

## NOTICE

To,

**All Shareholders;  
Board of Directors; and  
Statutory Auditor of the Company**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of **Adroitec Information Systems Private Limited** will be held on **Wednesday, the 25<sup>th</sup> day of September, 2019 at 09.30 A.M. at Rockland Hotels, B 207, Chitranjan Park, Outer Ring Road, New Delhi-110019** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. **Re-appointment of M/s MJMJ & Associates LLP, Chartered Accountants (FRN: 027706N/C400013) as Statutory Auditors of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, M/s MJMJ & Associates LLP, Chartered Accountants (FRN: 027706N/C400013), retiring auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 31<sup>st</sup> Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company, at such remuneration plus applicable tax, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESS:**

3. **Alteration in Object Clause of the Memorandum Of Association of the Company.**

To consider and if thought fit, to pass the following resolution with or without modification as an **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi, to replace and substitute sub clause (B) of clause III of the Memorandum of Association of Company by the following:

**(B) Matters which are necessary for furtherance of the objects specified in clause III (a) are:-**

1. To purchase and otherwise acquire, own, import, all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in any of the main business and to own, otherwise acquire and use facilities of whatever kind as may be convenient or useful conducive to the effective working of the main business of the Company.
2. To acquire, build, alter, maintain, enlarge, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery and conveniences which may seem necessary to achieve the main object of the company.
3. To buy, repair, alter, improve, exchange, import, works, plants, machinery, tools, utensils, appliances, apparatus products, materials, substances, articles and things capable of being used in the main business of this company.
4. To purchase, take on tenancy or in exchange, take options over or otherwise acquire any estate or interests, whatsoever and to hold, develop work, concessions, grants, decrees, licences, privileges, claims, options, property, real or personal or rights or powers of any kinds which may appear to be necessary for the main business of the Company.
5. To pay for preliminary and pre-incorporation expenses of the Company.
6. To exchange, mortgage, royalty or tribute, grants licences, easements, options and such other rights over and dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for consideration as may be thought fit and in particular for stocks, shares debentures whether fully or partly paid-up or securities of any other such company having main objects whole or in part similar to those of the Company.
7. To pay for any rights or property acquired by the Company and or remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.
8. To advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may deem fit, provided that the Company shall not carry on banking business within the meaning of Banking Regulations, Act, 1949.
9. To undertake financial and commercial obligations, transactions and operations of all kinds including investments in mutual funds.
10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm, or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.
11. To do all such other things which are incidental or conducive for the attainment of the main object of the Company.

**4. Adoption Of New Memorandum Of Association As Per Companies Act, 2013**

To consider and if thought fit, to pass the following resolution with or without modification as an **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of Members be and are hereby accorded subject to approval of Registrar of Companies, NCT of Delhi to adopt new set of Memorandum of Association in accordance with the provisions of Companies Act, 2013 in place of existing Memorandum of Association of the Company.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any of the Directors of the company be and is hereby authorized on behalf of the Company, to do all such acts, deeds matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

**5. Adoption of Articles of Association as per Companies Act, 2013**

To consider and if thought fit, to pass the following resolution with or without modification as an **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of members be and are hereby accorded subject to approval of Registrar of Companies, NCT of Delhi to adopt new set of Articles of Association in accordance with the provisions of Companies Act, 2013 in place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**Place: Noida**  
**Date: 02/09/2019**

**By order of the Board**  
**For Adroitec Information Systems Private Limited**

**Sd/-**  
**Saroop Chand**  
**Director**  
**DIN: 01495222**  
**Address: 298, RPS Flats, Sheikh Sarai Phase-1**  
**New Delhi 110017**

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint one or more proxy (ies) to attend and vote on poll at the meeting instead of himself/herself and the proxy need not be a member. An instrument appointing a proxy, i.e. Form MGT-11 (Enclosed), in order to be valid /effective must be duly filled in all respects and should be lodged with Company at its registered office at least 48 hours before the commencement of the meeting.

