

September 13, 2019.

<p>To,</p> <p>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</p>	<p>To,</p> <p>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</p>
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Dear Sir/Madam,

Sub: Submission of 29th Annual General Report for the financial year 2018-2019.

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Reg.

Pursuant to Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are herewith submitting the 29th Annual Report of the Company along with the Notice of Annual General Meeting for the Financial Year 2018-19, which were dispatched/ sent to the members by permitted modes on 6th September'2019.

The 29th Annual General Meeting ("AGM") of the Company will be held on Monday, the 30th day of September, 2019 at 09:00 AM at # 8-2-696 & 697/CT/A, CT/B, CT/D, & CT/E, Road No. 12, Banjara Hills, Hyderabad – 500034.

This is for the information and records of the Exchange.

Kindly acknowledge the receipt of the same.

Thanking you.
Yours faithfully,

Shradha Somani
Company Secretary & Compliance Officer



Solutions. Simplified

Adroit Infotech Limited

2018-2019





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CORPORATE INFORMATION

Board of Directors

S Sudhakiran Reddy	Managing Director
Sunder Raj Nyaypathi	Additional Director
Sunitha Kuchakulla	Independent Director
P Venkat Lakshma Reddy	Director
T Seetha Rama Rao	Independent Director (Resigned w.e.f. 29th July'2019)

Key Managerial Person

S Sudhakiran Reddy	(Managing Director)
N Venkateswara Rao	Chief Financial Officer
Shradha Somani	Company Secretary & Compliance Officer

STATUTORY COMMITTEES

Audit Committee:

Sunder Raj Nyaypathi	Chairman
P Venkata Lakshma Reddy	Member
S Sudhakiran Reddy	Member

Nomination & Remuneration Committee:

N Sunder Raj	Chairman
K Sunitha	Member
P Venkata Lakshma Reddy	Member

Stakeholders and Relationship Committee:

N Sunder Raj	Chairman
P Venkata Lakshma Reddy	Member
S Sudhakiran Reddy	Member

Registered and Corporate Office

Plot No. 7A, MLA Colony, Road No. 12,
Banjara Hills, Hyderabad - 500034
Email: cs@adroitinfotech.com
Website: www.adroitinfotech.com
CIN: L72300TG1990PLC011129
Tel: +91-40-2355 2284/85/86
Fax: +91-40-2355 2283

STATUTORY AUDITORS

M/s. Niranjan & Narayan, Chartered Accountants
7-1-28/1/A/21, Shyamkaran Road,
21 Park Avenue Colony, Ameerpet,
Hyderabad, Telangana 500016

BANKERS:

HDFC BANK LIMITED

Plot No. 1355A, Road No. 1 & 45
Jubilee Hills, Hyderabad - 500033

Registrar and Share Transfer Agents:

Venture Capital and Corporate Investments Private Limited

12-10-167, Bharat Nagar,
Hyderabad, 500018,
Phone : +91 040-23818475/23818476
23868023
Fax : +91 040-23868024
E mail: info@vccilindia.com

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting (AGM) of the Members of ADROIT INFOTECH LIMITED ("the Company") will be held on Monday, 30th September, 2019 at 09.00 A.M. at # 8-2-696 & 697/CT/A, CT/B, CT/D, & CT/E, Road No. 12, Banjara Hills, Hyderabad - 500034 Telangana to transact the following business:

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."

2. 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."

3. To appoint Director Mr. Sudhakaran 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. Sudhakaran 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."

4. To appoint Director 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."

5. 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:

6. APPOINTMENT OF MR. SUNDER RAJ NYAYAPATHI AS INDEPENDENT DIRECTOR OF THE COMPANY To consider and, if thought fit, to pass, with or without modifications, the following resolution as a special resolution Ordinary Resolution:

"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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to Remote e-voting are given in this Notice under Note No. 27. The Company will also send communication relating to Remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Shareholders are requested to bring their copy of annual report to the Meeting. In accordance with the provisions of the Companies Act, 2013 & SEBI Guidelines, only abridged standalone and consolidated annual accounts for the financial year ended March 31, 2019 are circulated. Any member desirous of having a copy of detailed accounts may apply to the Company and copies thereof will be available for reference at the venue of the Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on 30th September, 2019 forms part of the notice.
8. The Register of Members and Share Transfer Books will remain closed from September 24, 2019 to September 30, 2019 (both days inclusive).
9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. The members who have not surrendered their old share certificates (Issued by the then M/s. Color (chips) India Limited, now known as Adroit Infotech Limited, under the change of name) are requested to surrender their old share certificates to M/s. Adroit Infotech Limited at their registered office: Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad - 500034 obtain their new share certificates of this Company.

11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
12. No Dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2019.
13. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.
b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
14. Non-Resident Indian Members are requested to inform Venture Capital, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.
16. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Venture Capital and Corporate Investments Private Limited
17. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and SEBI Listing Obligations and Disclosure Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote at the 29th AGM by electronic means and the business shall be transacted through Remote e-voting services provided by Central Depository Services Limited ("CDSL").
18. The facility for voting through ballot / polling paper shall be made available at the AGM, to all the members attending the AGM, who have not opted e-voting facility. Further, the members who have opted Remote e-voting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
19. The Board of Directors of the company has appointed Mr. Manoj Kumar Koyalkar, Practicing Company Secretaries, Hyderabad as Scrutinizer for conducting the Remote e-voting process for the Annual General Meeting in a fair and transparent manner.

