



Solutions. Simplified

# Adroit Infotech Limited

2021-2022



**CONTENTS****I N D E X****PAGE NO.**

<b>1. Corporate Information</b>	<b>1</b>
<b>2. Notice of Shareholder</b>	<b>2-45</b>
<b>3. Directors Report</b>	<b>46-61</b>
<b>4. Report on Corporate Governance</b>	<b>62-74</b>
<b>5. Management Discussion and Analysis</b>	<b>75-78</b>
<b>6. Independent Auditors Report on the Standalone Financial Statements</b>	<b>79-85</b>
<b>7. Standalone Balance Sheet</b>	<b>86</b>
<b>8. Standalone Statement of Profit and Loss</b>	<b>87</b>
<b>9. Standalone Cash Flow Statement</b>	<b>88</b>
<b>10. Standalone Notes to Financial Statements</b>	<b>89-105</b>
<b>11. Significant Accounting Policies</b>	<b>106-114</b>
<b>12. Independent Auditors Report on the Consolidated Financial Statements</b>	<b>115-119</b>
<b>13. Consolidated Balance Sheet</b>	<b>120</b>
<b>14. Consolidated Statement of Profit and Loss</b>	<b>121</b>
<b>15. Consolidated Cash Flow Statements</b>	<b>122</b>
<b>16. Consolidated Notes to Financial Statements</b>	<b>123-138</b>
<b>17. Consolidated Significant Accounting Policies</b>	<b>139-148</b>
<b>18. Members Invitation, Information at glance &amp; Instructions for e-voting</b>	<b>149-153</b>

## 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	Non-Independent Director
Sunkireddy Rajashekar Reddy	Non-Independent Director

### Key Managerial Person:

Sudhakaran Reddy Sunkerneni	Managing Director
Mohammed Salam	Chief Financial Officer
Suchita Dugar	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](mailto:cs@adroitinfotech.com)  
Website: [www.adroitinfotech.com](http://www.adroitinfotech.com)  
CIN: L72300TG1990PLC011129  
Tel: +91-40-2355 2284/85/86  
Fax: +91-40-2355 2283

### Statutory Auditors:

M/s. Nirajan & 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](mailto:info@vccilindia.com)

### Stock Exchanges:

National Stock Exchange of India Limited  
Bombay Stock Exchange Limited

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting (AGM) of the Members of Adroit Infotech Limited ("the Company") will be held on Monday, July 25, 2022 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 Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 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, 2022 and the Report of the Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution.**

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

3. **To re-appoint Mr. Sridhar Pyata Reddy (DIN: 07268714), 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. Sridhar Pyata Reddy (DIN: 07268714), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **To appoint M/s. Rao & Shyam, Chartered Accountants, Hyderabad as the Statutory Auditor of the Company 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactments thereof for time being in force), consent of the members of the Company be and is hereby accorded to appoint M/s. Rao & Shyam, Chartered Accountants, Hyderabad (Firm Registration No.006186S), as Statutory Auditor of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting on such remuneration and out of pocket expenses as may be determined by the Board of Directors from time to time."

## **SPECIAL BUSINESS:**

5. **Alteration of Articles of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, under the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members be and is hereby accorded to alter the Articles of Association of the Company by inserting the following clause:

-----

4A. Subject to the provisions of the Act and these Articles, the Board may convert outstanding loan and interest thereof into Equity Share(s) of the Company.

-----

**“RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to these resolutions and for matter connected therewith or incidental thereto.”

