

m&k

M&K Associates
Company Secretaries

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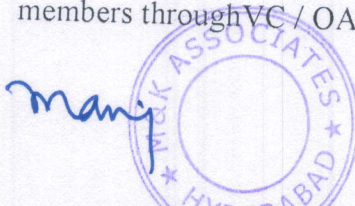
Consolidated Scrutinizer Report

[Pursuant to section 108 of Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman,
Adroit Infotech Limited,
Plot No. 7A, MLA Colony,
Road No. 12, Banjara Hills
Hyderabad-500034,
Telangana, India

Dear Sir,

I, Manoj Kumar Koyalkar, partner at M/s. M&K Associates, Company Secretaries, have been appointed as Scrutinizer as per Section 108 of Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, by the Board of Directors of the Company at its meeting held on December 09, 2021 for the purpose of scrutinizing the process of remote e-voting and voting through electronic means (“e- voting”) on the resolutions contained in the Notice of the Extraordinary General Meeting (“EGM”) dated December 11, 2021 (“Notice”) issued in accordance with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, 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”) respectively issued by the Ministry of Corporate Affairs (“MCA”) 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”), calling the EGM of the members through VC / OAVM.



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The EGM was convened on Tuesday, January 04, 2022 at 09.00 A.M. IST through VC / OAVM.

The said appointment as Scrutinizer is as per the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (“the Rules”). As the scrutinizer, I have to scrutinize:

- (i) process of e-voting remotely, before the EGM, using electronic voting system on the dates referred to in the notice calling the EGM (“remote e-voting); and
- (ii) process of e-voting at the EGM through electronic voting system (“e-voting”);

Management’s Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of (i) The Act and Rules made thereunder; (ii) the MCA Circulars; and (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to e-voting on the resolutions contained in the Notice calling the EGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer Responsibility

My responsibility as Scrutinizer for e-voting process (i.e., remote e-voting and e-voting) is restricted in making a Consolidated Scrutinizer Report of the votes casted “in favour” or “against” the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by the Venture Capital and Corporate Investments Private Limited (“VCCIPL”), the Registrar and Transfer Agent (“RTA”) of the Company and Central Depository Services Limited (“CDSL”), the authorized agency engaged by the Company to provide e-voting facilities and attendant documents / information furnished to me electronically by the Company and / or RTA for my verification.





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Cut-off date

The Members of the Company as on the “cut-off” date as set out in the Notice i.e., December 28, 2021 were entitled to vote on the resolution (Item no.1 as set out in the Notice) and their voting rights were to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date.

Remote e-voting process

1. The remote e-voting period remained open from Friday, December 31, 2021 (09:00 A.M. IST) to Monday, January 03, 2022 (05:00 P.M. IST).
2. The votes casted were unblocked on Tuesday, January 04, 2022 after the conclusion of EGM and was witnessed by two witnesses not in the employment of the Company.
3. Thereafter, the details containing, *inter alia*, the list of shareholders who vote “in favour” or “against” on each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e., www.evotingindia.com. Based on the report generated and relied upon by me, data regarding the remote e-voting was scrutinized.

E-voting process at the EGM

1. After the time fixed for closing the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by RTA under my instructions.
2. The e-voting was scrutinized. The e-votes were reconciled with the records maintained by the Company / RTA and the authorizations lodged with the Company / RTA.
3. The e-votes cast were unblocked on Tuesday, January 04, 2022 after the conclusion of EGM.

The Consolidated Scrutinizer’s Report on the result of the remote e-voting and e-voting, based on the reports generated and data provided by the Company / RTA and relied upon by me, is given hereunder:



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Results of Remote e-voting and voting through electronic means

Reso. No./ Item No.	Heading of the Resolution/ Type of Resolution	Type of Voting	Particulars						Invalid Votes/ Abstain from voting	
			Voting in Favour (Assent)			Voted Against (Dissent)			Number of members voting	No. of votes casted
			No. of Members voting	No. of valid votes casted	% of total valid votes casted (Favour)	No. of Members voting	No. of valid votes casted	% of total valid votes casted (Against)		
1.	To Approve the Scheme of Reduction of Share Capital	Remote E-Voting	46	46	100	01	01	0	0	0
	Special Resolution	Voting through Electronic means	0	0	0	0	0	0	0	0

Voting Result: The Resolution is passed with requisite majority;



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On the basis of the above results, I report that the members have approved the Item No. 1 of the EGM Notice dated December 11, 2021.

Accordingly, you may declare the result of the voting by remote e-voting and e-voting through electronic voting system.

I further confirm that the Registers and Records generated from the remote e-voting platform of Service Provider including the Registers maintained by me in respect of the votes casted through electronic means are being maintained in electronic form.

The electronic data and all other relevant records relating to e-voting shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the same be returned to the Company.

This report is issued in accordance with the terms of the Engagement Letter.

Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on the website of the Company and (iii) website of Venture Capital and Corporate Investments Private Limited.

This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

for **M&K Associates**
Company Secretaries

Manoj Kumar Koyalkar
Manoj Kumar Koyalkar
Membership No.: 9298
CoP No.: 10004



Place: Hyderabad
Date: January 04, 2022