

Date: 25TH July 2022

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| To, BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Tel:022-22721233/34 Fax: 022-22722131/1072/2037/2061/41 Email: corp.relations@bseindia.com corp.compliance@bseindia.com Scrip Code: 532172 | To, The National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai: 400051 Tel: 022-26598235/36/452 Fax: 022-26598237/38 Email: cmlist@nse.co.in Symbol: ADROITINFO |
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Dear Sir/Ma'am,

Subject: Proceedings and Voting Results of the 32nd Annual General Meeting ('AGM') of Adroit Infotech Limited held on July 25, 2022

With reference to the subject cited above, it is hereby informed that the Annual General Meeting ("AGM") of the members of the Company was held on Monday, July 25, 2022 at 09:00 A.M and concluded at 10:05 A.M. at the Registered office of the Company through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")..

In this regard, please find enclosed the following:

1. Summary of proceedings of the 32ND AGM of the Company held on Monday, July 25, 2022, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI LODR) (Annexure - I);

The financial year of our Company ends on March 31, every year. We request you to take the information on record and disseminate the same on your website.

Thanking you.

Yours faithfully,

For Adroit Infotech Limited


Sudhakiran Reddy Sunkerneni
Managing Director
DIN: 01436242

SUMMARY OF PROCEEDINGS OF THE 32ND ANNUAL GENERAL MEETING (“AGM”) OF ADROIT INFOTECH LIMITED HELD ON MONDAY, JULY 25, 2022

The 32nd Annual General Meeting (AGM/Meeting) of the Members of the Adroit Infotech Limited was duly convened and held on Monday, July 25, 2022 at 09:00 A.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in accordance with General Circulars issued by the Ministry of Corporate Affairs (‘MCA’) and circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

DIRECTORS PRESENT

Mr. SudhaKiran - Chairman
Sunkerneni Reddy
Mr. Patlola Venkata - Director
Lakshma Reddy
Mrs Sunita Kuchakulla- Director
Rajashekar Reddy Director
Sunkireddy

IN ATTENDANCE:

Ms. Suchita Dugar - Secretary in Attendance
Mr. Salam Mohammed - CFO
Mr Manoj Kumar Koyalkar - Scrutinizer

Mrs. Suchita Dugar, Company Secretary and Compliance Officer of the Company welcomed the Members, Directors, representative of Statutory Auditor and the Scrutinizer to the meeting. She mentioned that due to the COVID-19 concerns and social distancing norms, the AGM was held through video conferencing. The Company had taken the requisite steps to enable Members to participate and vote on the items being considered at this AGM.

The Company Secretary further informed that the statutory registers and other relevant documents, as mentioned in the Notice of the AGM, have been made available electronically for inspection by the Members during the AGM.

Mr. Sudhakiran Sunkerneni Reddy, the Chairman of the Board, chaired the meeting. The requisite quorum being present, the Chairman declared the 32nd Annual General Meeting to order. Total 31 Members attended the Meeting. The Chairman briefed about the guidelines to be followed during the Meeting for Members and also informed the Members about the regulatory aspects pertaining to participation at the Meeting through VC/OAVM.

The Chairman informed that in compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended remote E-voting facility to its Members, to transact the businesses set out in the Notice. The said remote e-voting facility was made available through Central Depository Securities Limited from July 22, 2022 (9:00 A.M. IST) to July 24, 2022 (5:00

P.M. IST). The Chairman also informed that Mr. Manoj Kumar Koyalkar, Practicing Company Secretary, was appointed as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and e-voting in the AGM in a fair and transparent manner. He further informed that Members who had not cast their votes through remote e-voting facility and who were present in the meeting would have an opportunity to cast their votes through e-voting system at the end of the meeting.

The Chairman then requested the Company Secretary Mrs. Suchita Dugar to further the proceedings of the meeting.

