

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

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

2. Quarter ending: **30th June 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 Regulation s)	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	GCKPD1362J02027137	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	AEFPK0763B08451314	Executive	29/05/2019	N.A.	26.05.2022 (as MD)	N.A.	24/08/1968	1	Nil	Nil	Nil
Mr.	Sanjay Goel	AASPG7776K09118787	Non-Executive	06/04/2021	23/09/2021	N.A.	N.A.	07/10/1967	1	Nil	1	Nil
Mr.	Robert Joseph Meyer	FWIPM2785M07487324	Non-Executive	21/04/2016	23/09/2021	N.A.	N.A.	15/07/1963	1	Nil	1	1
Ms.	Brenna Dugan Jones	CBGPJ8539L07480476	Non-Executive	21/04/2016	23/09/2021	N.A.	N.A.	23/06/1969	1	Nil	Nil	Nil
Mr.	Douglas Maxwell Crowe	CFLPC1231F07537016	Non-Executive - Alternate	19/08/2016	N.A.	N.A.	N.A.	17/01/1964	1	Nil	Nil	Nil
Mr.	Sandeep Girotra	AAJPG1542L05141862	Executive	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)
11/02/2022	26/05/2022	Yes	5	Nil	103 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*
26/05/2022	Yes	3	NO ID on the Board of the Company	11/02/2022	103 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) b. Nomination & Remuneration Committee (NRC) c. Stakeholders Relationship Committee (SRC): d. Risk management committee (as applicable) (RMC)	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. Further, Stakeholders Relationship Committee and Risk Management Committee will be reconstituted within the timelines prescribed under SEBI LODR.</i>

<p>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.</p>	<p>YES (except SRC and RMC since these Committees are yet to be constituted)</p>	<p><i>The Company will comply with the requirement of the provisions within the timeline prescribed under SEBI LODR.</i></p>
<p>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.</p>	<p>NO</p>	<p><i>The Company will comply with the requirement of the provisions within the timeline prescribed under SEBI LODR.</i></p>
<p>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.</p>	<p>YES</p>	<p><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></p>

Vinod Negi
Company Secretary & Compliance Officer
Membership No.: FCS6405
Date: July 8, 2022