



Solutions. Simplified

Adroit Infotech Limited

2020-2021



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
Sridhar Pyata Reddy	Additional Director
Sunkireddy Rajashekar Reddy	Additional Director

Key Managerial Person

Sudhakaran Reddy Sunkerneni	Managing Director
Mohammed Salam	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 31st Annual General Meeting (AGM) of the Members of Adroit Infotech Limited ("the Company") will be held on Thursday, 30th September 2021 at 9.00 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2021 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, 2021 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, 2021 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, 2021 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- 3. To re-appoint Mr. Mr. Sudhakiran Sunkerneni Reddy (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 Sunkerneni Reddy (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:**

SPECIAL BUSINESS:

- 4. Regularisation of Additional Director, Mr. Sunkireddy Rajashekar Reddy by appointing him as Director of the Company**

To consider 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) Mr. Sunkireddy Rajashekar Reddy (DIN: 06983058), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01st September, 2020 and holds office until this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from himself, proposing his candidature for the office of Director, of the Company, be and is hereby appointed as the Non-Executive Non- Independent Director."

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to file necessary Form No. DIR-12 with Registrar of Companies, Telangana and further to do all such acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution including making necessary entries in the registers as prescribed under the Companies Act, 2013.”

5. Regularisation of Additional Director, Mr. Sridhar Pyata Reddy by appointing him as director of the Company

To consider 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) Mr. Sridhar Pyata Reddy (DIN: 07268714), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01st September, 2020 and holds office until this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from himself, proposing his candidature for the office of Director, of the Company, be and is hereby appointed as the Non-Executive Non-Independent Director.”

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to file necessary Form No. DIR-12 with Registrar of Companies, Telangana and further to do all such acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution including making necessary entries in the registers as prescribed under the Companies Act, 2013.”

6. 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. 5,00,0000/- (Rupees Five Crores Only) at of interest 7% per annum.

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 General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI 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. The relevant details, pursuant to 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. 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.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. 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.
6. 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.
7. 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. 32. 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
8. 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.
9. The Register of Members and Share Transfer Books will remain closed from 23rd September, 2021 to 30th September, 2021 (both days inclusive).

10. 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.
11. 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 ("VCC IPL") for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website <https://adroitinfotech.com/demat-faq.pdf>.
12. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Wednesday, 22nd September, 2021 ("cut-off date"). It shall also be available on the website <https://www.adroitinfotech.com/news-room.html>.
13. The Board of Directors of the Company (the "Board") has appointed Mr. Manoj Kumar Koyalkar (Membership Number:9298), M&K Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
14. 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 RTA.
15. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent.
16. 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 in case the shares are held by them in physical form.
17. 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.

18. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him / her shall vest in the event of his / her death. Members desirous of availing this facility may submit nomination in prescribed Form SH - 13 to the Company / RTA, in case of shares held in physical form, and to their respective depository participant, if held in electronic form.
19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, 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.
20. 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.
21. 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 September 15, 2021 through email on cs@adroitinfotech.com. The same will be replied by the Company suitably.
22. No Dividend on equity shares is recommended by the Board of Directors for the Financial Year ended March 31, 2021.
23. In compliance with the aforesaid MCA and SEBI Circulars Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website <https://www.adroitinfotech.com/news-room.html>, websites of the Depositories and 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. In case of any queries regarding the Annual Report, the Members may write to cs@adroitinfotech.com receive an email response.
24. In terms of the provisions of Section 152 of the Act, Mr. Sudhakiran Sunkerneni Reddy (DIN: 01436242), Director of the Company, retires by rotation at the Meeting. The Board of Directors of the Company recommends his re-appointment for the approval of the Members.
25. 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. 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.
26. 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), M&K Associates, Company Secretaries as Scrutinizer to scrutinize the voting during the AGM 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. 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, may obtain the User ID and password for Remote e-voting by sending email tocs@adroitinfotech.com 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 <https://adroitinfotech.com>
6. The remote e-voting period commences on Monday, 27th September, 2021 (9:00 a.m. IST) and ends on Wednesday, 29th September, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 22nd September, 2021 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. Thursday, 30th September, 2021
10. The details of the process and manner for remote e-voting are explained herein below:

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

1. The voting period begins on Monday, 27th September, 2021 (9:00 a.m. IST) and ends on Wednesday, 29th September, 2021 (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 i.e. Wednesday, 22nd September, 2021 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).

9. After entering these details appropriately, click on “SUBMIT” tab.
10. 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.
11. For Members holding shares in physical form, the details can be used only for Remote e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant <Company Name> Adroit Infotech Limited on which you choose to vote.
13. 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.
14. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
15. 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.
16. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
18. 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.
19. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.