20. The login ID and password for Remote e-voting is being sent to the members who have not registered their e-mail I D s with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for Remote e-voting by e-mail.
21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23.09.2019 A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of Remote e-voting / Poll.
22. Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 23.09.2019 may obtain the User ID and password for Remote e-voting by sending email intimating DP ID and Client ID / Folio No. at www.evotingindia.com or can vote through ballot paper to be downloaded from the Company's website <http://adroitinfotech.com/>
23. The Remote e-voting facility will be available during the following period:

Commencement of Remote e-voting: From 9.00 a.m. (IST) on 27 September, 2019
End of Remote e-voting: Up to 5.00 p.m. (IST) on 29 September, 2019
24. The Remote e-voting will not be allowed beyond the aforesaid date and time and the Remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
25. The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through Remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <http://adroitinfotech.com/> and on the website of CDSL at www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
26. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September,30th ,2019
27. Instructions and other information relating to Remote e-voting:
 - (i) The voting period begins on 27 September, 2019 at 09:00 A.M and ends on 29 September, 2019, at 5:00 P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2019, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the Remote e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>·Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>·In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
BOI	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>·Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for Remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for Remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding Remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and Remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
1. The log in ID and password for Remote e-voting along with process, manner and instructions for Remote e-voting is being sent to the members who have not registered their email IDS with the Company along with physical copy of notice. Those members who have registered their email IDS with the Company their respective Depository Participants are being forwarded the login ID and password for Remote e-voting along with process, manner and instructions by email.
 2. The Company has appointed Mr. Manoj Kumar Koyalker, Company Secretary in Practice as “Scrutinizer” for conducting the Remote e-voting process for the Annual General Meeting in a fair and transparent manner.

Name of the Director	Mr. Sudhakaran Reddy Sunkerneni	Mr. Venkata Lakshma Reddy Patlola
Brief Resume & Expertise in specific functional areas	Mr. Sudhakaran Reddy Sunkerneni a distinguished Chartered Accountant representing a coalition of specialized skills in corporate finance advisory, tax consultancy with demonstrated skills in implementation of ERP Software (SAP) in countries across two continents	Mr. Venkata Lakshma Reddy Patlola is a Cost Accountant. His educational qualification includes B.Com and ICWA. He possess 25 years of work experience in capital markets and is currently an entrepreneur. He is a visionary with strong focus on innovation.
Details of shares held in the Company as on 31.03.2019	6,62,503/-	NIL
Listed Companies in which Directorships held as on 31.03.2019	NIL	NIL
Chairman / Member of the Committees of Listed Companies in which he is a Director as on 31.03.2019 other than Adroit Infotech Ltd	NIL	NIL
Relationship with other Directors	NIL	NIL

By order of the Board of Directors
ADROIT INFOTECH LIMITED

Sd/-
Sudhakaran Reddy Sunkerneni
 Managing Director
 DIN : 01436242

Hyderabad
 31.08.2019

Registered & Corporate Office:
 Plot No. 7A, MLA Colony, Road No. 12
 Jubilee Hills, Hyderabad -500034,
 Telangana

CIN: L72300TG1990PLC011129
Website: www.adroitinfotech.com
Email: cs@adroitinfotech.in

DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasure in presenting the report of the Business and Operations of your Company ('the Company' or 'AIL'), along with the audited financial statements, for the financial year ended March 31, 2019. The Consolidated Performance of your Company and its subsidiaries has been referred to wherever required.

Financial Highlights

(Rupees in Lakhs)

Particulars	Consolidated		Standalone	
	2018-2019	2017-2018	2018-2019	2017-2018
Total Income	1589.29	3804.74	1459.29	2264.91
Profit before Finance Cost, Depreciation & Amortization, Taxation & Exceptional items	(36.82)	1182.92	(62.32)	314.61
Less: Finance cost	17.71	18.50	17.71	18.50
Depreciation and Amortization Expenses	54.48	42.21	54.48	42.21
Profit before tax & Exceptional items	(109.01)	1122.20	(134.51)	253.90
Less: Exceptional items	0	0	0	0
Profit before tax	(109.01)	1122.20	(134.51)	253.90
Less: Tax expenses	0	74.43	0	55.21
Profit before Minority Interest	(102.84)	1047.78	(128.34)	198.69
Less: Minority Interest	0	0	0	0
Profit after tax	(102.84)	1047.78	(128.34)	198.69

Dividend

Your Directors have not recommended any dividend for this financial year 2018-2019.

Review of Operations

During the year under review, your Company achieved consolidated revenue of Rs. 1589.29 Lakhs as against revenue of Rs. 3804.74 Lakhs in the previous fiscal. Your Company has earned a Consolidated Loss of Rs. (109.01) Lakhs as against PBT Rs. 1122.20 Lakhs in the previous fiscal and Consolidated Loss of Rs. (102.84) Lakhs as against PAT Rs. 1047.78 Lakhs in the previous year.

At standalone level, your Company recorded revenue of Rs 1459.29 Lakhs against a revenue of Rs. 2264.91 Lakhs in the previous year, EBITDA of Rs. (62.32) Lakhs as against Rs. 314.61 Lakhs of previous year, and Loss of Rs. (128.34) Lakhs as against PAT of Rs. 198.69 Lakhs in the previous year.

Consolidated Financial Statements (CFS)

The Consolidated Financial Statements of your Company for the financial year 2018-2019 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, applicable Accounting Standards and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"). The consolidated financial statements have been prepared on the basis of audited financial statements of your Company, its subsidiaries, as approved by the respective Board of Directors.

The CFS should therefore be read in conjunction with the directors' report, financial notes, cash flow statements and the individual auditor reports of the subsidiaries.

