

NOTICE

To,

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

Notice is hereby given that the 30th Annual General Meeting of the Members of **Adroitec Information Systems Private Limited** will be held on **Wednesday, the 26th day of September, 2018 at 10:00 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, 2018, 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 30th Annual General Meeting until the conclusion of the 31st 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. **Regularisation of Additional Director(s).**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and rules made there under and subject to the provisions of Articles of Association of the Company, **Mr. Ayush Nadimpalli** (DIN: 03265826), **Mr. Jacob Panamthanath** (DIN: 03319214) and **Mr. Nagaragere Chikkaramaiah Shashidhar** (DIN: 08037048), who was appointed as an Additional Directors of the Company with effect from 30th August, 2018 and who holds office up to the



date of this Annual General Meeting, be and is hereby appointed as Directors of the Company.”

Place: Noida
Date: 30/08/2018

By order of the Board
For Adroitec Information Systems Private
Limited



Inder Preet Kaur
Company Secretary
ACS 47451

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.
4. Members are requested to notify change in address, if any, immediately to the Company.
5. 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.
6. 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 : Regularisation of Additional Director(s).

The Board of directors of the company by way of resolution passed in the meeting of the Board of Directors on 30th August, 2018, appointed **Mr. Ayush Nadimpalli** (DIN: 03265826), **Mr. Jacob Panamthanath** (DIN: 03319214) and **Mr. Nagaragere Chikkaramaiah Shashidhar** (DIN: 08037048) as additional directors with effect from 30th August, 2018 pursuant to the provisions of Section 161 of the Companies Act, 2013. Hence, he holds office up to the date of the ensuing annual General Meeting.

The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors. Accordingly, the Board recommends the resolution No. 3, in relation to appointment of **Mr. Ayush Nadimpalli** (DIN: 03265826), **Mr. Jacob Panamthanath** (DIN: 03319214) and **Mr. Nagaragere Chikkaramaiah Shashidhar** (DIN: 08037048) as Directors of the company, for the approval by the shareholders of the Company.

Place: Noida
Date: 30/08/2018

By order of the Board
For Adroitec Information Systems Private Limited


Inder Preet Kaur
Company Secretary
ACS 47451

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: **298, RPS Flats, Sheikh Sarai Phase-1 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 30th Annual General Meeting of the Company, to be held on **Wednesday, the 26th day of September, 2018 at 10:00 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.

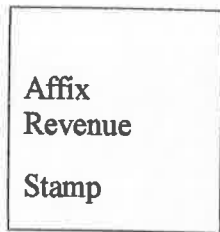
S.No.	Resolution	For	Against
1.	Adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2018, together with the Reports of the		

	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.	Regularisation of Additional Director(s).		

Signed this day of..... 2018

Signature of Shareholder

Signature of Proxy holder(s)



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: 298, RPS Flats, Sheikh Sarai Phase-1 New Delhi - 110017

30TH 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 30th Annual General Meeting of the Company being held on Wednesday, the 26th day of September, 2018 at 10:00 A.M. at Rockland Hotels, B 207, Chitranjan Park, Outer Ring Road, New Delhi-110019.

Signature of the Member/Proxy

NOTE:

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

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING

