

Date: 30.10.2019

To, BSE LIMITED, 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 LIMITED, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 Tel: 022-26598235/36/452 Fax: 022-26598237/38 Email: cmist@nse.co.in Scrip Code: ADROITINFO
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Dear Sir/Madam,

Sub: Minutes of the 29th Annual General Meeting held on Monday, 30th September, 2019 at 09.00 A.M

The minutes of the 29th Annual General Meeting (AGM) of the Members of Adroit Infotech Limited ('the Company') was held on Monday 30th September, 2019 at t # 8-2-696 & 697/CT/A, CT/B, CT/D, & CT/E, Road No. 12, Banjara Hills, Hyderabad – 500034, meeting started at 09:00 A.M and ended at 01:45 PM.

Please find enclosed the proceedings of 29th Annual General Meeting (AGM) of the Company pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the same on record and acknowledge.

Thanking you.

Yours Sincerely,

For Adroit Infotech Limited

SHRADHA Digitally signed by
SOMANI SHRADHA SOMANI
Date: 2019.10.30
17:06:46 +05'30'

Shradha Somani

Company Secretary & Compliance Officer

MINUTES OF THE TWENTY-NINTH ANNUAL GENERAL MEETING OF ADROIT INFOTECH LIMITED HELD ON MONDAY, SEPTEMBER 30, 2019 AT 9:00 A.M. AT AT # 8-2-696 & 697/CT/A, CT/B, CT/D, & CT/E, ROAD NO. 12, BANJARA HILLS, HYDERABAD - 500034 TELANGANA

DIRECTORS PRESENT:

- | | |
|--------------------------------------|----------------------|
| 1. Mr. Sudhakaran Reddy Sunkerneni | Managing Director |
| 2. Mr. Sunder Raj Nyayapathi | Independent Director |
| 3. Mr. Patlola Venkata Lakshma Reddy | Independent Director |
| 4. Mrs. Sunitha Kuchakulla | Independent Director |

ALSO PRESENT:

- | | |
|----------------------------------|--|
| 1. Mr. Venkateswara Rao Nareplem | Chief Financial Officer |
| 2. Ms. Shradha Somani | Company Secretary & Compliance Officer |

BY INVITATION:

- | | |
|-----------------------------|-------------|
| 1. Mr. Manoj Kumar Koyalkar | Scrutinizer |
|-----------------------------|-------------|

MEMBERS PRESENT:

34 members were present in person including authorized representatives of the Bodies Corporate.

No. of members present in proxy - 3

Ms. Shradha Somani, the Company Secretary welcomed the members to the 29th Annual General Meeting (AGM) of the Company and introduced the Directors, Auditors and others present in the Meeting.

Mr. Sudhakaran Reddy, Managing Director of the Company welcomed the members and others present in the Annual General Meeting. After ascertaining the presence of the requisite quorum, he called the meeting to order and commenced the proceedings.

Mr. Sudhakaran Reddy addressed the members and briefed them about the performance of the Company during the Financial Year 2018-2019.

The Company Secretary informed the members that the Register of Directors' Shareholding, Register of members and Directors Report were available for inspection by the members during the meeting. With the consent of the members present, the Notice convening the 29th Annual General Meeting was taken as read.

The Chairman requested the Auditors to read out their Report on the audited financial statements of the Company for the financial year ended 31st March, 2019. Thereafter, Mr. P Venumadhava Rao, Chartered Accountants, the Statutory Auditors, read out the Auditors' Report.

Thereafter, the Chairman invited the members to raise their queries, if any.



The members sought clarifications on various issues which were appropriately responded by the Chairman along with the Management team:

The Chairman assured the members that their suggestions would be implemented in the best possible manner.

The Company Secretary informed that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, voting on business items of the AGM is being carried out through electronic means as well as through physical poll. She further informed that the remote e- voting process has been completed, for which Mr. Manoj Kumar Koyalkar, Practicing Company Secretary was appointed as the Scrutinizer by the Board. The Scrutinizer has submitted his Report to the Chairman. The results of the said e-voting will be declared in consolidation with the outcome of physical poll.

She further informed that the Company has made necessary arrangements for voting through physical poll to such shareholders who did not cast their vote through electronic voting. She then explained the poll procedure to the members and noted that the members were in possession of the poll papers.

Thereafter, the business items as laid down in the Notice of the AGM were taken up in chronological order.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution.

