



ADROIT INFOTECH LIMITED

28th

ANNUAL REPORT

2017-2018

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CORPORATE INFORMATION

Board of Directors

S Sudhakiran Reddy	Managing Director
Sunder Raj Nyaypathi	Independent Director
Devender Reddy K	Independent Director (Resigned w.e.f 13.09.2017)
Sunitha Kuchakulla	Independent Director
P Venkat Lakshma Reddy	Independent Director
Seetha Rama Rao Thunuguntla	Independent Director

Key Managerial Person

S Sudhakiran Reddy	(Managing Director)
T.B.V.P Chandramouli	(CFO) (Resigned w.e.f. 31.08.2018)
Akshita Surana	(Company Secretary & Compliance Officer) (Resigned w.e.f 15.06.2018)
Nikita Chopra	Company Secretary & Compliance Officer (Appointed w.e.f 02.08.2018)

BOARD COMMITTEES

AUDIT:

Sunder Raj Nyaypathi	Chairman
P Venkata Lakshma Reddy	Member
S. SudhaKiran Reddy	Member

Nomination & Remuneration:

Sunder Raj Nyaypathi	Chairman
Suneeta Kuchakulla	Member
P Venkata Lakshma Reddy	Member

Stakeholders and Relationship:

Sunder Raj Nyaypathi	Chairman
P Venkata Lakshma Reddy	Member
S. SudhaKiran Reddy	Member

Statutory Auditors

Niranjan & Narayan (Firm Reg. No. 005899S)
7-1-28/1/A/21, Shyamkaran Road,,
21 Park Avenue Colony, Ameerpet,
opposite line to Indo US Hospital,
Hyderabad, Telangana 500016

Registered and Corporate Office

Plot No. 7A, MLA Colony,
Road # 12, Banjara Hills,
Hyderabad, Telangana, India - 500034.
Tel : +91-40 23552284/85/86 Fax : +91-40 23552283
E mail : cs@adroitinfotech.com
Web : www.adroitinfotech.com
CIN : L72300TG1990PLC01112

ISIN :INE737B01033

Bankers:

HDFC BANK

Registrar and Share Transfer Agents:

Registrar and Share Transfer Agents:
Venture Capital and Corporate Investments Private
Limited
12-10-167,
Bharat Nagar
Hyderabad, 500018,
Phone : +91 040-23818475/23818476/23868023
Fax : +91 040-23868024
E mail: info@vccilindia.com

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Members of **ADROIT INFOTECH LIMITED** (Formerly: SPHERE GLOBAL SERVICES LIMITED) (the Company) will be held on Saturday, 29th September, 2018 at 09.00 a.m. at Plot No 66A, Road No 1, Jubilee Hills, Hyderabad -500033 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution.

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

3. To appoint a Director in place of Mrs. Sunitha Kuchakulla who retires by rotation and being eligible offers herself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Sunitha Kuchakulla (DIN: 07502066), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to Remote e-voting are given in this Notice under Note No. 27. The Company will also send communication relating to Remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. Shareholders are requested to bring their copy of annual report to the Meeting. In accordance with the provisions of the Companies Act, 2013 & SEBI Guidelines, only abridged standalone and consolidated annual accounts for the financial year ended March 31, 2018 are circulated. Any member desirous of having a copy of detailed accounts may apply to the Company and copies thereof will be available for reference at the venue of the Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on 29th September, 2018 forms part of the notice.
8. The Register of Members and Share Transfer Books will remain closed from September 22, 2018 to September 29, 2018 (both days inclusive).
9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. The members who have not surrendered their old share certificates (Issued by the then M/s. Sphere Global Services Limited, now known as Adroit Infotech Limited, under the change of name) are requested to surrender their old share certificates to M/s. Adroit Infotech Limited at their registered office : Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad - 500034 obtain their new share certificates of this Company.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
12. No Dividend on equity shares has been recommended by the Board of Directors for the financial year ended March 31, 2018.
13. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.
b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
- 14 Non-Resident Indian Members are requested to inform Venture Capital, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.
16. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Venture Capital and Corporate Investments Private Limited
17. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and SEBI Listing Obligations and Disclosure Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote at the 27th AGM by electronic means and the business shall be transacted through Remote e-voting services provided by Central Depository Services Limited ("CDSL").

