



14th October 2022

ATC/NSE/14102022
The Manager
Listing Department
The National Stock Exchange of India
"Exchange Plaza", C-1, Block G
Bandra-Kurla Complex, Bandra (East), Mumbai 400051.
Tel.: 26598236

NSE Scrip Code: ATC 26 (DB)

Sub.: Submission of Compliance Report on Corporate Governance pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), for the quarter ended September 30, 2022.

Dear Sir / Madam,

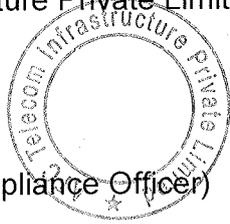
Pursuant to Regulation 27(2) of the SEBI (LODR) Regulations, 2015 enclosed herewith is the quarterly and half yearly Compliance Report on Corporate Governance in the format prescribed by SEBI along with Annexure III & IV - for the quarter and half year ended September 30, 2022.

Request you to take this information on your records.

Thanking you,
For ATC Telecom Infrastructure Private Limited

Vinod Negi
(Company Secretary & Compliance Officer)

Membership No: FCS6405
Corporate office address: Plot No – 14A,
Sector – 18, Maruti Industrial Complex,
Gurgaon-122015, Haryana



ATC Telecom Infrastructure Private Limited

Registered Office: 404, 4th Floor, Skyline Icon, Andheri Kurla Road, Andheri East, Mumbai - 400059, Maharashtra, India, Tel: +91 22 40082700 Fax: +91 22 40082852
Corporate Office: Plot No. 14-A, Sector-18, Maruti Industrial Complex, Gurgaon - 122015, Tel: + 91 124 4464000

www.atctower.in

(CIN-U74110MH2004PTC289328)

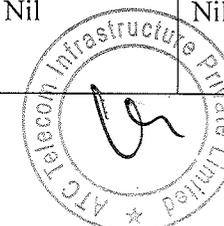
REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 30TH SEPTEMBER 2022

1. Name of Listed Entity: **ATC TELECOM INFRASTRUCTURE PRIVATE LIMITED**

2. Quarter ending: **30th September 2022**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive / Non-Executive / independent / Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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)
Mr.	Edmund DiSanto	GCKPD1362 J 02027137	Non-Executive - Chairperson	21/04/2016	24/09/2020	N.A.	N.A.	23/05/1952	1	Nil	1	Nil
Mr.	Ashwani Kumar Khillan ¹	AEFPK0763 B 08451314	Executive	29/05/2019	N.A.	26.05.2022 (as MD)	N.A.	24/08/1968	1	Nil	Nil	Nil
Mr.	Sanjay Goel	AASPG7776 K 09118787	Non-Executive	06/04/2021	23/09/2021	N.A.	N.A.	07/10/1967	1	Nil	1	Nil
Mr.	Robert Joseph Meyer	FWIPM2785 M 07487324	Non-Executive	21/04/2016	23/09/2021	N.A.	N.A.	15/07/1963	1	Nil	1	1
Ms.	Brenna Dugan Jones	CBGPJ8539 L 07480476	Non-Executive	21/04/2016	23/09/2021	N.A.	N.A.	23/06/1969	1	Nil	Nil	Nil



Mr.	Douglas Maxwell Crowe	CFLPC1231 F 07537016	Non-Executive - Alternate	19/08/2016	N.A.	N.A.	N.A.	17/01/1964	1	Nil	Nil	Nil
Mr.	Sandeep Girotra	AAJPG1542 L 05141862	Executive (Managing Director)	26/05/2022	N.A.	N.A.	N.A.	22/02/1965	1	Nil	Nil	Nil

1 Mr. Ashwani Kumar Khillan resigned as Managing Director of the Company w.e.f. 26th May 2022, however, he consented to continue as the Director – CTO & COO, APAC of the Company w.e.f. the aforesaid date. His continuation to act as Director – CTO & COO, APAC was approved by the Nomination and Remuneration Committee and Board of Directors of the Company at their respective meetings held on 26th May 2022.

Whether Regular chairperson appointed: **YES**

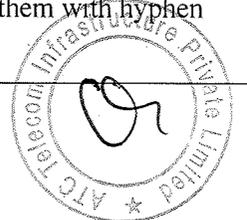
Whether Chairperson is related to managing director or CEO: **NO**

\$PAN of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

“Explanation for Non-Appointment of Independent Directors (IDs): Appointment of Independent Directors was not applicable to the Company under the provisions of the Companies Act, 2013. However, upon applicability of Regulation 17 of SEBI LODR, w.e.f. 7th September 2021, the composition of the Board will be re-constituted within the timeline prescribed under SEBI LODR.

