat to our business and earnings. Predative pricing by competitors coupled with identifying and recruiting key personnel together with employee retention remains the real challenge. Retaining customers which by providing latest solution at the best price and providing timely support is a mantra of the Company. With unmatched technical expertise and competitive pricing strategy by selecting the most suitable solution, the Company expects to remain a pioneer and a benchmark among competitors.

RISK FACTORS AND CONCERNS

With the biggest risk of the pandemic hopefully away, the continued services and performance of our management, technical team and other key personnel remains our success mantra 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.

Company needs to constantly review its product line by comparing the same with customer needs, both in terms of latest technology and competitive price to retain its market leader position. Changing technology coupled with predatory pricing remains a challenge. With considerable increase in costs including that for employees, protecting margins vis-a-vis retaining customers' needs herculean efforts.

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 operation.

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.

FINANCIAL PERFORMANCE

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

TOTAL INCOME: Rs. 62,0987.71 (in 000's) during the Financial year 2022-23 as against Rs. 80,1803.46 (in 000's) for the previous year.

TOTAL EXPENSES: Rs. 57,2222.26 (in 000's) for the year ended 31st March 2023 which consists of Purchase Cost of Rs. 392,275.99 (in 000's), Employee Benefit Expenses Rs. 6,6184.99 (in 000's), Finance Charges Rs. 1,7556.37 (in 000's), Other Expenses Rs. 8,5967.64 (in 000's) and Depreciation Rs. 1,0237.27 (in 000's)

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company had been operating in a single segment viz. electronic security systems. The Company had hived off Solar Power business. 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.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT

There were no major developments in Human Resources or Industrial Relations Front during the year under review.

The Company has total manpower of 89 employees as on 31st March 2023. 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.

Place: Trivandrum
Date: 14th August 2023

For and on behalf of the Board of Directors
Sd/-
M. R. Narayanan
Chairman

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 as good corporate governance practices ensure the good relationship between the Company Management and its various stakeholders.

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).

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 as well as the management is aware of minority shareholder's interest and takes appropriate steps 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.

BOARD OF DIRECTORS

There are nine 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 six 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. P. K. 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 2022-23 were as under:

Name of Director	Category
Shri. M. R. Subramonian (Managing Director)	Promoters 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	
Smt. Anandavally Ammal	
Shri. Ayyappan M	
Shri. Suresh T. Viswanathan	
Shri. Harikrishnan R. Nair	

Pursuant to Sections 149,150 and 152 of the Companies Act, 2013, the Company has six Independent Directors of which three directors namely, Shri. N. Suresh, Shri. K Manmathan Nair and Smt. P. K. Anandavally Ammal were re-appointed at the 28th Annual General Meeting held on 21st September 2019 for a tenure of five years, and Shri Harikrishnan R Nair, Dr. Ayyappan. M, Shri. Suresh T Viswanathan were appointed at the 30th Annual General Meeting of the Company held on Thursday, 30th of September, 2021, for a tenure of 5 years.

The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company www.adtechindia.com 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 16th March 2023. 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. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the management.

As per Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has familiarized the Independent Directors with the Company's policies and procedures by providing necessary documents, brochures, reports and internal policies. During the year 2022-23, the Company had conducted a refresher programme for its Independent Directors.

The same has been posted on the website of the Company and can be accessed at <https://adtechindia.com/wp-content/uploads/2023/04/Familiarization-Programme-for-Independent-Directors-for-FY-2022-23.pdf>

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.

ATTENDANCE AND OTHER RELEVANT DETAILS OF EACH DIRECTOR:

During the Financial year 2022-23, 5 meetings of the Board of Directors were held on the following dates: 30th May 2022, 13th August 2022, 14th November 2022, 30th January 2023 and 14th February 2023.