Pursuant to provisions of section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Company's subsidiaries is attached to the financial statements of the Company.

Abridged Annual Accounts

Pursuant to the provisions of the first proviso to Section 136(1) of the Act and Rule 10 of Companies (Accounts) Rules, 2014, the abridged annual accounts are being sent to all shareholders whose e-mail id's are not registered with the Company. The full annual report is available on the website of your Company at www.adroitinfotech.com and available for inspection at the registered office of the Company during working hours. Any member interested in obtaining the full annual report may write to the Company Secretary and the same will be furnished on request.

Companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year: NIL

Material Changes and Commitments, if any, affecting the financial position of the company

No changes

Directors and Key Managerial Personnel (KMP)

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Sudhakiran Reddy Sunkerneni and Mr. Venkata Lakshma Reddy Patlola Directors who retires by rotation and being eligible, has offered themselves for re-appointment.

1. Mr. Venkateswara Rao Narepalem appointed as Chief Financial Officer W.e.f. 26th Feb'2019.
2. Mr. Sunder Raj Nyayapathi resigned as Independent Director W.e.f. 30th May'2019 and re-appointed as an Additional Director W.e.f. 29th July'2019.
3. Mrs. Shradha Somani appointed as Company Secretary and Compliance Officer W.e.f. 11th May'2019.
4. Mr. T Seetha Rama Rao resigned as an Independent Director w.e.f 29th July'2019.
5. Ms. Nikita Chopra resigned as Company Secretary and Compliance Officer W.e.f. 9th March'2019.

In compliance with Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, brief resume of all the Directors proposed to be appointed / re-appointed are attached along with the Notice of the ensuing Annual General Meeting.

Your directors place on record their sincere appreciation for the valuable contribution made by the resigning director and Company Secretary during their tenure.

Apart from the above, there have been no changes in Directors and KMP.

Particulars of Employees and related disclosures

The remuneration paid to your Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force). The salient aspects covered in the Nomination and Remuneration Policy has been outlined in the Corporate Governance Report which forms part of this report.

The information required under Section 197 (12) of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure – B**.

Declaration on Independent Directors

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, all the Independent Directors of your Company have given declaration that they have met the criteria of independence as required under the Act and the regulations.

Remuneration Policy

Your Directors have, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The Remuneration Policy forms part of the Corporate Governance Report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual performance evaluation of their own, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The manner in which the evaluation has been carried out has been explained hereunder.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of attendance, engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Board Committees

Detailed composition of the mandatory Board committees namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

Particulars of Loans, Guarantees and Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, forms part of the Financial Statements.

Meetings of the Board and Committees

Six (6) Meetings of the Board of Directors were held during the year. For further details on the meetings and the attendance of directors/members, please refer report on Corporate Governance of this Annual Report.

Vigil Mechanism

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns about any instance of any irregularity, unethical practice and/or misconduct has been established. Further, the details as aforesaid are available on the website of your company at www.adroitinfotech.com.

Familiarisation Programme for Independent Directors

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company shall familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

Accordingly, your Company arranged a technical session on 30.05.2018 to familiarize the Independent Directors, the details of which are disclosed on the website of the company at <http://adroitinfotech.com/policies.html>

Employees Stock Option Scheme

The Scheme is in line with the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations") and there have been no material changes to the schemes during the financial year 2018-2019. The Company has received a certificate from the Auditors of the Company that the Schemes are implemented in accordance with the SEBI Regulations and the resolutions passed by the members. The certificate would be available at the Annual General Meeting for inspection by members. The details as required to be disclosed under the SEBI Regulations and certificate from Auditors are put on the Company's website and may be accessed at: www.adroitinfotech.com

Directors' Responsibility Statement

Pursuant to the requirement under section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement relating to the Company (Standalone), it is hereby confirmed:

1. That in the preparation of the Accounts for the financial year ended March 31, 2019, the applicable accounting standards and schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), have been followed and there is no material departure;
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit and loss of the Company for the financial year ended March 31, 2019;

3. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the accounts have been prepared on 'going concern' basis, for the financial year ended March 31, 2019;
5. That the Company, had laid down internal financial controls and that such internal financial controls are adequate and were operating effectively;
6. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, is annexed as **Annexure – D**.

Development and Implementation of Risk Management Policy

Your Company has an elaborate risk Management process and has adopted systematic approach to mitigate risk associated with accomplishment of objectives, operations and revenues etc. The details of Risk Management as practiced by your company are provided as part of Management Discussion and Analysis Report which forms part of this Annual Report.

Internal Financial Controls

Your Company has established and maintained a framework of internal financial controls and compliance systems. Based on the same and the work performed by the internal auditors, statutory auditors and external agencies and the reviews performed by Top Management team and the Audit Committee, your Directors are of the opinion that your Company's Internal Financial Controls were adequate and effective during the financial year 2018-2019.

Further the statutory auditors of your company has also issued an attestation report on internal control over financial reporting (as defined in section 143 of Companies Act 2013) for the financial year ended March 31, 2019, which forms part to the Statutory Auditors Report.

Auditors

a) Statutory Auditors

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, M/s. Niranjana and Narayan, Chartered Accountants (Firm Registration No.005899S) has signified willingness to act as Statutory Auditors. Therefore, ratification of appointment of Statutory Auditors for financial year 2019-2020 is being sought from the members of the Company at the ensuing AGM.

b) Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Ms. Charu Golash- Practising Company Secretaries, to undertake the Secretarial Audit of your Company. The Report of the Secretarial Audit is annexed as **Annexure – C**.