II. Composition of Committees:					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Robert Joseph Meyer Mr. Edmund DiSanto Mr. Sanjay Goel	Chairperson-Non-Executive Non-Executive Non-Executive	21/04/2016 19/08/2016 06/04/2021	N.A.
2. Nomination & Remuneration Committee	Yes	Ms. Brenna Dugan Jones Mr. Edmund DiSanto Mr. Sanjay Goel	Chairperson-Non-Executive Non-Executive Non-Executive	21/04/2016 06/04/2021 06/04/2021	N.A.
3. Risk Management Committee (if applicable)	<i>To be constituted. The Company will constitute the Committee within the timeline prescribed under SEBI LODR.</i>				
4. Stakeholders Relationship Committee	<i>To be constituted. The Company will constitute the Committee within the timeline prescribed under SEBI LODR.</i>				
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					



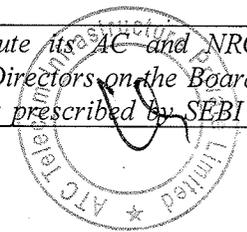
III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes/No	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutives (in number of days)
26/05/2022	10/08/2022	Yes	5	No ID on the Board of the Company	75 days gap between last two Board meetings.
* to be filled in only for the current quarter meetings					

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* Yes/No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
10/08/2022	Yes	3	No ID on the Board of the Company	26/05/2022	75 days gap between last two meetings.
* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings					

V. Related Party Transactions:	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	YES (few RPTs were ratified by the Audit Committee/Board)
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N.A.

Note: 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.

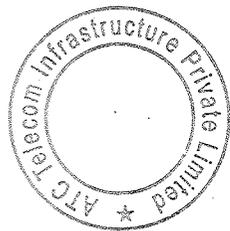
VI. Affirmations		
Subject	Compliance Status (Y/NO)	Explanation
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("SEBI LODR")	NO	<i>Appointment of Independent Directors was not mandatory for the Company under the provisions of the Companies Act, 2013. However, upon applicability of Regulation 17 of SEBI LODR, w.e.f. 7th September 2021, the Board of Directors will be reconstituted within the timeline prescribed under SEBI LODR.</i>
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee (AC)	NO	<i>The Company will reconstitute its AC and NRC upon appointment of Independent Directors on the Board of the Company within the timelines prescribed by SEBI LODR.</i>



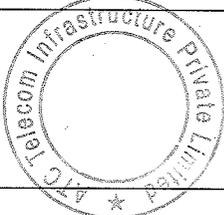
b. Nomination & Remuneration Committee (NRC) c. Stakeholders Relationship Committee (SRC): d. Risk management committee (as applicable) (RMC)		<i>Further, Stakeholders Relationship Committee and Risk Management Committee will be reconstituted within the timelines prescribed under SEBI LODR.</i>
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES (except SRC and RMC since these Committees are yet to be constituted)	<i>The Company will comply with the requirement of the provisions related to SRC and RMC within the timeline prescribed under SEBI LODR.</i>
4. 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.	NO YES (except SRC and RMC since these Committees are yet to be constituted and substantially related to appointment of IDs)	<i>The Company will comply with the requirement of the provisions related to SRC and RMC within the timeline prescribed under SEBI LODR.</i>
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	YES	<i>The Report submitted in the previous quarter ended 31st March 2022 was placed before the Board of Directors at its Meeting held on 26/05/2022. The Board was deliberated again about the requirement of SEBI (LODR) Regulations and after detailed deliberations, the Board advised that necessary compliance/action should be ensured before 31st March 2023.</i>



Vinod Negi
Company Secretary & Compliance Officer
Membership No.: FCS6405
 Date: October 14, 2022



Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	Yes*
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	Committee not constituted
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>*The Company being High Value Debt Listed entity, not require to attach or include the "Business Responsibility Report" in its Annual Report.</p>		
<p> Vinod Negi Company Secretary and Compliance Officer</p> <p style="text-align: center;"></p>		

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial yearHalf year ending – 30th September 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NA	NA	
Promoter Group or any other entity controlled by them	NA	NA	
Directors (including relatives) or any other entity controlled by them	NA	NA	
KMPs or any other entity controlled by them	NA	NA	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any Other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA

KMPs or any other controlled by entity them	NA	NA	NA
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them NA	NA	NA	NA

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Vishal Jajodia

CFO

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*