



Compliance Report on Corporate Governance

Name of Listed Entity: **ADC India Communications Limited**

Quarter ending: **December 31, 2015**

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/Cessation	Tenure	Number of Directors in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of post of chairperson in Audit/Stakeholder committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	S.Devarajan	AOVPS7065L/00878956	Chairperson/Independent	01.04.2014	Since 06/02/2013	1	2	Nil
Mr.	J.N.Mylaraiah	AEHPJ7872L/06675260	Executive	01.04.2014	NA	1	1	Nil
Ms.	Revathy Ashok	ACLPR3951Q/00057539	Independent	01.04.2014	Since 08/08/2011	2	1	1
Mr.	N. Srinivasan	AAKPS4281K/02036517	Independent	01.04.2014	Since 10/02/2012	1	2	1
II. Composition of Committees								
Name of Committee		Name of Committee Members			Chairperson/Executive/Non-Executive/Independent/Nominee			
1.Audit Committee		1.Ms.Revathy Ashok 2.Mr.S.Devarajan 3.Mr.N.Srinivasan			Chairperson/Independent Independent Independent			
2.Nomination & Remuneration Committee		1.Mr.N.Srinivasan 2.Mr.S.Devarajan 3.Ms.Revathy Ashok			Chairperson/Independent Independent Independent			
3.Risk Management Committee		1.Mr.S.Devarajan 2.Ms.Revathy Ashok 3.Mr.N.Srinivasan			Chairperson/Independent Independent Independent			
4.Stakeholders Relationship Committee		1.Mr.N.Srinivasan 2.Mr.S.Devarajan 3.Mr.J.N.Mylaraiah			Chairperson/Independent Independent Executive			
III. Meeting of Board of Directors								
Date(s) of Meeting (if any) in previous quarter		Date(s) of Meeting (if any) in the relevant quarter			Maximum gap between any two consecutive meetings in number of days			
17.07.2015, 14.8.2015, 28.08.2015		03.11.2015			67 Days			
IV. Meeting of Committees								
Date(s) of meeting of the committee in relevant quarter		Whether requirement of Quorum met (details)		Date(s) of meeting of the committee in the previous quarter		Maximum gap between any two consecutive meetings in number of days		
Audit Committee – 03.11.2015		Yes		17.07.2015		109 days		
Stakeholders Relationship Committee-03.11.2015		Yes		17.07.2015		109 days		

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V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
VI. Affirmations	
<p>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>Audit Committee - Yes Nomination & remuneration committee -Yes Stakeholders relationship committee -Yes Risk management committee (applicable to the top 100 listed entities)</p> <p>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</p> <p>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</p> <p>This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes</p>	

R. Ganesh

R. Ganesh
Company Secretary