



Solutions. Simplified

Adroit Infotech Limited

2019-2020



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CORPORATE INFORMATION

Board of Directors

Sudhakaran Reddy Sunkerneni	Managing Director
Sunder Raj Nyaypathi	Independent Director
Sunitha Kuchakulla	Independent Director
Venkat Lakshma Reddy Patlola	Independent Director

Key Managerial Person

Sudhakaran Reddy Sunkerneni	Managing Director
Venkateswara Rao Narepalem	Chief Financial Officer
Shradha Somani	Company Secretary & Compliance Officer

Statutory Committees

Audit Committee:

Sunder Raj Nyaypathi	Chairman
Sudhakaran Reddy Sunkerneni	Member
Venkat Lakshma Reddy Patlola	Member

Nomination & Remuneration Committee:

Sunder Raj Nyaypathi	Chairman
Sunitha Kuchakulla	Member
Venkat Lakshma Reddy Patlola	Member

Stakeholders and Relationship Committee:

Sunder Raj Nyaypathi	Chairman
Venkat Lakshma Reddy Patlola	Member
Sudhakaran Reddy Sunkerneni	Member

Registered and Corporate Office

Plot No. 7A, MLA Colony, Road No. 12,
Banjara Hills, Hyderabad - 500034
Email: cs@adroitinfotech.com
Website: www.adroitinfotech.com
CIN: L72300TG1990PLC011129
Tel: +91-40-2355 2284/85/86
Fax: +91-40-2355 2283

Statutory Auditors

M/s. Niranjana & Narayan,
Chartered Accountants
7-1-28/1/A/21, Shyamkaran Road, 21 Park
Avenue Colony, Ameerpet, Hyderabad,
Telangana 500016

Bankers:

HDFC BANK LIMITED

Plot No. 1355A, Road No. 1 & 45 Jubilee
Hills, Hyderabad -500033

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

Stock Exchanges

National Stock Exchange of India Limited
Bombay Stock Exchange Limited

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the Members of **Adroit Infotech Limited** ("the Company") will be held on Thursday 20th August 2020 at 09.00 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 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, 2020 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, 2020 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, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

3. To re-appoint Mr Sudhakiran Reddy Sunkerneni (DIN:01436242), who retires by rotation as a Director at this Annual General Meeting and being eligible seeks re-appointment and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, ("the Act") Mr Sudhakiran Reddy Sunkerneni (DIN: 01436242), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **Conversion of Credit Balance of Promoter(s) into Unsecured Loan:**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution

"RESOLVED THAT pursuant to section 179(3)(d) read with the proviso of Rule 2(1)(c)(viii) of Companies (Acceptance of Deposits) Rules, 2014 and any other applicable provision of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), it is hereby accorded to convert the credit balance in the name of Mr. Sudhakiran Reddy Sunkerneni (Managing Director & Promoter) into an Short term Un-Secured Loan as per the Terms and conditions specified in the agreement that is approved by the board upto Rs. 5,00,00,000/- (Rupees Five Crores Only) at of interest 8% per annum.

5. Allotment of Equity Shares on Preferential Basis:

To consider and if thought fit, to pass with or without modification(s), the following as a special resolution:

"RESOLVED THAT pursuant to provisions of Section 42 and Section 62(3) of the Companies Act, 2013 (the Act) and any other applicable provisions of the Act and rules framed thereunder and in accordance with the Memorandum and Articles of Association of the Company, and subject to all such consent(s), permission(s), sanction(s) of the concerned authorities, as may be required, including any such condition(s) and modification(s), as may be prescribed or imposed, while granting such consent(s), permission(s) or sanction(s), the consent of the members be and is hereby accorded to the Board of Directors of the Company, for allotment of such number of equity shares of the face of INR 10 each (Rupees Ten) to Mr. Sudhakaran Reddy Sunkerneni (hereinafter referred to as the "Lender"), upon the exercise of the right of Mr. Sudhakaran Reddy Sunkerneni, to convert certain outstanding loan granted by Mr. Mr. Sudhakaran Reddy Sunkerneni, which shall not exceed the amount of principal of Rs. 5,00,00,000/- (Rupees Five Crores Only) and interest outstanding as on that date of conversion in accordance with the terms as agreed, at a price as per the rules and regulations prescribed by Security Exchange Board of India ("SEBI") and the applicable provisions of the Act, as amended from time to time and in accordance with the following conditions:

- i. The conversion right reserved as aforesaid shall be exercised by the Lender on one occasion only.
- ii. On receipt of the Notice of Conversion, the Company shall, subject to the provisions of the agreement, issue and allot the requisite number of fully paid-up equity shares to the Lender, as from the date of conversion and the Lender may accept the same in satisfaction of the full loan amount so converted;
- iii. The equity shares so allotted and issued to the Lender, shall carry, from the date of conversion, the right to receive dividend(s) and other distribution declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank *pari passu* with the existing equity shares of the Company, in all respects.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions to convert the Loan into equity shares of the Company, on such terms as may be mutually agreed by the Parties."

"RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary and shall issue and allot requisite number of fully paid-up equity shares in the Company to the Lender."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot from time to time to the Lender, such number of equity shares for conversion of the outstanding portion of the loan into Equity Shares of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution(s), the Board/Committee be and is hereby authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/Committee is also hereby authorised to resolve and settle all question(s), difficulties or doubt(s), that may arise with regard to such payment and to finalise and execute all agreement(s), document(s) and writing(s) and to do all such act(s), deed(s) and thing(s), in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereof expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the power(s) herein conferred by this resolution on it, to any committee of Director(s), or any person(s), as it may in its absolute discretion deem fit in order to give effect to this resolution.”

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 and General Circular no 20/2020 dated May 5, 2020 (collectively referred to as **“MCA Circulars”**) permitted Companies to conduct Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to manoj@mnklaws.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. 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. 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.
5. 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.
6. The Register of Members and Share Transfer Books will remain closed from August 13, 2020 to August 20, 2020 (both days inclusive).
7. The members who have not surrendered their old share certificates (Issued by the then M/s. Color (chips) India 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.

8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Venture Capital And Corporate Investments Private Limited ("VCCIPL") for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website <https://adroitinfotech.com/demat-faq.pdf>.
9. 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
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA ("VCCIPL") in case the shares are held by them in physical form
11. 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.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website https://adroitinfotech.com/Nomination_Form_SH-13.pdf Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to VCCIPL in case the shares are held in physical form.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or VCCIPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before August 20, 2020 through email on cs@adroitinfotech.com. The same will be replied by the Company suitably.

16. No Dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2020.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.adroitinfotech.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. At the twenty-ninth AGM held on September 30, 2019 the Members approved appointment of M/s. Niranjana & Narayan, Chartered Accountants (Firm Registration No. 005899S) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty-fourth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the thirtieth AGM.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. Instructions for e-voting and joining the AGM are as follows

A. VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The Board of Directors of the company has appointed Mr. Manoj Kumar Koyalkar, (Membership Number:9298) of M/s. M&K Associates, Practicing Company Secretaries, Hyderabad as Scrutinizer for conducting the Remote e-voting process for the Annual General Meeting in a fair and transparent manner.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. 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, 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.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.adroitinfotech.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
6. The remote e-voting period commences on Monday, August 17, 2020 (9:00 a.m. IST) and ends on Wednesday, August 19, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, August 12, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
7. 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.
8. The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through Remote e-voting, will, not later than 48 hours 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 <https://adroitinfotech.com> and on the website of CDSL at www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
9. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August, 20th, 2020

THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW:

1. The voting period begins on Monday, August 17, 2020 (9:00 a.m. IST) and ends on Wednesday, August 19, 2020 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 12, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the Remote e-voting website www.evotingindia.com.
4. Click on "Shareholders" module
5. **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. Shareholder holding shares in Physical Form should enter Folio Number registered with the Company or:

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically

6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in d-mat 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.
8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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 Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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 (v).