

General information about company

| | |
|--|----------------------|
| Scrip code | 530431 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE853A01022 |
| Name of the entity | ADOR FONTECH LIMITED |
| Date of start of financial year | 01-04-2019 |
| Date of end of financial year | 31-03-2020 |
| Reporting Quarter | Quarterly |
| Date of Report | 31-12-2019 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Any other |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee 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 | Aditya Tarachand Malkani | AAFPM3373D | 01585637 | Executive Director | Chairperson related to Promoter | | 26-08-1980 | NA | | 20-07-2007 | 30-01-2017 | | | 2 | 0 | 2 | 0 | | |
| 2 | Mr | Harish Phatandas Ledwani | AAAPL4346E | 00040629 | Executive Director | Not Applicable | CEO-MD | 29-10-1953 | NA | | 23-04-1998 | 30-01-2017 | | | 1 | 0 | 1 | 0 | | |
| 3 | Mrs | Ninotchka Malkani Nagpal | AABPN5266G | 00031985 | Non-Executive - Non Independent Director | Not Applicable | | 06-07-1971 | NA | | 20-07-2007 | 01-08-2019 | | | 2 | 0 | 4 | 1 | | |
| 4 | Mr | Navroze Shiamak Marshall | AACPM5508R | 00085754 | Non-Executive - Independent Director | Not Applicable | | 21-03-1976 | NA | | 29-04-2009 | 01-08-2019 | | 128 | 4 | 3 | 4 | 1 | | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee 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 |
|----|-----------------|------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 5 | Mr | Santosh Janakiram Iyer | AAIPI7902B | 06801226 | Non-Executive - Independent Director | Not Applicable | | 22-08-1978 | NA | | 25-07-2013 | 01-08-2019 | | 77 | 2 | 2 | 2 | 1 | | |
| 6 | Mr | Rafique Abdul Malik | AABPM5599H | 00521563 | Non-Executive - Independent Director | Not Applicable | | 31-10-1950 | NA | | 30-01-2015 | | | 59 | 2 | 2 | 4 | 1 | | |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00085754 | Navroze Shiamak Marshall | Non-Executive - Independent Director | Chairperson | 01-08-2019 | | |
| 2 | 00031985 | Ninotchka Malkani Nagpal | Non-Executive - Non Independent Director | Member | 01-08-2019 | | |
| 3 | 06801226 | Santosh Janakiram Iyer | Non-Executive - Independent Director | Member | 01-08-2019 | | |
| 4 | 00521563 | Rafique Abdul Malik | Non-Executive - Independent Director | Member | 30-01-2015 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00521563 | Rafique Abdul Malik | Non-Executive - Independent Director | Chairperson | 30-01-2015 | | |
| 2 | 00085754 | Navroze Shiamak Marshall | Non-Executive - Independent Director | Member | 01-08-2019 | | |
| 3 | 00031985 | Ninotchka Malkani Nagpal | Non-Executive - Non Independent Director | Member | 01-08-2019 | | |
| 4 | 06801226 | Santosh Janakiram Iyer | Non-Executive - Independent Director | Member | 01-08-2019 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 06801226 | Santosh Janakiram Iyer | Non-Executive - Independent Director | Chairperson | 01-08-2019 | | |
| 2 | 00031985 | Ninotchka Malkani Nagpal | Non-Executive - Non Independent Director | Member | 01-08-2019 | | |
| 3 | 00040629 | Harish Phatandas Ledwani | Executive Director | Member | 30-01-2017 | | |
| 4 | 00521563 | Rafique Abdul Malik | Non-Executive - Independent Director | Member | 30-01-2015 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00031985 | Ninotchka Malkani Nagpal | Non-Executive - Non Independent Director | Chairperson | 01-08-2019 | | |
| 2 | 01585637 | Aditya Tarachand Malkani | Executive Director | Member | 30-01-2017 | | |
| 3 | 00040629 | Harish Phatandas Ledwani | Executive Director | Member | 30-01-2017 | | |
| 4 | 00085754 | Navroze Shiamak Marshall | Non-Executive - Independent Director | Member | 01-08-2019 | | |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | 01-08-2019 | | | | Yes | 5 | 2 |
| 2 | 23-09-2019 | | 52 | | Yes | 6 | 3 |
| 3 | | 13-11-2019 | 50 | | Yes | 6 | 3 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| Sr | Name of Committee | 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) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | Audit Committee | 01-08-2019 | | | | Yes | 3 | 2 |
| 2 | Audit Committee | 13-11-2019 | 103 | | | Yes | 4 | 3 |
| 3 | Nomination and remuneration committee | 01-08-2019 | | | | Yes | 3 | 2 |
| 4 | Nomination and remuneration committee | 13-11-2019 | 103 | | | Yes | 4 | 3 |
| 5 | Stakeholders Relationship Committee | 01-08-2019 | | | | Yes | 3 | 2 |
| 6 | Stakeholders Relationship Committee | 13-11-2019 | 103 | | | Yes | 4 | 3 |

Annexure 1**IV. Meeting of Committees**

| Sr | Name of Committee | 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) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|----|---|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| 7 | Corporate Social Responsibility Committee | 01-08-2019 | | | | Yes | 4 | 1 |
| 8 | Corporate Social Responsibility Committee | 13-11-2019 | 103 | | | Yes | 4 | 1 |

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 | |

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 500 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 |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | GEETHA D |
| 2 | Designation | Company Secretary and Compliance Officer |

Signatory Details

| | |
|-----------------------|--|
| Name of signatory | GEETHA D |
| Designation of person | Company Secretary and Compliance Officer |
| Place | BENGALURU |
| Date | 13-01-2020 |