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Sudhakiran Reddy Sunkerneni (DIN: 01436242) who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sudhakiran Reddy Sunkerneni (DIN: 01436242) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”



To appoint a Director in place of Mr. Venkata Lakshma Reddy Patlola (DIN: 01108707) who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Venkata Lakshma Reddy Patlola (DIN: 01108707) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To ratify the re-appointment of M/s. Niranjana and Narayan, Chartered Accountants (Firm Registration No. 005899S) as approved by Members at the 29th Annual General Meeting as Statutory Auditors of the company, to hold office for a period of 5 years until the conclusion of 34th Annual General Meeting (Subject to the ratification at every AGM), and to fix their remuneration for the financial year ending March 31, 2020.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. SUNDER RAJ NYAYAPATHI AS INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT Sunder Raj Nyayapathi (DIN: 01679215), who was appointed as an Additional Director with effect from 29.07.2019 on the Board of the Company in terms of Section 149, 152, 160 and 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent director of the company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of appointment of additional director and that he shall not be liable to retire by rotation

The Company Secretary, then requested the members to fill up the Poll Papers and drop the same in the Ballot boxes provided for the said purpose. The volunteers helped the members in filling up the Poll Papers. The members cast their vote.

After completion of voting, the Scrutinizer, in the presence of two witnesses, opened the Ballot boxes, segregated the valid and invalid votes and ascertained the votes cast in favour and against in respect of each resolution.

The chairman informed the members that the voting results will be declared on receipt of the Scrutinizer's Report which shall be placed on the website of the Company and disclosed to the Stock Exchanges.

As the business of the meeting was transacted and there was no other item to discuss, the Chairman thanked the members for their participation in the meeting.

The Company Secretary extended vote of thanks.

The Chairman declared the meeting as concluded.

Place: Hyderabad
Date: 24th October 2019


Sudhakiran Reddy
Chairman & Managing Director


In this connection we hereby enclose the consolidated results of the remote e-voting and ballot at the meeting in the format prescribed under Regulation 44(3) together with the Scrutinizer's Report.

Date of the AGM/EGM	30.09.2019
Total number of shareholders on record date	9797
No. of shareholders present in the meeting either in person or through proxy:	37
No. of Shareholders attended the meeting through Video Conferencing	NIL

Agenda- wise disclosure (to be disclosed separately for each agenda item)

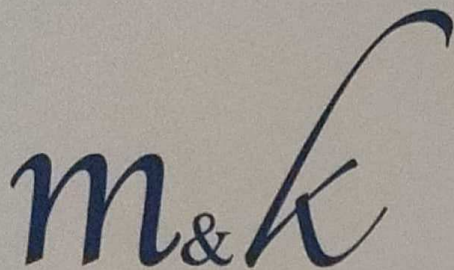
Resolution required: (Ordinary)			Adoption of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors' and Auditor's thereon.					
			Adoption of the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019 and the reports of the Auditor's thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes infavour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	97,07,404	97,07,404	100	97,07,404	NIL	100	NIL
	Poll	--	--	--	--	--	--	--
	Postal	--	--	--	--	--	--	--
	Total	97,07,404	97,07,404	100	97,07,404	NIL	100	NIL
Public-Institutions	E-Voting	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public-	E-Voting	6,92,259	6,92,259	64.6095	6,91,709	550	99.9205	0.0795
	Poll	3,79,192	3,79,192	35.3905	3,79,192	--	100	NIL

Non Institutional Total	Postal Total	--	--	--	--	--	--	--
		10,71,451	10,71,451	100	10,70,901	550	99.9487	0.0513
		1,07,78,855	1,07,78,855	100	1,07,78,305	550	99.9949	0.0051

Resolution required: (Ordinary)		Reappointment of Mr. Sudhakiran Reddy (DIN: 01436242), who retires by rotation as a Director at this Annual General Meeting and being eligible, has offered himself for reappointment. Reappointment of Mr. VenkataLakshma Reddy Patlola (DIN: 01108707), who retires by rotation as a Director at this Annual General Meeting and being eligible, has offered himself for reappointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Catego ry	Mode of Voting	No. of shares held	No.of votes polled	% of Votes Polled on outstan ding shares (3)=[(2)/(1)]* 100	No. of Votes infavour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promot er and Promot er	E-Voting	97,07,404	97,07,404	100	97,07,404	NIL	100	NIL
	Poll	--	--	--	--	--	--	--
	Postal	--	--	--	--	--	--	--
	Total	97,07,404	97,07,404	100	97,07,404	NIL	100	NIL
Public- Instituti on s	E-Voting	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public- Non Instituti on s	E-Voting	6,92,259	6,92,259	64.6095	6,91,709	550	99.9205	0.0795
	Poll	3,79,192	3,79,192	35.3905	3,79,192	--	100	NIL
	Postal	--	--	--	--	--	--	--
	Total	10,71,451	10,71,451	100	10,70,901	550	99.9487	0.0513
Total		1,07,78,855	1,07,78,855	100	1,07,78,305	550	99.9949	0.0051

