



**Date: 30.09.2024**

<p><b>To,</b></p> <p><b>BSE LIMITED</b> <b>Phiroze Jeejeebhoy Towers</b> <b>Dalal Street ,Mumbai – 400001</b> <b>Tel:022-22721233/34</b> <b>Fax: 022-22722131/2037/2061/41</b> <b>Email: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a></b> <b><a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a></b></p> <p><b>Scrip Code: 532172</b></p>	<p><b>To,</b></p> <p><b>The National Stock Exchange Limited,</b> <b>Exchange Plaza, BandraKurla Complex,</b> <b>Bandra (East), Mumbai: 400051</b> <b>Tel: 022-26598235/36/452</b> <b>Fax: 022-26598237/38</b> <b>Email: <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a></b></p> <p><b>Scrip Code: ADROITINFO</b></p>
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Dear Sir/Madam,

**Sub:** Minutes of the 34<sup>th</sup> Annual General Meeting held on Monday, 30<sup>th</sup> September 2024 at 09.00 A.M through Video Conferencing /Other Audio-Visual Means.

The minutes of the of the 34<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on Monday, September 30, 2024, at 9.00 am and concluded at 10.10 a.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM). The deemed venue of the AGM is the Registered Office of the Company i.e., Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad 500034.

Please find enclosed the summary of proceedings of 34<sup>th</sup> Annual General Meeting (AGM) of the Company pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request you to kindly take the same on record.

Thanking You,

for **Adroit Infotech Limited**



**Piyush Prajapati**  
**Company Secretary &**  
**Compliance Officer**

*Encl: Above*

**PROCEEDINGS OF 34<sup>th</sup> ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON  
MONDAY 30<sup>TH</sup> SEPTEMBER, 2024:**

The 34<sup>th</sup> Annual General Meeting (the "AGM") of the Members of Adroit Infotech Limited (the "Company") was held on Monday, September 30, 2024 at 09:00 AM 1ST through video conferencing ("VC"), in compliance with the applicable provisions of the Companies Act, 2013, the e Circular No. 14/2020 (dated April 8, 2020), Circular No.17/2020 (dated April 13, 2020) Circular No. 20/2020 (dated May 5, 2020), Circular No. 02/2021 (dated January 13, 2021), Circular No. 19/2021 (dated December 8, 2021), Circular No. 21/2021 (dated December 14, 2021) and Circular No.2/2022 (dated May 5, 2022) Circular No.10/2022 (dated December 28, 2022) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 Master Circular No. SEBI/ HO/ CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October 2023 issued by the Ministry of Corporate Affairs ("MCA") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

**Directors Present:**

- |                                      |                      |
|--------------------------------------|----------------------|
| 1. Mr. Sudhakiran Reddy Sunkerneni   | Managing Director    |
| 2. Mr. Venkata Lakshma Reddy Patlola | Independent Director |
| 3. Mr. Sridhar Pyata Reddy           | Director             |
| 4. Mr. Sunkireddy Rajashekar Reddy   | Director             |
| 5. Ms. Kanthi Reddy Sunkerneni       | Additional Director  |

**In Attendance:**

- |                                     |                         |
|-------------------------------------|-------------------------|
| 1. Mr. Ravichandra Rao Badanidiyoor | Chief Financial Officer |
| 2. Mr. Piyush Prajapati             | Company Secretary       |
| 3. Mrs. Sarada Putcha               | Scrutinizer             |

**Members' Present:**

There were Thirty-five (35) members present through VC/OAVM as per the records of the attendance

Mr. Sudhakiran Reddy Chairman of the Company chaired the meeting. The Chairman informed that this annual general meeting is being held through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. He requested other Directors to introduce themselves. The requisite quorum being present, the Chairman called the meeting to order. All the Directors of the Company attended the meeting.

The Chairman thereafter requested the Company Secretary to brief the Members regarding the arrangements made for the meeting. The Company Secretary informed that the Company has enabled the Members to participate at the 34<sup>th</sup> AGM through the video conferencing facility. The proceedings of the AGM are also being web-casted live for all the Members. It was further informed that the Members have been provided with the facility to exercise their right to vote by electronic means, both through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Members joining the

meeting through video conferencing, who have not already cast their vote by means of remote e-voting, may vote through e-voting facility provided at the AGM.