A person appointed as a Proxy shall act on behalf of such number of Member(s) not exceeding Fifty and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Bodies Corporate members are requested to send a certified copy of the board resolution authorizing their representative/s to attend and vote at the meeting pursuant to provisions of section 113 of the Companies Act, 2013.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of the Notice.
6. Members are requested to notify change in address, if any, immediately to the Company.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically.
8. The Register of Director's and their Shareholding, Register of Contracts with related Party and contracts and Bodies in which directors are interested and Register of Proxies would be available for Inspection by the Members at the meeting.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No. 3 : Alteration in Object Clause of the Memorandum Of Association of the Company**

The principal business of the company is to carry on the business of dealing in Electronic Data.

The alteration in the object clause of Memorandum of Association of the Company as set out in the resolution is for long term interest of the company. This will enable the company to carry on its business economically and efficiently under existing circumstances and in the interest of the Company.

The Directors commend the passing of the Resolution under Item No.3 of the accompanying Notice for the approval of the Members of the Company.

None of the other Directors of the Company or their respective relatives are concerned or interested in the passing of the above Resolution.

**Item No. 4 : Adoption of Memorandum of Association as per Companies Act, 2013.**

As per Provisions of Section 13 of the Companies act 2013, Alteration of Memorandum of Association of requires shareholders' approval, Board recommends the proposal for same, subject to approval of members in the general meeting.

The Board of Directors has kept the draft copy of copy of Memorandum of Association, the members may verify if required.

The Board of Directors recommends the approval of special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No. 4.

**Item No. 5 : Adoption of Articles of Association as per Companies Act, 2013.**

As per Provisions of Section 14 of the Companies act 2013, Alteration of Articles of Association of requires shareholders' approval, Board recommends the proposal for same, subject to approval of members in the general meeting.

The Board of Directors has kept the draft copy of copy of Articles of Association, the members may verify if required.

The Board of Directors recommends the approval of special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No. 5.

**Place: Noida**  
**Date: 02/09/2019**

**By order of the Board**  
**For Adroitec Information Systems Private Limited**

**Sd/-**  
**Saroop Chand**  
**Director**  
**DIN: 01495222**  
**Address: 298, RPS Flats, Sheikh Sarai Phase-1**  
**New Delhi 110017**

**Form No. MGT-11**

**Proxy form**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**CIN: U74899DL1988PTC030359**

**Name of the Company: Adroitec Information Systems Private Limited**

**Registered office: A-43A, Shop No. 3, Panchsheel Vihar Malviya Nagar, New Delhi - 110017**

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/ We being the member(s) of .....Shares of the above named company, hereby appoint:

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him/her

2. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on **Wednesday, the 25<sup>th</sup> day of September, 2019 at 09.30 A.M. at Rockland Hotels, B 207, Chitranjan Park, Outer Ring Road, New Delhi-110019,** and at any adjournment thereof in respect of resolutions as are indicated below:

**Resolution No.**

S.No.	Resolution	For	Against
1.	Adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors' and Auditors' thereon.		
2.	Re-appointment of M/s MJMJ & Associates LLP, Chartered Accountants (FRN: 027706N/C400013), retiring auditors of the Company.		
3.	Alteration in Object Clause of the Memorandum Of Association of the Company.		
4.	Adoption Of New Memorandum Of Association As Per Companies Act, 2013		
5.	Adoption of Articles of Association as per Companies Act, 2013		

Signed this ..... day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



## ATTENDANCE SLIP

**ADROITEC INFORMATION SYSTEMS PRIVATE LIMITED**

**CIN: U74899DL1988PTC030359**

**Regd. office: A-43A, Shop No. 3, Panchsheel Vihar Malviya Nagar, New Delhi - 110017**

### **31<sup>st</sup> ANNUAL GENERAL MEETING**

**Name of Member/Proxy (In Block Letters):.....**

**Registered Folio No.:.....**

**No. of Shares held:.....**

**I/We certify that I am a Member/proxy for the member(s) of the Company.**

**I/We hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company being held on Wednesday, the 25<sup>th</sup> day of September, 2019 at 09.30 A.M. at Rockland Hotels, B 207, Chitranjan Park, Outer Ring Road, New Delhi-110019.**

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**Signature of the Member/Proxy**

#### **NOTE:**

**Please fill up this Attendance Slip and hand it over at the entrance of the meeting hall.**