



Date: 30.03.2023

<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>
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Dear Sir/Madam

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")–Voting Results.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we write to inform you that the members of the Company have approved all the resolutions bearing item no. 1 AND 2 contained in the Notice of Extra Ordinary General Meeting of the Company with requisite majority.

The Company had appointed Mr. Manoj Kumar Koyalkar, Practising Company Secretary of M/s. M&K Associates, Company Secretaries to act as the Scrutinizer for remote e-voting and e-voting at the EGM. The Scrutinizer has submitted his report on 29 March, 2023.

On the basis of the report received from the Scrutinizer, the Company has declared that the Resolutions set out in the notice EGM were passed with requisite majority in favour of the Resolutions.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website www.adroitinfotech.com

Request you to kindly take the same on record.

Thanking You,

For **Adroit Infotech Limited**

Sudhakaran Reddy Sunkerneni
Managing Director
DIN: 01436242

Encl: As Above



**M&K Associates
Company Secretaries**

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

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, by the Board of Directors of the Company at its meeting held on February 28, 2023 for the purpose of scrutinizing the process of Remote e-Voting as per Section 108 of Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice of the Extraordinary General Meeting ("EGM") dated February 28, 2023 ("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, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 2/2022 and 03/2022 dated May 05, 2022, and General Circular no. 10/2022 and 11/2022 dated December 28, 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, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and other circulars issued from time to time (collectively



“SEBI Circulars”), for calling the EGM of the members through VC / OAVM.

The EGM was convened on Wednesday, March 29, 2023 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 Remote e-Voting, before the EGM, using electronic voting system on the dates referred to in the notice calling the EGM.

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; and
- (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) is restricted in making a 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.

Cut-off date

The Members of the Company as on the “cut-off” date as set out in the Notice i.e., March 22, 2023 were entitled to vote on the resolutions (Item no.1 and Item no. 2 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-

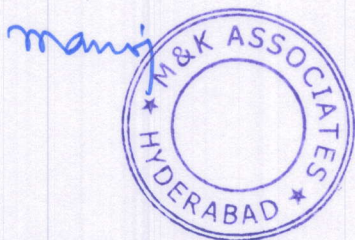


off date.

Remote e-Voting process

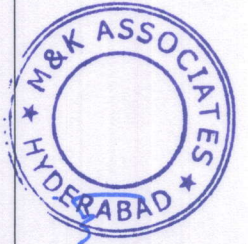
1. The Remote e-Voting period remained open from Sunday, March 26, 2023 (09:00 A.M. IST) to Tuesday, March 28, 2023 (05:00 P.M. IST).
2. The votes casted were unblocked on Wednesday, March 29, 2023 after the conclusion of EGM and was witnessed by two witnesses not in the employment of the Company.
3. Thereafter, the details containing, *inter alia*, the list of shareholders who voted “in favour” or “against” on each of the resolutions that were put to vote were generated from the Remote 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.

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



Results of Remote e-Voting

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.	Increase in share capital and alteration of capital clause of Memorandum of Association	Remote e-Voting	45	45	98.33%	2	2	1.67%	0	0
<u>Special Resolution</u>										
Voting Result: The Resolution is passed with requisite majority;										
2.	Approve ALL ESOP-2023 for the employees of the Company	Remote e-Voting	43	43	98.32%	4	4	1.68%	0	0
<u>Special Resolution</u>										
Voting Result: The Resolution is passed with requisite majority;										



On the basis of the above results, I report that the members have approved the Item No. 1 and Item No. 2 of the EGM Notice dated February 28, 2023.

Accordingly, you may declare the result of the Remote 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 only for the Remote e-Voting process 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 standalone report is issued in accordance with the terms of the Engagement Letter issued by the Company.

Restriction on Use

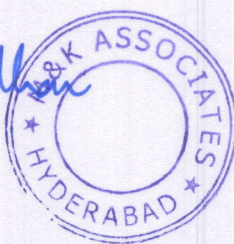
This report has been issued at the request of the Company for

- (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



UDIN: F009298D003340549

Hyderabad, March 29, 2023