With the consent of the Members, the Notice of the Meeting and the Auditors' Report and Secretarial Audit Report for the Financial Year ended March 31, 2022 were taken as read. It was informed to the Members that the Statutory Auditors' Report and Secretarial Auditor's Report did not contain any qualifications, other reservations, adverse remarks or disclaimers.

The following items of business, as per the Notice of AGM dated 30.06.2022, were tabled at the meeting:

Ordinary Business:

1. Adoption of Audited Standalone Financial Statements for the financial year ended 31st March, 2022, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon. (Ordinary Resolution)
2. Adoption of Audited Consolidated Financial Statements for the financial year ended 31st March, 2022, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon (Ordinary Resolution)
3. Appointment of Mr. Sridhar Pyata Reddy (DIN: 07268714) who retires by rotation and offers herself for re-appointment.. (Ordinary Resolution)
4. Appointment of M/s. Rao & Shyam, Chartered Accountants, as Auditors, for a period of five year from the conclusion of this AGM till the conclusion of 37th AGM and fixing their remuneration.. (Ordinary Resolution)

Special Business:

5. Alteration of Articles of Association of the Company. (Special Resolution)
6. Appointment of Mr. Sudhakiran Sunkerneni Reddy (DIN: 01436242), as the Managing Director of the Company (Special Resolution)
7. To Offer, Issue and Allot Equity Shares pursuant to conversion of Loan to Equity (Special Resolution)
8. To Offer, Issue and Allot Equity Shares on Preferential Basis, for cash consideration (Special Resolution)
9. To Offer, Issue and Allot Equity Shares on Preferential Basis for consideration other than cash (Special Resolution)
10. To Offer, Issue and Allot Share Warrants on Preferential Basis (Special Resolution)

The Company Secretary apprised the members about the following points regarding the proposed preferential issue of Equity Shares and Share Warrants:

- a. That the Relevant Date for the purpose of preferential issue of Equity Shares and Share Warrants shall stand revised to June 24, 2022.
- b. On page 30, Item No. 10, the disclosure under-Point no 5 shall be read as “Since the Company proposes to allot more than 5% of the post issue fully diluted share capital to Knowledge Roots Education Private Limited and Mr. Sudhakiran Sunkerneni Reddy the Company has obtained Valuation Report from an Independent Registered Valuer pursuant to Regulation 166A of SEBI (ICDR) Regulations, 2018. The name of the Independent Registered Valuer is as follows:
- Name: CA Jainam Shah , Registered Valuer (Reg No IBBI/RV/07/2020/13500)
- c. Name of the proposed Allottee Mr. Sudhakiran Sunkerneni Reddy wherever mentioned in the Notice of AGM as Mr. Sudhakiran Reddy S shall be read as Mr. Sudhakiran Sunkerneni Reddy.
- d. On page 18, Item no-7, disclosure under Point 9 shall be read as below:

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| 9 | Purposes or objects of offer | To allot shares pursuant to conversion of loan granted by the Promoter to the Company. |
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The Chairman thereafter invited the members to give their views on the agenda items of the Meeting. Two Members gave their views and raised queries on various aspects, which were duly noted and responded to by the Chairman.

Thereafter, the Company Secretary announced activation of the window for e-voting for those Members who were attending the AGM and who could not cast their vote through remote e-voting. He further informed that the window for electronic voting shall remain open for 15 minutes to enable the Members to cast their votes. The Chairman announced that the Voting Results along with the Scrutinizer’s Report on remote e-voting and e-voting during the AGM, shall be placed on the Company’s website www.adroitinfotech.com and also on the website of Central Depository Services Limited. The Voting Results along with the Scrutinizer’s Report would also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company’s shares are listed.

The Chairman also thanked all the members for their presence and involvement.

The Meeting concluded at 10.05 A.M. (IST) with a vote of thanks.

Please acknowledge the receipt of the same

Thanking you.

Yours faithfully,

For Adroit Infotech Limited


Sudhakiran Reddy Sunkerneni
Managing Director
DIN: 01436242