

### 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	Yearly
Date of Report	31-03-2020
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	05-02-2020			2	0	2	0		
2	Mr	Harish Phatandas Ledwani	AAAPL4346E	00040629	Executive Director	Not Applicable	CEO-MD	29-10-1953	NA		23-04-1998	05-02-2020			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			3	0	3	1		
4	Mr	Navroze Shiamak Marshall	AACPM5508R	00085754	Non-Executive - Independent Director	Not Applicable		21-03-1976	NA		29-04-2009	01-08-2019		131	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)
5	Mr	Santosh Janakiram Iyer	AAIPI7902B	06801226	Non-Executive - Independent Director	Not Applicable		22-08-1978	NA		25-07-2013	01-08-2019		80	2	2	2	1
6	Mr	Rafique Abdul Malik	AABPM5599H	00521563	Non-Executive - Independent Director	Not Applicable		31-10-1950	NA		30-01-2015			62	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		



<b>Other Committee</b>						
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	13-11-2019				Yes	6	3
2		05-02-2020	83		Yes	6	3
3		27-02-2020	21		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	13-11-2019				Yes	4	3
2	Audit Committee	05-02-2020	83			Yes	4	3
3	Audit Committee	27-02-2020	21			Yes	4	3
4	Nomination and remuneration committee	13-11-2019				Yes	4	3
5	Nomination and remuneration committee	05-02-2020	83			Yes	4	3
6	Stakeholders Relationship Committee	13-11-2019				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	Stakeholders Relationship Committee	05-02-2020	83			Yes	4	3
8	Corporate Social Responsibility Committee	13-11-2019				Yes	4	1
9	Corporate Social Responsibility Committee	05-02-2020	83			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

## 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 (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.adorfon.com/index.html">http://www.adorfon.com/index.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.adorfon.com/assets/adfl_id_t-c2.pdf">http://www.adorfon.com/assets/adfl_id_t-c2.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.adorfon.com/assets/board_committee.pdf">http://www.adorfon.com/assets/board_committee.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.adorfon.com/assets/adfl_id_annexure_i2.pdf">http://www.adorfon.com/assets/adfl_id_annexure_i2.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.adorfon.com/assets/adfl_whistleblower_policy2.pdf">http://www.adorfon.com/assets/adfl_whistleblower_policy2.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.adorfon.com/assets/payment-to-non-executive-directors2.pdf">http://www.adorfon.com/assets/payment-to-non-executive-directors2.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.adorfon.com/assets/transactionpolicy2.pdf">http://www.adorfon.com/assets/transactionpolicy2.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.adorfon.com/assets/adfl_materialsubsidiary_policy2.pdf">http://www.adorfon.com/assets/adfl_materialsubsidiary_policy2.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.adorfon.com/assets/familiarisation2.pdf">http://www.adorfon.com/assets/familiarisation2.pdf</a>



## 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 (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.adorfon.com/contacts.html">http://www.adorfon.com/contacts.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.adorfon.com/contacts.html">http://www.adorfon.com/contacts.html</a>
12	Financial results	Yes		<a href="http://www.adorfon.com/financial-results.html">http://www.adorfon.com/financial-results.html</a>
13	Shareholding pattern	Yes		<a href="http://www.adorfon.com/share-holding-pattern.html">http://www.adorfon.com/share-holding-pattern.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.adorfon.com/corporate-announcement.html">http://www.adorfon.com/corporate-announcement.html</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="http://www.adorfon.com/joint-venture-and-subsidiary.html">http://www.adorfon.com/joint-venture-and-subsidiary.html</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.adorfon.com/policies%2c-code-and-practices.html">http://www.adorfon.com/policies%2c-code-and-practices.html</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.adorfon.com/assets/policy-for-determining-material-eventsinformation2.pdf">http://www.adorfon.com/assets/policy-for-determining-material-eventsinformation2.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.adorfon.com/">http://www.adorfon.com/</a>

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	GEETHA D
2	Designation	Company Secretary and Compliance Officer

## 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	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	GEETHA D
2	Designation	Company Secretary and Compliance Officer



### Signatory Details

Name of signatory	GEEETHA D
Designation of person	Company Secretary and Compliance Officer
Place	BENGALURU
Date	13-05-2020