Attendance at the Board meetings held during 2022-23 and last AGM and also the number of Directorships and Committee positions held by them in other Companies are given below:

Name of Directors	No: of Board Meetings held during FY 2022-23		Whether attended last AGM	Sitting fees paid during the FY 2022-23	No: of Directorships in other Co.	No: of Committee positions in other Companies		Details of Directorships in other Listed Entities	
	Held	Attended				Chairman	Member	Name of Entity	Category
Shri. M. R. Subramonian	5	5	Yes	-	1	0	0	-	-
Shri. M. R. Krishnan	5	5	Yes	-	0	0	0	-	-
Shri. M. R. Narayanan	5	5	Yes	-	12	0	0	-	-
Shri. N. Suresh	5	4	Yes	40,000	1	0	0	-	-
Shri. K. M. Nair	5	5	Yes	50,000	2	0	0	-	-
Smt. P. K. Anandavally Ammal	5	4	Yes	40,000	0	0	0	-	-
Dr. M Ayyappan	5	4	Yes	40,000	7	0	0	-	-
Shri. Suresh T. Viswanathan	5	5	Yes	50,000	15	0	0	-	-
Shri. Harikrishnan R. Nair	5	5	Yes	50,000	6	0	0	-	-

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 II**.

RELATIONSHIP BETWEEN DIRECTORS INTER-SE:

M. R. Narayanan (Chairman) is the brother of M. R. Subramonian (Managing Director) and M. R. Krishnan (Executive Director). No other Directors have inter-se relationship, and are Independent.

HOLDINGS OF NON-EXECUTIVE DIRECTORS:

M. R. Narayanan, Chairman in the Category of Non-Executive Non-Independent Director holds 2227825 shares in the Company during the year under review.

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

The Company has 08 women employees in various cadres as on 31st March 2023. 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.

CORE COMPETENCIES OF THE BOARD OF DIRECTORS:

The Board has, taking into consideration the Company's nature of business, core competencies, key characteristics, identified the following core skills / expertise / competencies as required in the context of its business(es) for it to function effectively and which are available with the Board. The mapping of the same with each of the Directors are as below:

Skills / Expertise / Competencies	M. R. Subramonian	M. R. Krishnan	M. R. Narayanan	N. Suresh	K. M. Nair	P. K. Anandavally	M. Ayyappan	Suresh T. Viswanathan	Harikrishnan R. Nair
Understanding of IT services business	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Knowledge on key industry and Technology trends	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Corporate Strategy	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Risk Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Financial Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Governance and Compliance	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Stakeholders Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Performance Management and Evaluation	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

AUDIT COMMITTEE

Composition of the Audit Committee is as follows:

Name of the Members	
Shri. Harikrishnan R Nair	Chairman
Shri. M. R. Subramonian	Member
Dr. Ayyappan M	Member

The Audit committee consists of two Non-Executive Independent Directors, one of whom is the Chairman. All the members of the Committee possess accounting or related financial management expertise. The Committee had met five times during the Financial year 2022-23 on the dates 28th May 2022, 12th August 2022, 12th November 2022, and 9th February 2023 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.

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 19th August 2022. The composition of the Nomination and Remuneration Committee is as under. All the committee members attended the meeting.

Name of the Members	
Shri. Suresh T. Viswanathan	Chairman
Shri. M. R. Narayanan	Member
Dr. Harikrishnan R. Nair	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.

1. 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.
2. 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.

3. 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 the 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 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, and 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 under -

1. 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*.

2. 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.

The Criteria of Making Payments to Non-Executive Directors has already been disclosed on the website of the Company and can be accessed at:

<https://adtechindia.com/wp-content/uploads/2023/02/Criteria-for-making-payment-to-Non-Executive-Directors.pdf>

3. 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.

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

(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 3,50,000 per month with an annual increase of up to 10 percent as recommended by the Nomination and Remuneration Committee.
- Yearly Bonus equivalent to one month's 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 month's 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.
- 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.
- The Company does not have any scheme for issue of Stock Options.

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.*

During the year 2022-23, The Committee met once during the Financial year on 23rd January 2023. All the committee members attended the meeting.

The Stakeholders' Relationship Committee comprises of the following directors:

Name of the Members	
Shri. M. R. Narayanan	Chairman
Shri. Harikrishnan R. Nair	Member
Shri. M. R. Subramonian	Member

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:

- To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- 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 2022-23 are as follows.

S. No.	Particulars	No. of Complaints
1.	Number of Investor Complaints pending at the beginning of the year (i.e. as on 1st April 2022)	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 (i.e. as on 31st March 2023)	Nil

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As on 31st March 2023, the Corporate Social Responsibility (CSR) Committee of the Company, under *Section 135 of the Companies Act, 2013*, consists of two Non-Executive Directors, of which both are Independent Directors. 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.

During the Financial year 2022-23, The Committee met twice on the dates 24th November 2022 and 12th January 2023 in which meetings, all the members were present.

The composition and other details of the CSR Committee is detailed here under:

Name of the Members	
Shri. Harikrishnan R. Nair	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

- 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.
- Recommend to the Board the amount of expenditure to be incurred on the CSR activities referred to in (1) above, and
- Monitor the CSR Policy of the Company from time to time.

SHARE TRANSFER SYSTEM

The Company has appointed **M/s Integrated Registry Management Services Pvt. Ltd** as the Registrar and Share Transfer Agent to handle Investor concerns and transfer/ transmission and other related grievances. Investors can contact the RTA at srirams@integratedindia.in or the Company at balamuralis@adtechindia.in.

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*.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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 victimization 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.adtechsystems.com.

SENIOR MANAGEMENT

Managing Director
M. R. Subramonian

Executive Director
M. R. Krishnan

Company Secretary & Compliance Officer
S. Balamurali

Chief Financial Officer
P. Vinaya Chand

General Manager - Purchase
Vijayan C.S

General Manager - Technical
Pradeep S

Chief Engineer - C/I
Rosh Chandra Kumar C.J

GENERAL MEETINGS

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

Financial Year ended	Date of the Meeting	Time	Mode / Venue
31 st March 2022	30 th September 2022	04:00 PM	Registered Office
31 st March 2021	30 th September 2021	04:00 PM	Video Conferencing (VC)
31 st March 2020	30 th September 2020	04:00 PM	Video Conferencing (VC)

Special Resolutions passed at the last three AGMs:

Date of AGM	Special Resolution
30.09.2022	No Special Resolution
30.09.2021	1. Reappointment of Managing Director - Shri. M. R. Subramonian 2. Reappointment of Executive Director - Shri. M. R. Krishnan 3. Approval for continuation of payment of remuneration to Executive Director (Whole Time Director). 4. Approval for entry into Related Party Transactions by the Company.
30.09.2020	No Special Resolution

MEANS OF COMMUNICATION

- a. Quarterly and annual audited financial results of the Company were published in Trinity Mirror (English Daily) and Makkal Kural (Vernacular Language).
- b. The results are displayed on the company's website at www.adtechindia.com.
- c. Official news releases are displayed on the website of the Company as and when made.
- d. Since there are no Institutional Investors or Analysts, no presentations were made.

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.

CERTIFICATION BY CEO / CFO

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 2023 which is annexed herewith as **Annexure III**.

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

SCORES is a web based, centralized 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.

UNCLAIMED DIVIDENDS

The Company had during the Financial year 2022-23, transferred an amount of Rs. 52,890/- lying in the Unpaid Dividend Account to Investor Education and Protection Fund (IEPF), being the unclaimed dividend for the year 2014-15. 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 cheque relating to the financial year 2015-16 and subsequent years are requested to contact the Company / Registrar and Share Transfer Agents.

Details of shareholders whose dividends are still not en-cashed are available in the website of the Company at [www.adtechindia.com/investor's desk/dividend data/](http://www.adtechindia.com/investor's%20desk/dividend%20data/).

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.

DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

There are no shares in the Demat Suspense Account or the Unclaimed Suspense Account at any time or during the year under review.

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 VI**.

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

DATE OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company shall be closed from **Thursday, 21th September 2023 to Saturday, 30th September 2023** (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.

GREEN INITIATIVES BY MCA

In compliance with the provisions of *Section 20 of the Companies Act, 2013* and as a continuing endeavor 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.

DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

There have been no materially significant related party transactions that may have potential conflict with the interests of listed entity at large.

REMUNERATION TO DIRECTORS

All the elements of remuneration package of individual directors summarized under major groups, such as Salary, Benefits, Bonuses, Stock Options, Pensions etc. are mentioned in the Extract of the Annual Return and forms part of this Annual Report.

OTHER RELEVANT DISCLOSURES

- a) The Company has no material subsidiaries.
- b) The Company has complied with all requirements of Corporate Governance Report pursuant to Schedule V read with Regulation 34(3) and 53(f) of SEBI (LODR) Regulations, 2015. The Company further ensures compliance with the Corporate Governance requirements as specified under Regulation 17 to 27 along with the website requirements as specified under Regulation 46.
- c) Fees for all services paid by the Company to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part is disclosed in the Notes to Accounts.
- d) Loans and Advances in the nature of loans to Firms/ Companies in which Directors are interested by name and amount are also disclosed in the Notes to Accounts.
- e) The Securities of the Company have not been suspended from Trading at any time and during the year under review.
- f) Commodity Price Risk or Risk on account of Foreign Exchange exposure have not been hedged, since there is no material exposure in foreign exchange.
- g) The Company does not have facilities for manufacturing hence there are no plant locations to be disclosed.
- h) The Company has complied with all mandatory requirements.
- i) Disclosure regarding Utilization of funds raised through Preferential Allotment or Qualified Institution Placement as specified under Regulation 32(7A) is not applicable to the Company.
- j) There were no materially significant Related Party Transactions having potential conflict with the interests of the Company at large

- k) 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.
- l) The Company has followed the *Accounting Standards* laid down by the *Companies (Accounting Standards) Rules, 2006* (as amended) in preparation of the financial statements.

GENERAL SHAREHOLDER INFORMATION

32ND ANNUAL GENERAL MEETING

<u>Date</u>	<u>Time</u>	<u>Mode/Venue</u>
30 th September 2023	11.00 AM	through Video Conferencing / OAVM
Financial Year	: 1 st April 2022 to 31 st March 2023	
Dividend	: Rupees 1.00 per equity share(10 percent) recommended by Board of Directors, subject to approval of shareholders at the AGM.	
Listing details	: The Company is listed with Metropolitan Stock Exchange of India Limited, Mumbai. The Company has paid an amount of ₹55,000 towards Annual Listing Fee.	
Registration details	: The Company is registered in the state of Tamil Nadu as a Public Limited Company.	
CIN	: L33111TN1990PLC018678 allotted by the MCA.	
ISIN	: INE257C01014	
Stock Code (MSEI Symbol)	: ADTECH	
Reconciliation of Share Capital Audit	: The Company has received Certificates from a Company Secretary in Practice on a quarterly basis for timely dematerialization 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.	
Dematerialization of Shares	: The Company has arrangements with both National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) to establish electronic connectivity of shares for scrip less trading. 94.62% of shares of the Company were held in dematerialized form as on 31 st March 2023.	

Since shares of the Company were not traded in any stock exchange, comparison of High and Low prices is not available.

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2023

S. No.	Category	No. of Holders	% of Holders	No. of Shares	% of Shares
1.	Upto 100	148	24.95	12048	0.11
2.	100 - 500	102	17.21	33396	0.28
3.	501 - 600	9	1.52	5149	0.05
4.	601 - 700	6	1.01	3924	0.03
5.	701 - 800	6	1.01	4588	0.04
6.	801 - 900	0	0.00	0	0.00
7.	901 - 1000	46	7.76	45863	0.38
8.	1001 - 2000	46	7.76	79231	0.66
9.	2001 - 5000	161	27.15	554450	4.65
10.	5001 - 10000	24	4.04	179155	1.51
11.	10001 - 20000	19	3.21	260190	2.18
12.	20001 - 50000	13	2.19	410906	3.45
13.	50001 - 100000	7	1.18	477025	4.01
14.	Above 100000	6	1.01	9847825	82.65
	Total	593	100.00	11913750	100.00

CONTACT INFORMATION FOR CORRESPONDENCE

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

For any assistance regarding dematerialization 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 -

- **S. Balamurali**
Company Secretary Adtech Systems Limited
T C 30/1868-1, First Floor, Emmar Grande,
Harita Giri, Kanjirampara PO, Trivandrum 695 030
Tel: 0471 2433805 / 2433569
Email: balamuralis@adtechindia.in

- **Integrated Registry Management Services Private Limited**
Registrar and Share Transfer Agents
2nd Floor, Kences Towers, No 1, Ramakrishna Street, North Usman Road,
T. Nagar, Chennai 600 017
Tel: 044028140 801 - 803
Email: corpserv@integratedindia.in

ANNEXURE I

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

To
The Members of 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 2023

Place: Trivandrum.
Date: 14th August 2023

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) Regulation, 2015 for the Financial Year ended 31st March 2023.

Place: Trivandrum.
Date: 14th August 2023

Sd/-
M. R. Subramonian
Managing Director

ANNEXURE III

CERTIFICATE BY CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER

Furnished by Chief Executive Officer and Chief Financial Officer to the Board of Directors of Adtech Systems Limited, pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

- A. We have reviewed the financial statements and Cash flow statement for the quarter ended 31st March 2023 and that to the best of our knowledge and belief:
- (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.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. 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 listed entity 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.
- D. We have indicated to the auditors and the Audit Committee:
- (1) Significant changes in internal control over financial reporting during the quarter;
 - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.
- E. We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to Whistle-blowers from unfair termination and other unfair or prejudicial employment practices.
- F. We further declare that all the Board Members and Senior management personnel have affirmed compliance with the Code of Conduct of the Board of Directors and Senior Management for the year covered by this report.

Sd/-

M. R. Subramonian
Managing Director

Sd/-

Vinaya Chand. P
Chief Financial Officer

Date: 14 August 2023

Place: Thiruvananthapuram

ANNEXURE IV

DECLARATION

To
The Members of Adtech Systems Limited

It is hereby declared that the requirement of maintenance of cost records as specified by the Central Government under Section 148(1) of the Companies Act 2013 does not apply to our Company.

Place: Trivandrum

Date: 14th August 2023

Sd/-

M. R. Subramonian
Managing Director

ANNEXURE V

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

25/SAA/6933/2023

UDIN: F008705E000764284

To
The Members
Adtech Systems Limited
CIN: L33111TN1990PLC018678
2/796, Kazura Gardens, First Main Road,
Second Floor, Sakshi Towers, Neelankarai,
Chennai, Tamil Nadu - 600115

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Adtech Systems Limited having CIN: L33111TN1990PLC018678 and having its registered office at 2/796, Kazura Gardens, First Main Road, Second Floor, Sakshi Towers, Neelankarai, Chennai, Tamil Nadu - 600 115 (hereinafter referred to as “the Company”), produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule-V Para-C Subclause-10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2023, have been debarred or disqualified from being appointed continuing as Directors of Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authorities.

Sl. No.	Name of Director	DIN	Date of Appointment in the Company
1.	Mavelikalam Ramakrishnan Narayanan	00044926	06/01/1992
2.	Krishnan Ramakrishnan	00359630	05/02/1990
3.	Subramoniam Ramakrishnan	00359515	05/02/1990
4.	Krishnan Nair Manmathan Nair	00173417	30/09/2013
5.	Suresh Natesan	00385139	20/05/1995
6.	Anandavally Ammal Krishna Pillai	06947217	24/09/2014
7.	Suresh Thiruvananthapuram Viswanathan	01731169	31/03/2021
8.	Harikrishnan Rajabhushanan Nair	01728668	31/03/2021
9.	Ayyappan Madhavan Nair	00117374	31/03/2021

Ensuring the eligibility of Directors for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate 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.

Trivandrum
08.08.2023
UDIN: F008705E000764284

For Sajee and Associates
Sd/-
P Sajee Nair, FCS
Company Secretary
CP: 12772
PRC: 3080/2023

ANNEXURE VI

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

26/SAA/6934/2023

UDIN: F008705E000751260

To
The Members
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 2023 as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as last amended on July 4, 2023) entered by the Company with the Stock Exchange.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examinations have been limited to a review of the procedures and implementations 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 the best of our information and according 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 Requirements) 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.