Further, Practising Company Secretaries/Chartered Accountants carries out Reconciliation of Share Capital Audit every quarter and the report thereon is submitted to the Stock Exchanges.

Reply to Secretarial Audit Report:

The Company will ensure timely payment under various provisions of the law.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

The above information as required under the Companies Act, 2013, is annexed as Annexure – A.

Change in Capital Structure and Listing at Stock Exchanges

There is no change in capital structure of the company during the financial year 2018-2019.

Corporate Governance

Your Company is committed to maintain the high standards of corporate governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India. The Report on corporate governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 forms part of the Annual Report and is annexed as Annexure - E. The requisite certificate from the Practicing Company Secretary confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Regulations is part of this report.

Management Discussion and Analysis (MD&A)

MD & A Report for the financial year under review, as stipulated under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of your Company under any scheme save and except ESOS referred to in this Report.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
5. There were no material changes commitments affecting the financial position of your Company between the end of financial year (31st March'2019) and the date of the report (31st August'2018).
6. There was no Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.
7. During the year under review, your Company did not accept any public deposits.

8. During the year under review, your company has not declared any dividend neither has transferred any amount to reserves.
9. Non-applicability of Corporate Social Responsibility under Section 135 of the Companies Act, 2013.
10. Related Party Transaction entered during the financial year under review as mentioned in note no. 31 of annual report
11. There were no qualifications mentioned by the Auditors in their report.
12. The policies, as framed by the company is available on the web link as provided hereunder:
<http://www.adroitinfotech.com/policies-our-company.html>

Acknowledgment

Your Directors thank various departments of Central and State Government, Organizations and Agencies for the continued help and co-operation extended by them to your company. Your Directors also gratefully acknowledge all stakeholders of the Company viz. members, customers, dealers, vendors, Financial Institutions, banks and other business partners for the excellent support received from them during the year. Your Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board

Place: Hyderabad

Date: 31.08.2019

**Sd/-
S Sudhakiran Reddy
Managing Director
DIN: 01436242**

Annexure - A

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]**

A) Conservation of Energy:

The Company is in the business of development of Information Technology and does not require large quantities of energy. However, wherever possible energy saving efforts are made.

B) Technology Absorption:

We firmly believe that technology is the genesis of innovative business practices, which in turn enable the organization to carry out business effectively and efficiently. Even though the Information Technology industry is technology intensive, we believe that there is an increasing need to mechanize the processes involved in order to minimize costs and increase efficiency. We intend to make investments in innovative techniques for this regard.

C) Foreign Exchange earnings and outgo:

The particulars of earning and expenditure in foreign exchange during the year are given as additional information in note no. 35 in Notes on Financial Statements.

Annexure - B

Particulars of Employees information as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- I The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-2019 and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-2019, are as under:
 - ii. The median remuneration is Rs.6,00,000 P.A. and the percentage increase in the median remuneration of employees in the financial year is Nil%.
 - iii. The number of permanent employees on the rolls of company as on March 31, 2019 : 90
 - iv. The explanation on the relationship between average increase in remuneration and company performance.
 - a The Profit before Tax for the financial year ended March 31, 2019 decreased by (9.81%) whereas there is no increase in median remuneration during the financial year. Net revenues of the Company during the financial year of Rs. 1,589.29 Lakhs were less than previous year of Rs. 3804.74 Lakhs. The total employee cost for the Year ended March 31, 2019 was Rs 924.54 Lakhs against Rs.1090.40 Lakhs for the Year March 31, 2018. The total employee cost as a percentage of net revenues was 58.17% (last year 28.66%). Average increase in remuneration is guided by factors like inflation, normal salary increase, industry trend, future growth prospect etc.
 - v. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.
 - vi. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as below:

Details of Employees who were in Receipt of Remuneration not less than 1,02,00,000 : NIL

Details of Employees for the part of financial year was in receipt of Remuneration for the part not less than 8, 50,0000: NIL

“Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amount (Rupees in Lakhs)

FY (2018-2019)

Sl.No.	Name of the subsidiary	Sphere Global Services FZ LLC	
		Amount in	Amount in
		INR	USD
a	Share Capital	26.49	0.38
b	Reserves and Surplus	1680.26	24.29
c	Total Assets	2271.32	32.83
d	Total Liabilities	564.56	8.16
e	Details of Investments	-	-
f	Turnover	1300.00	18.79
g	Profit before tax	25.51	0.37
h	Provision for tax	25.51	0.37
i	Profit After Tax	25.51	0.37
j	Proposed Dividend	0	0
k	% of Share Holding		100%
	Reporting Currency		USD
	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries..		69.1713

* Subsidiary in Middle East are consolidated

Notes: The following information shall be furnished at the end of the statement:

1.Names of subsidiaries which are yet to commence operations- Adroit Infotech DMCC

2.Names of subsidiaries which have been liquidated or sold during the year.- Sphere Global USA Inc

"Form AOC-1"

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Name 1	Name 2	Name 3
1.Latest audited Balance Sheet Date	—	—	—
2.Date on which the Associate or Joint Venture was associated or acquired	—	—	—
3.Shares of Associate or Joint Ventures held by the company on the year end	—	—	—
No. Shares	—	—	—
Amount of Investment in Associates or Joint Venture	—	—	—
Extent of Holding (in percentage)	—	—	—
4.Description of how there is significant influence	—	—	—
5.Reason why the associate/joint venture is not consolidated	—	—	—
6.Networth attributable to shareholding as per latest audited Balance Sheet	—	—	—
7.Profit or Loss for the year	—	—	—
i. Considered in Consolidation	—	—	—
ii. Not Considered in Consolidation	—	—	—

1.Names of associates or joint ventures which are yet to commence operations.- **None**

2.Names of associates or joint ventures which have been liquidated or sold during the year.- **None**

Annexure - C

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

*Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014*

To,
The Members,

ADROIT INFOTECH LIMITED

Plot No. 7A, MLA Colony,
Road # 12, Banjara Hills,
Hyderabad, Telangana, India - 500034.