Resolution required: (Ordinary)			Reappointment of M/s. Niranjana and Narayan, Chartered Accountant, (Firm Registration No. 005899S), as the Statutory Auditors of the Company until conclusion of 34 th Annual General Meeting.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Catego ry	Mode of Voting	No. of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstand ing shares (3)=[(2)/(1)]* 100	No. of Votes infavour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promot er and Promot er Group	E-Voting	97,07,404	97,07,404	100	97,07,404	NIL	100	NIL
	Poll	--	--	--	--	--	--	--
	Postal	--	--	--	--	--	--	--
	Total	97,07,404	97,07,404	100	97,07,404	NIL	100	NIL
Public- Instituti on s	E-Voting	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public- Non Instituti on s	E-Voting	6,92,259	6,92,259	64.6095	6,91,709	550	99.9205	0.0795
	Poll	3,79,192	3,79,192	35.3905	3,79,192	--	100	NIL
	Postal	--	--	--	--	--	--	--
	Total	10,71,451	10,71,451	100	10,70,901	550	99.9487	0.0513
Total		1,07,78,855	1,07,78,855	100	1,07,78,305	550	99.9949	0.0051

Resolution required: (Special)			Appointment of Mr. Sunder Raj Nyayapathi as an Independent Director of the Company for a term of 5 years					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	97,07,404	97,07,404	100	97,07,404	NIL	100	NIL
	Poll	--	--	--	--	--	--	--
	Postal	--	--	--	--	--	--	--
	Total	97,07,404	97,07,404	100	97,07,404	NIL	100	NIL
Public-Institutions	E-Voting	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public-Non Institutions	E-Voting	6,92,259	6,92,259	64.6095	6,91,709	550	99.9205	0.0795
	Poll	3,79,192	3,79,192	35.3905	3,79,192	--	100	NIL
	Postal	--	--	--	--	--	--	--
	Total	10,71,451	10,71,451	100	10,70,901	550	99.9487	0.0513
Total		1,07,78,855	1,07,78,855	100	1,07,78,305	550	99.9949	0.0051



M&K Associates Company Secretaries

Suite #102, Pavani Plaza,
Khairatabad, Hyderabad-500004.
Phone: 9948859300, Ph:040-23318277
E-mail : mail@mnklaws.com
Website: www.mnklaws.com

Report of Scrutinizer on E-Voting Process

[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,
#8-2-696 & 697/CT/A, CT/B,
CT/D & CT/E, Road No. 12,
Banjara Hills,
Hyderabad – 500034,
Telangana.

Sir,

Sub: Scrutinizer's Report on E-Voting Process conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 for 29th Annual General Meeting.

The Board of Directors of Adroit Infotech Limited ('the Company') have vide resolution passed on 31st August, 2019, decided to provide to the members of the company, a facility to exercise their rights on the resolutions as set out in the notice of 29th Annual General Meeting to be held on 30th September, 2019 by way of electronic means as required under provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules').

I, Manoj Kumar Koyalkar, partner in M&K Associates, Practicing Company Secretaries, having Membership No. 9298 has been appointed as the Scrutinizer by the Board of Directors of the company vide resolution passed on 31st August, 2019 as required section 108 of the Act, read with Rule 20 of the Rules, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolution as contained in the notice convening the 29th Annual General Meeting of the Company to be held on 30th September, 2019.

The management of the company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in a fair and transparent manner and make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities engaged by the company.



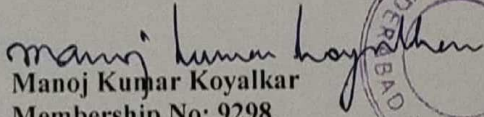
The notice dated 31st August, 2019 convening the 29th Annual General Meeting of the company to be held on 30th September, 2019 were sent to members of the company.

The member of the company holding shares on the record date of 23rd September, 2019 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from Friday, 27th September, 2019 at 09:00 A.M to Sunday, 29th September, 2019 at 05:00 P.M.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of the CDSL (www.evotingindia.com).
4. We have scrutinized the votes casted through electronic means for the purpose of this report.
5. The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.
6. The result of the voting is as per annexure attached herewith.
7. The Register, all other papers and relevant records relating to voting shall remain in our custody until the chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Director for safe custody.

