

## BOARD OF DIRECTORS

### 1. ROLE OF THE BOARD OF DIRECTORS

The primary role of the Board is that of trusteeship to protect and enhance shareholders' value through strategic direction to the Company. The Board exercises its duties with care, skill, diligence and affirms compliance in terms of the Companies Act, 2013, SEBI (LODR) and other applicable legislations in the best possible manner.

### 2. Broad terms of reference and functions of the Board

The following are generally provided to the Board of Directors:

- a. Annual strategies and operating plans.
- b. Capital budgets and updates thereon.
- c. Quarterly and half yearly unaudited financial results of the Company, its subsidiary and joint venture.
- d. Audited financial results of the Company.
- e. Minutes of the meetings of the Board Committees.
- f. Information on recruitment and remuneration of Senior Executives, just below the level of the Board.
- g. Risk mitigation plans and updates.
- h. Show cause, demand, prosecution and penalty notices, which are materially important.
- i. Fatal or serious accidents, dangerous occurrences; any material effluent or pollution problems.
- j. Any material default in financial obligation by the Company/substantial non payment of goods sold by the Company.
- k. Details of any joint venture/collaboration agreement.
- l. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.

### ADOR FONTECH LIMITED

Regd. and Head Office: Belview, 7 Haudin Road, Bangalore 560 042, Karnataka - India.

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CIN: L31909KA1974PLC020010

- m. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order or strictures on the Company or any adverse view regarding another enterprise that can have a negative impact on the Company.
- n. Significant labour problems & their proposed solution.
- o. Any significant development in human resources/ industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme etc.
- p. Sale of material nature of investments, subsidiaries, assets etc. which are not in the normal course of business.
- q. Quarterly details of foreign exchange exposures and steps taken by the Management to limit the risk of adverse exchange rate movement.
- r. Non-compliance of any regulatory, statutory or listing requirements and shareholder services such as unclaimed dividends, delay in share transfers etc.
- s. Updates on the working of subsidiary and joint venture.

### 3. COMPOSITION

NAME	CATEGORY OF DIRECTORSHIP	DIN
Mr. A T Malkani	Promoter and Non-Executive	01585637
Mrs. N Malkani Nagpal	Promoter and Non-Executive	00031985
Mr. H P Ledwani	Executive	00040629
Mr. N S Marshall	Non-Executive & Independent	00085754
Mr. Santosh Janakiram	Non-Executive & Independent	06801226
Mr. Rafique Malik	Non-Executive & Independent	00521563

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