The Chairman affirmed he is satisfied that all the efforts feasible under the circumstances have been made by the Company to enable Members to participate and vote on the items being considered at the meeting. Thereafter, the Chairman addressed the Members and spoke about the impact of the Covid-19 pandemic on human life, the social and initiatives undertaken by Adroit during these times, business strategy, financial performance and creation of stakeholder value. The speech delivered by the Chairman at the AGM is enclosed for the purpose of information.

Thereafter, the Chairman declared that the notice of the 34th AGM, copies of audited financial statements for the year ended March 31, 2024, Board's and Auditor's report had been sent through electronic mode to those Members whose e-mail addresses had been registered with the Company or Depositories. Accordingly, the notice of the AGM and statutory auditor's report were taken as read. It was also informed that the original documents including the register of Director's shareholding, register of contracts, copies of audited financial statements, etc., were available for inspection.

The Chairman informed that the Auditors' Report do not contain any qualifications, observations, comments or other remarks which was accordingly taken as read.

The Chairman also stated that there were no observation/qualification/adverse remark in the Secretarial Audit Report.

The following items of business, as per the Notice of AGM, were transacted at the meeting. Shareholders were provided a facility to ask questions or express their views through VC, audio and through chat on the aforesaid resolutions. Clarifications were provided to the queries raised by the members. The resolutions were passed with the requisite majority.

All the items of business, as set out in the Notice of AGM, were transacted at the meeting.

<b>S. No</b>	<b>Resolutions</b>	<b>Type of resolution</b>
<b>ORDINARY BUSINESS</b>		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as Ordinary Resolution:	Ordinary
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of the Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution.	Ordinary
3	To re-appoint Mr. Sridhar Reddy Pyata (DIN: 07268714), who retires by	Ordinary

	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:	
<b>SPECIAL BUSINESS</b>		
1	Appointment of Mr. Venkateswar Reddy Vari (DIN: 00534590) as an Independent Director of the Company	Special
2	Appointment of Ms. Kanthi Reddy Sunkerneni (DIN:10732925) as a Non-Independent Director of the Company	Special
3	To consider approval of the consequent alteration to the Article of Association	Special
4	To consider approval of the consequent alteration to the Memorandum of Association	Special
5	To consider approval of the consequent for Borrowing money(ies) for the purpose of business of the Company	Special
6	Creation of security on the properties of the Company, both present and future, in favour of lenders:	Special
7	Sell, Lease, Mortgage or otherwise disposed of whole or substantially whole of the undertaking of the Company	Special
8	To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013:	Special
9	Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013:	Special
10	To approve related party transactions:	Special
11	Increase The Remuneration of Managing Director Mr. Sudhakiran Reddy Sunkerneni, From the Existing the Salary of Rs.3,50,000/- P.M. to Salary of Rs. 4,50, 000/- P.M.	Special

Chairman informed that Mrs. Sarada Putcha, (Membership Number:21717) Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the votes cast during the meeting and through remote e-voting method.

The Company had provided remote e-voting facility to its members to cast votes electronically on the resolutions set out in the Notice. The facility to vote at the meeting through electronic voting

system was also made available to the members who participated in the meeting who have not cast their votes through remote e-voting.

The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to the stock exchanges and also upload on the website of the Company.

The members those who have not voted in the remote e-voting process can exercise their votes in the meeting and 15 minutes time will be given to them for casting their votes after the conclusion of the meeting.

The results of the e voting will be hosted on the website of the company as well as will be announced in the websites of NSE & BSE within 2 Working Days of the closing of the meeting based on the scrutinizers report.

Chairman thereafter invited registered speaker members who wish to seek clarifications on the financial statements and the proposed resolutions and answered to their queries/questions.

After the Q&A session voting lines were kept open for 15 minutes to the shareholders to vote.

The Chairman then thanked all the Directors, Members, Invitees and all other stakeholders for their active participation at the AGM. The meeting concluded with a vote of thanks to the Chair.

The meeting commenced at 09:00 AM (IST) and concluded at 10:10 AM (IST) (including time allowed for e-voting at AGM).

The Company Secretary thereafter informed the members that the meeting is concluded with a note of thanks to the chair.

This is for your information and records.

Thanking you,

for **Adroit Infotech Limited**



**Piyush Prajapati**  
**Company Secretary &**  
**Compliance Officer**