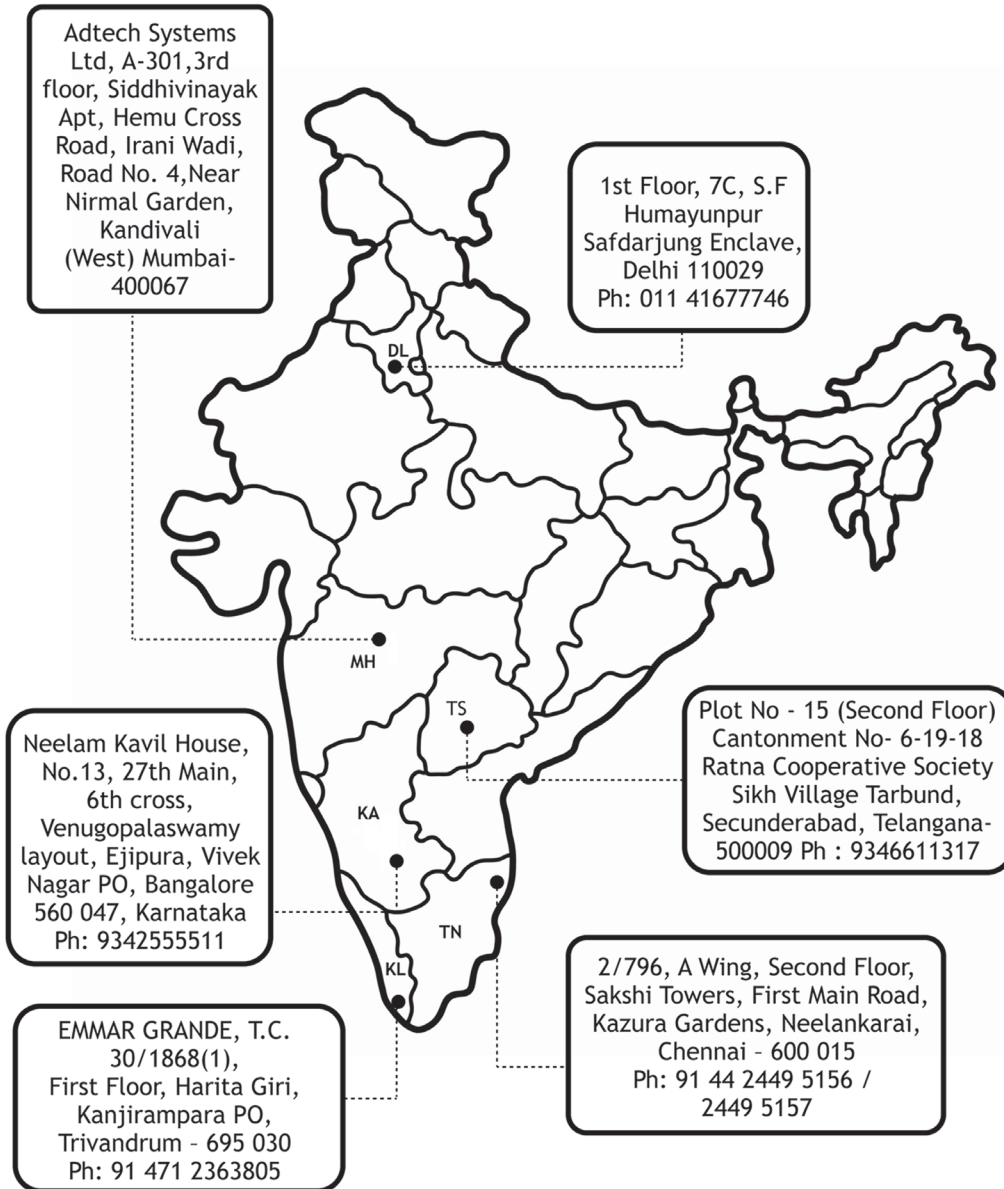
For Sajee and Associates

Trivandrum
07.08.2023
UDIN: F008705E000751260

Sd/-
P Sajee Nair, FCS
Company Secretary
CP: 12772
PRC: 3080/2023

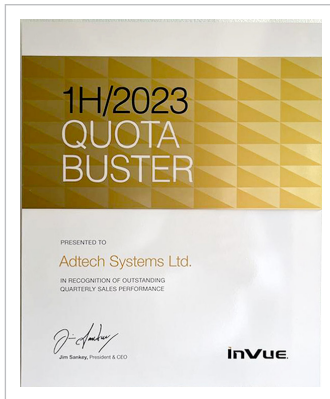
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BRANCHES IN INDIA



AND RESIDENT ENGINEERS AT
 KOLKATA, PUNE, RAJKOT, INDORE,
 COIMBATORE & COCHIN

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ADTECH SYSTEMS LIMITED

An ISO 9001:2015 Company

If Undelivered, please return to

Adtech Systems Limited

TC 30/1868(1), 1st Floor,

Emmar Grande, Haritagiri,

Kanjirampara PO, Trivandrum 695 030.

Ph +91 471 2363805