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Adroit Infotech Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my/our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March'2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Adroit Infotech Limited** for the financial year ended on 31st March'2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
(Not Applicable to the Company during the Audit Period)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **(Not Applicable to the Company during the Audit Period)**

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not Applicable to the Company during the Audit Period)**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the Company during the Audit Period)**
- vi. Relying on the representations given by the company and its officers and limited review done, there are no specific laws applicable to the company.
- vii. I/we have also examined compliance with the applicable clauses of the following:
 - (I) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I/we further report that during the audit period, there are no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

Sd./-

Charu Golash

Practicing Company Secretary

Membership No. 7325

Certificate of Practice No. 8005

Place: Hyderabad

Date: 21-05-2019

Annexure-A

To
The Members,

M/s ADROIT INFOTECH LIMITED

Plot No. 7A, MLA Colony,
Road # 12, Banjara Hills,
Hyderabad, Telangana, India - 500034.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of Adroit Infotech Limited, ("the Company"). Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have relied up on the information provided by the Management with respect to related party transactions for its compliance.

Sd./-

Charu Golash

Practicing Company Secretary

Membership No. 7325

Certificate of Practice No. 8005

Place: Hyderabad

Date:21-05-2019

Annexure - D

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended March 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

- i) CIN : L72300TG1990PLC011129
- ii) Registration Date : March 19, 1990
- iii) Name of the Company : Adroit Infotech Limited
- iv) Category / Sub-Category of the Company : Public Company/Company having share capital, Indian Non-Government Company.
- v) Address of the Registered Office and Contact details : #Plot No. 7A, MLA Colony, Road # 12, Banjara Hills, Hyderabad, Telangana, India - 500034.
Phone No.: +91-40-2355 2284/85/86
Fax No.: +91-40-2355 2283
Email : cs@adroitinfotech.com
Website: www.adroitinfotech.com
- vi) Whether listed Company : Yes,
A) BSE Limited
B) National Stock Exchange of India Limited
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Venture Capital and Corporate Investments Private Ltd
12-10-167, Bharat Nagar, Hyderabad-500018
Ph: 040-23818475/476
Fax: 040-23868024
Ph. No: 040 – 40144967

II. PRINCIPLE BUSINESS ACTIVITY OF THE COMPANY

Sl.No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
1)	Information Technology	620	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.No.	Name and Address of the Company & PIN	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section of Companies Act, 2013
1	Sphere Global Services FZ LLC	NA	Wholly owned Subsidiary	100	2
2	Adroit Infotech DMCC	NA	Wholly owned Subsidiary	100	2

IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of Total Equity)

Category of Shareholders	No. of shares held at the beginning of the year 01.04.2018				No. of shares held at the end of the year 31.03.2019				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A Promoters									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual / HUF	6,62,503	0	6,62,503	3.67	6,62,503	0	662503	3.63	(0.04)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	90,44,901	0	90,44,901	50.06	90,44,901	0	9044901	49.51	(0.55)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other (Trusts)	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1)	97,07,404		9,707,404	53.73	97,07,404	0	97,07,404	53.14	(0.59)
2) Foreign	-	-	-	-	-	-	-	-	-
a) NRI - Individual	-	-	-	-	-	-	-	-	-
b) Other - Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total promoter shareholding (A) = (A)(1) + (A)(2)	97,07,404		9,707,404	53.73	97,07,404	0	97,07,404	53.14	(0.59)
B Public Shareholding									
1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	-	-	-	-	-	-	-	-	-
2) Non-Institutional									
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
i) Indian	11,51,577	1,06,520	12,58,097	6.96	12,77,654	106464	13,84,118	7.58	0.62
ii) Overseas	-	-	-	-	-	-	-	-	-

SHARE HOLDING PATTERN (Equity share capital breakup as percentage of Total Equity)

Category of Shareholders	No. of shares held at the beginning of the year 01.04.2018				No. of shares held at the end of the year 31.03.2019				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
b) Individual	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 Lakh	33,68,617	32,797	34,01,414	18.82	31,34,114	30,293	31,64,407	17.32	(1.50)
ii) Individual shareholders holding nominal share capital in excess of Rs.2Lakh	28,77,861	100000	29,77,861	16.48	37,33,894	0	37,33,894	20.44	3.96
c) Others (specify)									
i) Non Resident Indians	50,480	20	50,480	0.20	37,278	0	37,278	0.20	0
ii) Clearing Members	4,07,643	0	4,07,643	2.29	2,36,430	0	2,36,430	1.26	(1.03)
iii) Trusts	3,841	0	3,841	0.02	3,841	0	3,841	0.02	0
Sub-Total (B)(2)	78,60,019	2,39,021	80,99,336	44.82	84,23,211	136757	85,59,968	46.86	2.04
Total Public shareholding (B) = (B)(1) + (B)(2)	78,60,019	2,39,021	80,99,336	44.82	84,23,211	136757	85,59,968	46.86	2.04
C Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1,78,29,552	2,39,317	1,80,68,872	100.00	1,81,30,615	136757	1,82,67,372	100.00	1.45

ii) Shareholding of Promoters

Category of Shareholders	No. of shares held at the beginning of the year 01.04.2018			No. of shares held at the end of the year 31.03.2019			% change in shareholding during the year
	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
JOKEMAN MEDIA AND ENTERTAINMENT PRIVATE LIMITED	5,64,106	3.12%	Nil	564106	3.09%	Nil	(0.03)
S SUDHAKIRAN REDDY	6,62,503	3.67%	Nil	6,62,503	3.63%	Nil	(0.04)
SOFTPOINT TECHNOLOGIES PRIVATE LIMITED	84,80,795	46.94	Nil	84,80,795	46.43	Nil	(0.51)
Total	97,07,404	53.73	Nil	97,07,404	53.15	Nil	(0.58)