**6. Appointment of Mr. Sudhakaran Sunkerneni Reddy (DIN: 01436242), as the Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and of the Companies Act, 2013 and all other applicable provisions, if any, under the Companies Act, 2013 (the “Act”) and Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule V of the said Act and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for appointment Mr. Sudhakaran Sunkerneni Reddy (DIN: 01436242) as the Managing Director of the Company, for a period of 5 (five) years with effect from June 30, 2022 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 (five) years from the date of appointment) with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Mr Sudhakaran Sunkerneni Reddy (DIN: 01436242), Managing Director of the Company, may be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting, as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole Time Director, in accordance with the provisions of Schedule V to the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things that may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**7. To Offer, Issue and Allot Equity Shares pursuant to conversion of Loan to Equity**

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

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62(3) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI (LODR) Regulations**"), as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**") to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any other approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), which the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot upto 10,00,000 (Ten Lakh) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 25/- (Rupees Twenty Five) to Mr. Sudhakaran Sunkerneni Reddy (hereinafter referred to as "**Lender**"), upon the exercise of his right to convert the outstanding loan granted by him which shall not exceed the amount of principal of Rs. 5,00,00,000 (Rupees Five Crores) and interest outstanding as on the date of conversion in accordance with the terms as agreed, on a preferential basis ("**Preferential Issue**"), and on such conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

The conversion of loan shall be in accordance with the following conditions:

- i. 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;
- ii. 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;
- iii. The Equity Shares to be issued and allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- iv. The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals;
- v. The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

**"RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is June 23, 2022, being the date 30 days prior to the date of this Annual General Meeting ("**Relevant Date**")."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to be allotted under the Preferential Allotment shall be subject to the terms and conditions as per details contained in the statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity

Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue of Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

## 8. To Offer, Issue and Allot Equity Shares on Preferential Basis

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with Memorandum of Association and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI (ICDR) Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI (LODR) Regulations**"), as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**") to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any other approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), which the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot upto 10,00,000 (Ten Lakhs) Equity Shares at a price of Rs. 25/- (Rupees Twenty Five) per Equity Share (at a premium of Rs. 15/- per share) aggregating to an amount of Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs) to the below mentioned allottees, for cash consideration on a preferential basis ("**Preferential Issue**"), and on such conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

S. No.	Name of the proposed allottee	Category	Number of Equity Shares
1.	Mr. Gundla Narendra	Non-Promoter	5,00,000
2.	Mr. Ravinder Reddy Male	Non-Promoter	5,00,000
<b>Total</b>			<b>10,00,000</b>



**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is June 23, 2022 being the date 30 (thirty) days prior to the date of this Annual General Meeting (**“Relevant Date”**).”

**“RESOLVED FURTHER THAT** the said Equity Shares shall be issued and allotted by the Company to the proposed allottees within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the proposed allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals;
- ii. The Equity Shares to be issued and allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- iii. The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals;
- iv. The Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof;
- v. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Allottee;
- vi. The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to be allotted under the Preferential Allotment shall be subject to the terms and conditions as per details contained in the statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including



modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue of Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

## 9. To Offer, Issue and Allot Equity Shares on Preferential Basis

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI (ICDR) Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI (LODR) Regulations**"), as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**") to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any other approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), which the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot upto 10,00,000 (Ten Lakhs) Equity Shares at a price of Rs. 25/- (Rupees Twenty Five) per Equity Share (at a premium of Rs. 15/- per share) to the below mentioned allottees, for consideration other than cash (i.e., in consideration of swap of shares held by the proposed allottee in Verso Altima India Private Limited) on a preferential basis ("**Preferential Issue**"), and on such conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

S. No.	Name of the proposed allottee	Category	Number of Equity Shares
1.	Mr. Gundla Narender	Non-Promoter	5,00,000
2.	Mr. Ravinder Reddy Male	Non-Promoter	5,00,000
<b>Total</b>			<b>10,00,000</b>

**"RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is June 23, 2022 being the date 30 (thirty) days prior to the date of the Annual General Meeting ("**Relevant Date**")."

**“RESOLVED FURTHER THAT** the said Equity Shares shall be issued and allotted by the Company to the proposed allottees within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the proposed allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- ii. The Equity Shares to be issued and allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- iii. The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- iv. The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to be allotted under the Preferential Allotment shall be subject to the terms and conditions as per details contained in the statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue of Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds,