

NOTICE

To,

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

Notice is hereby given that the 32nd Annual General Meeting of the Members of **Adroitec Information Systems Private Limited** will be held on **Tuesday, the 3rd day of November, 2020 at 11.00 a.m. at 298, RPS Flats, Sheikh Sarai, Phase-I, New Delhi-110017** 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, 2020, 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 32nd Annual General Meeting until the conclusion of the 33rd 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. **To Make Investment, Give Loan, Guarantee And Security In Excess Of Limits Specified Under Section 186 Of 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 Section 186 the Companies Act, 2013 and other applicable provisions, if any, read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, consent of members be and is hereby accorded for making investment(s) in excess of limits specified under Section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate provided that the total amount of such investments, loans, guarantee outstanding at any time shall not exceed Rs. 100,000,000 (Rupees Ten crores Only), including ratification of limit if already exceeded on prior date upto the limit of Rs. 100,000,000 (Rupees Ten crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements,

Adroitec Information Systems Pvt. Limited

Corporate/Correspondence Office : C-130, Sector-2, Noida-201301 (U.P.)

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

Tel. : 0120-4864300 Fax : 0120-4864333

Email : info@adroitecinfo.com

www.adroitecinfo.com

CIN No. : U74899DLI1988PTC030359

documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.”

4. To Give Loan, Guarantee Or Security As Per The Provisions Of Section 185 Of Companies Act, 2013 To Advance Mechanical Services Private Limited

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 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 (“said Section”), approval of members of the company be and is hereby accorded for exceeding the limit to give loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Advance Mechanical Service Private Limited, being an entity under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding Rs. 3,00,00,000 (Rupees Three Crores only), including ratification of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken by Advance Mechanical Service Private Limited by Company on earlier date upto the limit of Rs. 3,00,00,000 (Rupees Three Crores only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Saroop Chand, Director of the Company be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

5. To Give Loan, Guarantee Or Security As Per The Provisions Of Section 185 Of Companies Act, 2013 To Algotech India Private Limited

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 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 (“said Section”), approval of members of the company be and is hereby accorded for exceeding the limit to give loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Algotech India Private Limited, being an entity under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding Rs. 25,00,000 (Rupees Twenty Five Lacs only), including ratification of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken by Algotech India Private Limited by Company on earlier date upto the limit of Rs. 25,00,000 (Rupees Twenty Five Lacs only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Saroop Chand, Director of the Company be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in

order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

Place: Noida
Date: 04/09/2020

By order of the Board
For Adroitec Information Systems Private Limited



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 : To Make Investment, Give Loan, Guarantee, And Security in excess of Limits Specified Under Section 186 of Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as when required.

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders/ members by way of special resolution passed at the General Meeting in case the amount of Investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 100,000,000 (Ten Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The approval of shareholders also includes the ratification of limit exceeds on earlier date, if any upto the limit of Rs. 100,000,000 (Ten Crores only)

The Directors therefore, recommend the Special Resolution for approval of the Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other official of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is in anyway, financially or otherwise, concerned or interested in the resolution apart from the interest arose from their shareholdings.

Item No. 4 : To give loan, guarantee or security as per the provisions of Section 185 of Companies Act, 2013 to Advance Mechanical Services Private Limited

Our Company is holding 45.38% Shareholding of Advance Mechanical Services Private Limited, therefore considered as Associate of our Company. The Company is expected to render support for the business requirements of other Companies in the group, from time to time. However owing to certain restrictive provisions contained in the Section 185 of Companies Act, 2013, the Company is required to take approval of members to enhance the limit of financial assistance by way of loan, guarantee or security to other entities in the Adroitec group for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities to Advance Mechanical Services Private Limited upto the amount of Rs. 30,000,000(Three Crores Only).

Hence in order to enable the Company to advance loan to subsidiaries/Joint Ventures/associates/ other Companies/ Firms in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members. All the Directors being shareholders of Advance Mechanical Services Private Limited are concerned or interested in aforesaid resolution.

Item No. 5 : To give loan, guarantee or security as per the provisions of Section 185 of Companies Act, 2013 to Algotech India Private Limited

Our Company is holding 45.44% Shareholding of Algotech India Private Limited, therefore considered as Associate of our Company. The Company is expected to render support for the business requirements of other Companies in the group, from time to time. However owing to certain restrictive provisions contained in the Section 185 of Companies Act, 2013, the Company is required to take approval of members to enhance the limit of financial assistance by way of loan, guarantee or security to other entities in the Adroitec group for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities to Algotech India Private Limited upto the amount of Rs. 25,00,000 (Rupees Twenty Five Lacs only).

Hence in order to enable the Company to advance loan to subsidiaries/Joint Ventures/associates/ other Companies/ Firms in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other official of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is in anyway, financially or otherwise, concerned or interested in the resolution apart from the interest arose from their shareholdings.

Place: Noida
Date: 04/09/2020

By order of the Board
For Adroitec Information Systems Private Limited



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: Adrotec 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) ofShares 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 32nd Annual General Meeting of the Members of **Adrotec Information Systems Private Limited** will be held on **Tuesday, the 3rd day of November, 2020 at 11.00 a.m. at 298, RPS Flats, Sheikh Sarai, Phase-I, New Delhi-110017**, 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, 2020, 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.	To Make Investment, Give Loan, Guarantee And Security In Excess Of Limits Specified Under Section 186 Of Companies Act, 2013.		
4.	To Give Loan, Guarantee Or Security As Per The Provisions Of Section 185 Of Companies Act, 2013 To Advance Mechanical Services Private Limited		
5.	To Give Loan, Guarantee Or Security As Per The Provisions Of Section 185 Of Companies Act, 2013 To Algotech India Private Limited		

Signed this day of..... 2020

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

32nd 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 32nd Annual General Meeting of the Members of Adroitec Information Systems Private Limited will be held on Tuesday, the 3rd day of November, 2020 at 11.00 a.m. at 298, RPS Flats, Sheikh Sarai, Phase-I, New Delhi-110017

Signature of the Member/Proxy

NOTE:

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

Adroitec Information Systems Pvt. Limited

Corporate/Correspondence Office : C-130, Sector-2, Noida-201301 (U.P.)

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

Tel. : 0120-4864300 Fax : 0120-4864333

Email : info@adroitecinfo.com

www.adroitecinfo.com

CIN No. : U74899DL1988PTC030359