Thanking You,
for M&K Associates
Company Secretaries


Manoj Kumar Koyalkar
Membership No: 9298
CP No: 10004



Place: Hyderabad
Date: 30.09.2019

Annexure of the Scrutinizer's Report

Results of Remote e-voting conducted for the 29th Annual General Meeting of

Adroit Infotech Limited

Reso. No./ Item No.	Heading of the Resolution	Type of Resolution	Valid votes						Invalid Votes	
			Voting in Favour (Assent)			Voted Against (Dissent)			Number of members voting (in person)	No. of votes casted
			No. of Members voting (in person)	No. of votes casted	% of valid votes	No. of Members voting (in person)	No. of votes casted	% of valid votes		
1.	Adoption of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors' and Auditor's thereon. Adoption of the Audited Consolidated Financial Statement of the Company for the Financial Year	Ordinary	24	1,03,99,113	99.99	2	550	0.01	0	0

	ended March 31, 2019 and the reports of the Auditor's thereon.												
2.	Reappointment of Mr. Sudhakaran Reddy (DIN: 01436242), who retires by rotation as a Director at this Annual General Meeting and being eligible, has offered himself for reappointment.	Ordinary	24	1,03,99,113	99.99	2	550	0.01	0	0			
	Reappointment of Mr. VenkataLakshma Reddy Patlola (DIN: 01108707), who retires by rotation as a Director at this Annual General Meeting and being eligible, has offered himself for reappointment.												
3.	Reappointment of M/s. Niranjan and Narayan, Chartered	Ordinary	24	1,03,99,113	99.99	2	550	0.01	0	0			

Annexure of the Scrutinizer's Report

Results of Poll conducted at 29th Annual General Meeting of

Adroit Infotech Limited

Reso. No./ Item No.	Heading of the Resolution	Type of Resolutio n	Valid votes						Invalid Votes	
			Voting in Favour (Assent)			Voted Against (Dissent)				
			No. of Member s voting (in person or proxy)	No. of votes casted	% of valid votes	No. of Member s voting (in person or proxy)	No. of votes casted	% of valid votes	Number of members voting (in person or proxy)	No. of votes casted
1.	Adoption of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors’ and Auditor’s thereon. Adoption of the Audited Consolidated	Ordinary	34	3,79,192	100	0	0	0	0	0

3.	Reappointment of M/s. Niranjana and Narayan, Chartered Accountant, (Firm Registration No. 005899S), as the Statutory Auditors of the Company until conclusion of 34 th Annual General Meeting.	Ordinary	34	3,79,192	100	0	0	0	0	0
4.	Appointment of Mr. Sunder Raj Nyayapathi as an Independent Director of the Company for a term of 5 years	Special	34	3,79,192	100	0	0	0	0	0

Annexure of the Scrutinizer's Report

Consolidated Results of Remote e-voting and Poll conducted at
29th Annual General Meeting of
Adroit Infotech Limited

Reso. No./ Item No.	Heading of the Resolution	Type of Resolution	Valid votes						Invalid Votes	
			Voting in Favour (Assent)			Voted Against (Dissent)				
			No. of Members voting (in person or proxy)	No. of votes casted	% of valid votes	No. of Members voting (in person or proxy)	No. of votes casted	% of valid votes	Number of members voting (in person or proxy)	No. of votes casted
1.	Adoption of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors’ and Auditor’s thereon. Adoption of the	Ordinary	58	1,07,78,305	99.9949	2	550	0.0051	0	0

	Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019 and the reports of the Auditor's thereon.									
2.	Reappointment of Mr. Sudhakaran Reddy (DIN: 01436242), who retires by rotation as a Director at this Annual General Meeting and being eligible, has offered himself for reappointment. Reappointment of Mr. VenkataLakshma Reddy Patlola (DIN: 01108707), who retires by rotation as a Director at this Annual General Meeting and being eligible, has offered himself for reappointment.	Ordinary	58	1,07,78,305	99.9949	2	550	0.0051	0	0

3.	Reappointment of M/s. Niranjan and Narayan, Chartered Accountant, (Firm Registration No. 005899S), as the Statutory Auditors of the Company until conclusion of 34 th Annual General Meeting.	Ordinary	58	1,07,78,305	99.9949	2	550	0.0051	0	0
4.	Appointment of Mr. Sunder Raj Nyayapathi as an Independent Director of the Company for a term of 5 years	Special	58	1,07,78,305	99.9949	2	550	0.0051	0	0