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

S.No.	Name	Shareholding at the beginning of the year	% of total shares of company	Cumulative shareholding at the end of year	% of total shares of company
1	PARU SECURITIES PVT LTD	0	0	4,07,160	2.23%
2	YADAGIRI VOLAM	0	0	3,59,500	1.97%
3	PALLAVI URVISH VORA	0	0	3,02,057	1.65%
4	VIJAY KUMAR MAISTRY	3,00,000	1.66%	3,00,000	1.64%
5	WET PROCESS TECHNOLOGIES PRIVATE LIMITED	2,62,132	1.45%	2,62,132	1.43%
6	PRANAV REDDY VADIYALA	0	0	2,00,000	1.09%
7	ANS PVT LIMITED	182658	1.01%	1,59,356	0.87%
8	MANSI PARAG SHAH PARAG KISHOR SHAH	0	0	1,50,000	0.82%
9	JAISON JOHN	1,29,550	0.71%	1,29,550	0.71%
10	JASVIR SINGH CHADHA	0	0	1,27,000	0.7%

Note:

- The shares of the company are traded on a daily basis on the stock exchanges and hence data-wise increase/decrease in shareholding is not provided.
- The details of date-wise increase/decrease will be provided at the request of shareholder.

viii) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For each the Directors and KMP	Shareholding at the beginning of the year		Date wise increase / (decrease) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)			Cumulative shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	No. of shares	Nature	No. of shares	% of total shares of the Company
1.	S Sudhakiran Reddy	6,62,503	3.67	-	-	-	6,62,503	3.63
	P. Venkata Lakshma Reddy	-	-	-	-	-	-	-
	Sunitha Kuchakulla	-	-	-	-	-	-	-
	N. Venkateswara Rao	-	-	-	-	-	-	-
	Sharadha Somi	-	-	-	-	-	-	-
	*TBVP Chnadramouli	-	-	-	-	-	-	-
	*Nikitha Chopra	-	-	-	-	-	-	-

*Resigned from Board/KMP

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(Amt Rs. in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial Year				
i) Principal Amount	129.72	174.80	—	304.52
ii) Interest due but not paid	-	-	—	-
iii) Interest accrued but not due	0.62	-	—	0.62
Total (i+ii+iii)	130.34	174.80	—	305.14
Change in Indebtedness during the financial year	-	-	—	-
Addition	8.65	59.41	—	68.06
Reduction	-	-	—	-
Net Change	8.65	59.41	—	68.06
Indebtedness at the end of the financial Year			—	
i) Principal Amount	138.06	234.21	—	372.27
ii) Interest due but not paid	-	-	—	-
iii) Interest accrued but not due	0.93	-	—	0.93
Total (i+ii+iii)	138.99	234.21	—	373.20

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of Managing Director, Whole-time Directors and/or Manager:

(Amt Rs. in Lakhs)

S. No	Particular of Remuneration	Mr. S Sudha Kiran Reddy	Total
1.	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961. c) Profit in lieu of salary 17(3) of the Income Tax Act, 1961.	36.00 (p.a.)	36.00 (p.a.)
2.	Stock Option (no. of options)	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as a % of profit - others, specify	Nil	Nil
5.	Others, please specify – (Gratuity, Provident & Superannuation funds)	Nil	Nil
6.	Total (A)	36.00	36.00

B. Remuneration to other Directors

(Amt. In Rs.)

S. No	Particular of Remuneration	N SunderRaj	Suneetha Kuchakulla	P. Venkata Lakshma Reddy	T Seetha Rama Rao	Total
1.	Independent Directors	Nil	Nil	Nil	Nil	Nil
a.	(a)Fee for attending board / committee meetings	4,000/-	Nil	Nil	4,000/-	8,000/-
b.	(b)Commission	Nil	Nil	Nil	Nil	Nil
c.	(c)Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	4,000/-	Nil	Nil	4,000/-	8,000/-
2.	Other Non-Executive Directors	Nil	Nil	Nil	Nil	Nil
a.	a)Fee for attending board / committee meetings	Nil	Nil	4,000/-	Nil	4,000/-
b.	b)Commission	Nil	Nil	Nil	Nil	Nil
c.	c)Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	4,000/-	Nil	4,000/-
	Total B = (1+2)	4,000/-	Nil	4,000/-	4,000/-	12,000/-

*Resigned from the Board

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

(Amt Rs. in Lakhs)

S. No	Particular of Remuneration	N Venkateswara Rao(CFO) (Appointed on 26th Feb' 2019)	*Nikita Chopra (Company Secretary) (Resigned on 09th Mar'2019)	Total
1.	1Gross Salary			
a.	Salary as per provisions contained in section 17(1) of Income-tax Act, 1961	1.20	1.45	2.65
b.	Value of perquisites u/s 17 (2) Income tax Act, 1961	Nil	Nil	Nil
c.	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option (nos.)	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission -as % of profits -others, specify	Nil	Nil	Nil
5.	Others, please specify – (Gratuity, Provident & Superannuation funds)	Nil	Nil	Nil
	Total	1.20	1.45	2.65

*Resigned from the KMP

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no penalties, Punishment or Compounding of offences during the year ended March 31, 2019. However order for Condonation of delay under section 460(b) of Companies Act, 2013 with respect to filing of E-form MGT-14 was obtained from the Registrar of Companies.