18. The facility for voting through ballot / polling paper shall be made available at the AGM, to all the members attending the AGM, who have not opted e-voting facility. Further, the members who have opted Remote e-voting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
19. The Board of Directors of the company has appointed Ms. Akshita Surana, Practicing Company Secretaries, Hyderabad as Scrutinizer for conducting the Remote e-voting process for the Annual General Meeting in a fair and transparent manner.
20. The login ID and password for Remote e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for Remote e-voting by e-mail.
21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21.09.2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of Remote e-voting / Poll.
22. Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 21.09.2018 may obtain the User ID and password for Remote e-voting by sending email intimating DP ID and Client ID / Folio No. at www.evotingindia.com or can vote through ballot paper to be downloaded from the Company's website <http://adroitinfotech.com/>
23. The Remote e-voting facility will be available during the following period:

Commencement of Remote e-voting: From 9.00 a.m. (IST) on 26 September, 2018 End of Remote e-voting: Up to 5.00 p.m. (IST) on 28 September, 2018
24. The Remote e-voting will not be allowed beyond the aforesaid date and time and the Remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
25. The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through Remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <http://adroitinfotech.com/> and on the website of CDSL at www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
26. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September, 29th, 2018
27. Instructions and other information relating to Remote e-voting:
 - (i) The voting period begins on 26 September, 2018 at 09:00 a.m and ends on 28 September, 2018, at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21.09.2018, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the Remote e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for Remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for Remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding Remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and Remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

1. The log in ID and password for Remote e-voting along with process, manner and instructions for Remote e-voting is being sent to the members who have not registered their email IDS with the Company along with physical copy of notice. Those members who have registered their email IDS with the Company their respective Depository Participants are being forwarded the login ID and password for Remote e-voting along with process, manner and instructions by email.
2. The Company has appointed Ms. Akshita Surana, Company Secretary in Practice as “Scrutinizer” for conducting the Remote e-voting process for the Annual General Meeting in a fair and transparent manner.

PROFILE OF DIRECTORS (SEEKING RE-APPOINTMENT)

Name of the Director	Mrs. Sunitha Kuchakulla
Date of Appointment	21.05.2016
Age:	37 years
Qualifications	Graduate
Date of first appointment on the Board	21.05.2016
Remuneration	Sitting fees of Rs. 2000 per Board Meeting
No. of Board Meetings attended during the year	8
Brief Resume & Expertise in specific functional areas	Mrs. Sunitha Kuchakulla holds Graduate qualification. She possesses rich experience in Management and Administration Matters. Very Pro-active and focused in her approach towards business.
Details of shares held in the Company as on 31.03.2018	0
Listed Companies in which Directorships held as on 31.03.2018	0
Chairman / Member of the Committees of Listed Companies in which he is a Director as on 31.03.2017 other than SGSL.	0
Relationship with other Directors	Not related to any director or KMP

By order of the Board of Directors
ADROIT INFOTECH LIMITED
 (formerly : Sphere Global Services Limited)

Sd/-
Nikita Chopra
Company Secretary & Compliance Officer
 Membership No: 30182

Hyderabad
31.08.2018

Registered & Corporate Office:
 # Plot No. 7A, MLA Colony,
 Road # 12, Banjara Hills,
 Hyderabad, Telangana, India - 500034.

CIN: L72300TG1990PLC011129
Email : cs@adroitinfotech.com
Website : www.adroitinfotech.com

DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasure in presenting the report of the Business and Operations of your Company ('the Company' or 'AIL'), along with the audited financial statements, for the financial year ended March 31, 2018. The Consolidated Performance of your Company and its subsidiaries has been referred to wherever required.

