



**M&K Associates
Company Secretaries**

Suite #102, Pavani Plaza,
Khairatabad,
Hyderabad-500 004
Phone: 9948859300
E-mail: mail@mnklaws.com
Website: www.mnklaws.com

Consolidated Scrutinizer Report

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

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 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, by the Board of Directors of the Company at its meeting held on June 30, 2022 for the purpose of scrutinizing the process of voting by electronic means (“e- voting”) on the resolutions contained in the Notice of the Annual General Meeting (“AGM”) dated June 30, 2022 (“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. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021 and General Circular No. 2/2022 dated May 05, 2022 (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 AGM of the members through VC / OAVM.





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The AGM was convened on Monday, July 25, 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 (“Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (“Rules”). As the scrutinizer, I have to scrutinize the process of voting by electronic means.

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) MCA Circulars; and
- (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting by electronic means on the resolutions contained in the Notice calling the AGM;

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 voting by electronic means is restricted in making a Scrutinizer Report of the votes casted “*in favour*” or “*against*” on 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., July 18, 2022 were entitled to vote on the resolution (Item no.1 to 10 as set out in the Notice) and their voting rights are proportionate to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date.

E-voting process

1. The remote e-voting period remained open from Friday, July 22, 2022 (09:00 A.M. IST) to Sunday, July 24, 2022 (05:00 P.M. IST).
2. The votes casted were unblocked on Monday, July 25, 2022 after the conclusion of AGM.
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 se-voting was scrutinized.

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





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Reso. No./ Item No.	Heading of the Resolution/Type of Resolution	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.	Adoption of the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors' and Auditor's thereon. Ordinary Resolution	45	89,36,775	100	0	0	0	0	0

Voting Result: The Resolution is passed with requisite majority;





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2.	Adoption of the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022 and the report of the Auditor's thereon. Ordinary Resolution	45	89,36,775	100	0	0	0	0	0
Voting Result: The Resolution is passed with requisite majority;									
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 Ordinary Resolution	45	89,36,775	100	0	0	0	0	0
Voting Result: The Resolution is passed with requisite majority;									





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4.	To appoint M/s. Rao & Shyam, Chartered Accountants, Hyderabad as the Statutory Auditor of the Company Ordinary Resolution	45	89,36,775	100	0	0	0	0	0
Voting Result: The Resolution is passed with requisite majority;									
5.	Alteration of Articles of Association of the Company Special Resolution	44	89,36,551	100	1	224	0	0	0
Voting Result: The Resolution is passed with requisite majority;									
6.	Appointment of Mr. Sudhakiran Sunkerneni Reddy (DIN: 01436242), as the Managing Director of the Company Special Resolution	45	89,36,775	100	0	0	0	0	0





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Voting Result: The Resolution is passed with requisite majority;									
7.	To Offer, Issue and Allot Equity Shares pursuant to conversion of Loan to Equity Special Resolution	44	89,36,551	100	0	0	0	0	0
Voting Result: The Resolution is passed with requisite majority;									
8.	To Offer, Issue and Allot Equity Shares on Preferential Basis Special Resolution	44	89,36,551	100	1	224	0	0	0
Voting Result: The Resolution is passed with requisite majority;									
9.	To Offer, Issue and Allot Equity Shares on Preferential Basis Special Resolution	44	89,36,551	100	1	224	0	0	0





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Voting Result: The Resolution is passed with requisite majority;

10.	To Offer, Issue and Allot Share Warrants on Preferential Basis	44	89,36,551	100	1	224	0	0	0
	Special Resolution								

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 to 10 of the AGM Notice dated June 30, 2022.

Accordingly, you may declare the result of the voting by electronic means.

I further confirm that the Registers and Records generated from the e-voting platform of CDSL 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;
- (iii) placing on the website of the VCCIPL; and
- (iv) placing on the website of the CDSL;

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: July 26, 2022