



Date: 29.06.2021

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

Dear Sir/Madam

Sub: Annual Secretarial Compliance Report for the year ended 31st March; 2021

This is with reference to the SEBI Circular No. **CIR/CFD/CMD1/27/2019 dated 8th February'2019**; Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations'2015, as amended, herewith find the attached Annual Secretarial Compliance Report duly certified by the Practicing Company Secretary for the year ended 31st March'2021.

This is for the information and records of the Exchange.

Kindly acknowledge the receipt of the same.

Thanking you.
Yours Sincerely,

For Adroit Infotech Limited

Shradha
Somani

Digitally signed by Shradha
Somani
Date: 2021.06.29 18:26:13
+05'30'

Shradha Somani
Company Secretary &
Compliance Officer

Encl: - Annual Secretarial Compliance Report

CHARU GOLASH
Company Secretary in Practice

SECRETARIAL COMPLIANCE REPORT
of ADROIT INFOTECH LIMITED
for the Year Ended 31st March'2021

To,
M/s. ADROIT INFOTECH LIMITED
CIN:- L72300TG1990PLC011129
Plot No. 7A, MLA Colony,
Road No. 12, Banjara Hills
Hyderabad TG 500034 IN.

I **Charu Golash** Company Secretary have examined:

- a) All the documents and records made available to us and explanation provided by **M/s. Adroit Infotech Limited** ("the listed entity"),
- b) The filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March'2021 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Review Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Review Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Review Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2018 and
- (j) Other regulations as applicable and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| S. No | Compliance Requirement (Regulations/Circulars /Guidelines Including Specific Clause) | Deviations | Observations/Remarks of the Practicing Company Secretary |
|-------|--|--|---|
| 1 | Regulation 17(1) of SEBI (LODR)'2015 | Delay in appointment of Director in compliance with the Regulation 17(1) of SEBI (LORD)'2015 | Advised to strictly comply with Circular of SEBI and Exchanges Notices on timely basis. |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.



CHARU GOLASH

Company Secretary in Practice

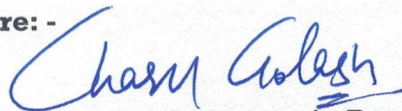
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any |
|---------|--|--|---|---|
| 1 | NSE has lived fine for delayed in complying regulation 17(1) of SEBI (LODR)'2015 | Delay in appointment of Director in compliance with the Regulation 17(1) of SEBI (LORD)'2015 | Advised to strictly comply with Circular of SEBI and Exchanges Notices on timely basis. | The Company has made a request for waiver of Fine levied by NSE. |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations in the secretarial compliance report for the year Ended... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|--|--|--|
| 1 | NIL | NIL | NIL | NIL |
| 2 | NIL | NIL | NIL | NIL |

Signature: -



Name of Company Secretary in Practice:

Ms. CHARU GOLASH

Membership Number: 7325

Certificate of Practice Number: 8005

UDIN NUMBER F007325C000461372

Place: Hyderabad

Date: 14-06-2021



Ms. CHARU GOLASH

Company Secretary in Practice,
23B/8A, Diamond Harbour Road,

New Alipore, Block - A,

Kolkata - 700053.

FCS-7325

COP-8005