Financial Highlights

(Rupees in Lakhs)

Particulars	Consolidated		Standalone	
	2017-2018	2016-2017	2017-2018	2016-2017
Total Income	3804.74	5302.78	2264.91	426.97
Profit before Finance Cost, Depreciation & Amortization, Taxation & Exceptional items	1182.92	1945.94	314.61	147.60
Less: Finance cost	18.50	29.09	18.50	0.08
Depreciation and Amortization Expenses	42.21	20.73	42.21	2.50
Profit before tax & Exceptional items	1122.20	1896.12	253.90	145.02
Less: Exceptional items	0	0.10	0	0.10
Profit before tax	1122.20	1896.02	253.90	144.92
Less: Tax expenses	74.43	335.71	55.21	9.82
Profit before Minority Interest	1047.78	1560.31	198.69	135.10
Less: Minority Interest	0	0	0	0
Profit after tax	1047.78	1560.31	198.69	135.10

Dividend

Your Directors have not recommended any dividend for this financial year 2017-2018.

Review of Operations

During the year under review, your Company achieved a consolidated revenue of Rs.3804.74 Lakhs as against a revenue of Rs. 5302.78 Lakhs in the previous fiscal. Your Company has earned a Consolidated PBT of Rs.1122.20 Lakhs as against Rs. 1896.02 Lakhs in the previous fiscal and Consolidated PAT of Rs.1047.78 Lakhs as against Rs. 1560.31 Lakhs in the previous year.

At standalone level, your Company recorded a revenue of Rs 2264.91 lakhs against a revenue of Rs. 426.97 lakhs in the previous year, EBITDA of Rs.314.61 lakhs as against Rs. 147.60 Lakhs of previous year, and PAT of Rs.198.69 lakhs as against PAT of Rs. 135.10 Lakhs in the previous year.

Consolidated Financial Statements (CFS)

The Consolidated Financial Statements of your Company for the financial year 2016-17 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, applicable Accounting Standards and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"). The consolidated financial statements have been prepared on the basis of audited financial statements of your Company, its subsidiaries, as approved by the respective Board of Directors.

The CFS should therefore be read in conjunction with the directors' report, financial notes, cash flow statements and the individual auditor reports of the subsidiaries.

Pursuant to provisions of section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Company's subsidiaries is attached to the financial statements of the Company.

Abridged Annual Accounts

Pursuant to the provisions of the first proviso to Section 136(1) of the Act and Rule 10 of Companies (Accounts) Rules, 2014, the abridged annual accounts are being sent to all shareholders whose e-mail id's are not registered with the Company. The full annual report is available on the website of your Company at www.adroitinfotech.in and available for inspection at the registered office of the Company during working hours. Any member interested in obtaining the full annual report may write to the Company Secretary and the same will be furnished on request.

Companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year: Nil

Material Changes and Commitments, if any, affecting the financial position of the company
No changes

Directors & Key Managerial Personnel (KMP)

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mrs. Sunitha Kuchakulla, Independent Director who retires by rotation and being eligible, has offered himself for re-appointment.

Mr. Devender Reddy K resigned as Director w.e.f. 13.09.2017.

Ms. Akshita Surana resigned as Company Secretary and Compliance Officer w.e.f. 15.06.2018.

Ms. Nikita Chopra Appointed as Company Secretary and Compliance Officer w.e.f. 02.08.2018

Mr. T.B.V.P Chandramouli resigned as CFO w.e.f. 31.08.2018.

In compliance with Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, brief resume of all the Directors proposed to be appointed / re-appointed are attached along with the Notice of the ensuing Annual General Meeting.

Your directors place on record their sincere appreciation for the valuable contribution made by by the resigning director and Company Secretary during their tenure.

Apart from the above, there have been no changes in Directors and KMP.

Particulars of Employees and related disclosures

The remuneration paid to your Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force). The salient aspects covered in the Nomination and Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this report.