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sl.No.	Particular	Details
a	Name (s) of the related party & nature of relationship	Nil
b	Nature of contracts/arrangements/transaction	Nil
c	Duration of the contracts/arrangements/transaction	Nil
d	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e	Justification for entering into such contracts or arrangements or transactions'	Nil
f	Date of approval by the Board	Nil
g	Amount paid as advances, if any	Nil
h	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of contracts or arrangements or transactions at Arm's length basis

Sl.No.	Particular	Details
a	Name (s) of the related party & nature of relationship	Nil
b	Nature of contracts/arrangements/transaction	Nil
c	Duration of the contracts/arrangements/transaction	Nil
d	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e	Date of approval by the Board	Nil
f	Amount paid as advances, if any	Nil

Annexure- E

REPORT ON CORPORATE GOVERNANCE

Corporate governance is the set of processes, customs, policies, laws and institutions affecting the way a company is directed, administered or controlled. It is a system of structuring, operating and controlling a company with a view to achieve long term strategic goals to satisfy shareholders, creditors, employees, customers and suppliers.

Corporate governance is based on principles such as conducting the business with all integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, complying with all the laws of the land, accountability and responsibility towards the stakeholders and commitment to conducting business in an ethical manner.

Company's Philosophy

Adroit Infotech Limited ("AIL" or 'the Company') believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in maintaining good corporate governance, preserving shareholders' trust and maximizing long-term corporate value.

The Company's philosophy on Corporate Governance focuses on the attainment of the highest standards of transparency, accountability, ethics and equity with management flexibility, empowerment and responsiveness in the interest of shareholders, customers, employees, business associates and the society at large.

AIL's corporate governance framework is based on the following main principles:

- Appropriate composition and size of the Board;
- Timely flow of information to the members of the Board and Board Committees;
- Well developed systems and processes for risk management and financial reporting;
- Timely and accurate disclosure of all material operational and financial information.

Board of Directors

A majority of the Board, 4 out of 5, are Independent Directors. The Board's actions and decisions are aligned with the Company's best interests. It is committed to the goal of sustainably elevating the Company's value creation. The Board critically evaluates the Company's strategic direction, management policies and their effectiveness.

As on March 31, 2019, the Board has Five Directors, comprising (i) Four Independent Directors, (ii) One Executive Director. The composition of the Board is in conformity with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

Name*	Designation	Audit	Stakeholder Relationship	Nomination & Remuneration
N SunderRaj	Independent Director	Chairman	Chairman	Chairman
P Venkata Lakshma Reddy	Director	Member	Member	Member
S Sudhakiran Reddy	Managing Director	Member	Member	-
Sunitha Kuchakulla	Independent Director	-	-	Member
T. Seetha Ram Rao	Independent Director	-	-	-

None of the above Directors are related to each other.

The composition of Board/Committees is available on the website of the Company i.e.
<http://adroitinfotech.com/committees.html>

Each Director informs the Company on an Annual Basis about the Board and Board Committee positions he occupies in other companies including Chairmanships and notifies changes periodically and regularly during the term of their directorship in the Company. None of the Directors on the Board are Members of more than ten Committees or Chairman of more than five Committees across all the public companies in which they are Directors.

The number of other directorships, committee chairmanships/memberships held in other companies by each of the Directors is tabled below:

Name	No. of other Directorships and Committee Membership / Chairmanship in listed Entities (Including this Listed Entity)		
	Other Directorships*	Committee **	
		Membership	Chairmanship
N Sunder Raj Nyayapathi	Nil	Nil	3
P Venkata Lakshma Reddy	Nil	3	Nil
S Sudhakiran Reddy	Nil	2	Nil
K Sunitha	Nil	1	Nil
T Seetha Rama Rao	Nil	Nil	Nil

*Other directorships do not include Section 8 Companies, Private Limited companies and other incorporated outside India.

**Chairmanships / Memberships of Board Committees include only Audit and Stakeholders Relationship Committees.

Meetings of the Board,

The Board of Directors must meet at least four times a year, with a maximum time gap of 120 days between two Board meetings. During the financial year 2018-2019, the Board met Six (6) times on the following dates:

11.04.2018, 30.05.2018, 14.08.2018, 31.08.2018, 14.11.2018, and 14.02.2019,
 The necessary quorum was present at all the meetings.

The below table gives the composition of the Board, their attendance at the board meetings held during the year and at the previous Annual General Meeting held on 29.09.2018 and also the shareholding.

Name	Category and Designation	Attendance particulars		No. of Equity shares
		Board meetings	Last AGM	
S Sudhakiran Reddy	Managing Director	6	Yes	6,62,503
P Venkata Lakshma Reddy	Director	6	Yes	Nil
K Sunitha	Independent Director	6	Yes	Nil
N Sunder Raj	Independent Director	6	Yes	Nil
T Seetha Rama Rao	Independent Director	6	Yes	Nil

Information given to the Board:

The Company provides the following information to the Board and the Board Committees. Such information is submitted either as part of the agenda papers in advance of the meetings or by way of presentations and discussion materials during the meetings.

