

BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 1004201902073927	Date & Time	: 10/04/2019 02:07:40 PM
Scrip Code	: 523411		
Entity Name	: ADC India Communications Limited		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2019		
Mode	: E-Filing		

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General information about company

Scrip code	523411
NSE Symbol	
MSEI Symbol	
ISIN	INE833A01016
Name of the entity	ADC India Communications Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

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Annexure I to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																
Whether the listed entity has a Regular Chairperson																
Add Note																
Yes																
Sl. No.	Title (Mr./Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entity (Refer Regulation 25(1) of Listing Regulations)	No of Directorship in listed entity (including this listed entity) (Refer Regulation 26(1) of Listing Regulations)	No of membership in audit/ special audit committees held in listed entities (including this listed entity) (Refer Regulation 26(1) of Listing Regulations)	No of part of Chairperson in audit/ special audit committees held in listed entities (including this listed entity) (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr.	S.Devrajaram	ADIP25265L	02878955	Non-Executive - Independent Director	Chairperson		01-04-2014		74	2	5	1			
2	Mr.	J.N.M.Wisalah	AEPH7872C	0667378D	Executive Director	Not Applicable		01-04-2014		60	1	1	0			
3	Ms	Renuthy Ashok	AGLN8951Q	00657319	Non-Executive - Independent Director	Not Applicable		01-04-2014		92	4	7	3			
4	Mr	Ravi Rajeev Reddy	AECTU660F	07869472	Non-Executive - Nominee Director	Not Applicable		04-09-2017		70	1	1	0			

Annexure 1
II. Composition of Committees
 Disclosure of notes on composition of committees explanatory

For this quarter kindly note the following points
 1. Date of Appointment and Date of Cessation, if applicable, must be mandatory. If not for every committee.
 2. Date of Appointment can be any day upto March 31, 2015
 3. Date of Cessation must be for the current quarter only, i.e. January 1 2015 to March 31 2015

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00097378	Sreyash Achit	Non-Executive - Independent Director	Chairperson	02-11-2011		
2	00078156	SDevarajin	Non-Executive - Independent Director	Member	06-03-2013		
3	07664872	Ravi Boman Kishore	Non-Executive - Nominee Director	Member	21-03-2018		
4							
5							
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Appointment and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00097378	Sreyash Achit	Non-Executive - Independent Director	Chairperson	21-07-2018		
2	00078156	SDevarajin	Non-Executive - Independent Director	Member	06-03-2013		
3	07664872	Ravi Boman Kishore	Non-Executive - Nominee Director	Member	21-03-2018		
4							
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Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00078156	SDevarajin	Non-Executive - Independent Director	Chairperson	21-03-2018		
2	00097378	Sreyash Achit	Non-Executive - Independent Director	Member	21-03-2018		
3	00078156	JN Myravan	Executive Director	Member	06-09-2013		
4							
5							
6							
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Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00051513	Sreyash Achit	Non-Executive - Independent Director	Chairperson	23-05-2014		
2	00078156	SDevarajin	Non-Executive - Independent Director	Member	23-05-2014		
3	07664872	Ravi Boman Kishore	Non-Executive - Nominee Director	Member	21-03-2018		
4							
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Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00097377	Sreyash Achit	Non-Executive - Independent Director	Chairperson	12-05-2015		
2	00078156	SDevarajin	Non-Executive - Independent Director	Member	21-03-2018		
3	00078190	JN Myravan	Executive Director	Member	12-06-2015		
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Other committees						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors
explanatory

Add Notes

Sr

Date(s) of meeting (Enter dates of Previous quarter
and Current quarter in chronological order)

Maximum gap between
any two consecutive (in
number of days)

Notes for not
providing Date

Add

Delete

1

29-10-2018

2

11-02-2019

104

3

25-03-2019

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Other Committee

Annexure 3							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory					Add Notes		
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Reason for not providing date
Add Delete							
1	Audit Committee	11-02-2019	Yes		29-10-2018	104	
2	Stakeholders Relationship Committee	11-02-2019	Yes		29-10-2018	104	

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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.adckcl.com
2	Terms and conditions of appointment of independent directors	Yes		www.adckcl.com
3	Composition of various committees of board of directors	Yes		www.adckcl.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.adckcl.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.adckcl.com
6	Criteria of making payments to non-executive directors	Yes		www.adckcl.com
7	Policy on dealing with related party transactions	Yes		www.adckcl.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.adckcl.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.adckcl.com
11	email address for grievance redressal and other relevant details	Yes		www.adckcl.com
12	Financial results	Yes		www.adckcl.com
13	Shareholding pattern	Yes		www.adckcl.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	R.Ganesh
2	Designation	Company Secretary and Compliance Officer

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Annexure II

II. Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Any other Information to be provided			Add Notes

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Annexure II

1	Name of signatory	R.Ganesh
2	Designation	Company Secretary and Compliance Officer

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Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

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Annexure II		
1	Name of signatory	R.Ganesh
2	Designation	Company Secretary and C

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Signatory Details	
Name of signatory	R.Ganesh
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	10-04-2019

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