- Annual operating plans and budgets, capital budgets, updates and all variances;
- Quarterly, Half yearly, Nine months and Annual results of the Company and its subsidiaries;
- Detailed presentations on the business performance of the Company and its material subsidiaries;
- Minutes of meetings of the Audit Committee and other Committees;
- Contract in which Directors and Senior Management Personnel are interested, if any ;
- Update on the significant legal cases of the Company;
- Subsidiary companies minutes, financial statements and significant investments;
- Reviews the compliance reports of all laws applicable to the Company;
- Evaluates the Company's strategic direction, management policies, performance objectives and effectiveness of Corporate Governance practices.

Code of Conduct

The Company has adopted a code of conduct for all Board Members and Designated Senior Management of the Company. The duties of Independent Directors as laid down in the Companies Act, 2013, are incorporated in the Code of Conduct. The Code of Conduct is available on the website of the Company i.e. <http://adroitinfotech.com/code-of-conduct.html> All Board members and senior management personnel have affirmed compliance with the code of conduct. A declaration signed by the Managing Director to this effect is annexed at the end of this report.

Declaration by Independent Directors

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

During the financial year 2018-2019, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.

Separate meetings of the Independent Directors

During the year under review, the Independent Directors met on 30.05.2019 inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

Familiarisation programmes to Independent directors

Brief details of the familiarisation programme is available on the website of the Company:
<http://adroitinfotech.com/policies.html>

Committees of the Board

The Board Committees focus on specific areas and make informed decisions within the authority delegated. Each such Committee is guided by its Charter, which defines the composition, scope and powers. The Committees also make specific recommendations to the Board on various matters whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval.

The Company has Three Board-level Committees, namely:

1. Audit Committee
2. Nomination & Remuneration Committee/Compensation Committee
3. Stakeholders Relationship Committee

Audit Committee

The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audits of the Company's financial statements in accordance with generally accepted auditing practices and for issuing reports based on such audits. The Board of Directors has constituted and entrusted the Audit Committee with the responsibility to supervise these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting. The constitution of the Audit Committee also meets with the requirements of Section 177 of the Companies Act, 2013 and SEBI Listing Regulations.

The primary responsibilities of the Audit Committee are to:

1. Supervise the financial reporting process;
2. Review the quarterly and annual financial results before placing them to the Board along with related disclosures and filing requirements;
3. Review the adequacy of internal controls in the Company, including the plan, scope and performance of the internal audit function and remuneration of the Chief Internal Auditor;
4. Discuss with management, the Company's major policies with respect to risk assessment and risk management;
5. Hold discussions with statutory auditors on the nature and scope of audits and any views that they have about the financial control and reporting processes;
6. Ensure compliance with accounting standards and with listing requirements with respect to the financial statements;
7. PATLOLA VENKATA LAKSHMA REDDY Recommend the appointment and removal of statutory auditors and their fees;
8. Ensure that adequate safeguards have been taken for legal compliance for the Company;
9. Review related party transactions.

The Audit Committee comprises of Director and Independent Directors. All members of the Audit Committee are financially literate and bring in expertise in the fields of finance, economics, strategy and management.

During the financial year 2018-2019, the Audit Committee met four times viz., on 30.05.2018, 14.08.2018, 14.11.2018, 14.02.2019, The below table gives the composition and attendance record of the Audit Committee.

S. No.	Name	Category and Designation	Number of meetings during the financial year	
			Held	Attended
1	N Sunder Raj	Chairman	4	4
2	P Venkata Lakshma Reddy	Member	4	4
3	S Sudhakaran Reddy	Member	4	4

The Audit Committee invites such of the executives, as it considers appropriate, Statutory Auditors and Internal Auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee. The Audit Committee also meets the Statutory Auditors and Internal Auditors separately, without the presence of management representative.

Nomination & Remuneration Committee:

The Board has constituted Nomination & Remuneration Committee consisting of three Independent Directors. The terms of reference of the Committee cover evaluation of compensation and benefits for Executive Director(s), Non-Executive Director(s), Key Managerial Personnel, framing of policies and systems of the Employee Stock Option Scheme and looking after the issues relating to major HR policies.

During the financial year 2018-2019, the Committee met four times viz., 11.04.2018, 31.08.2018, 14.11.2018 and 14.02.2019 The below table gives the composition and attendance record of the Nomination & Remuneration Committee.

S. No.	Name	Category and Designation	Number of meetings during the financial year	
			Held	Attended
1	N Sunder Raj	Chairman	4	4
2	K Sunitha	Member	4	4
3	P Venkata Lakshma Reddy	Member	4	4

Remuneration policy:

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CFO & Managing Director and their remuneration.

This Policy is accordingly derived from the said Charter.

1. Criteria of Selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the criteria of independence of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

- c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:
 - a) Qualification, expertise and experience of the Directors in their respective fields;
 - b) Personal, Professional or business standing;
 - c) Diversity of the Board.
- e. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non-Executive Directors shall not be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

3. Criteria for selection/appointment of CEO, CFO & Managing Director

For the purpose of selection of the CEO/CFO & Managing Director, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013, or other applicable laws.

4. Remuneration for the CEO, CFO & Managing Director

- i. At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director, within the overall limits prescribed under the Companies Act, 2013;
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting;
- iii. The remuneration of the CEO & Managing Director is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retrial benefits. The variable component comprises performance bonus; as mutually agreed.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:
 - a) The relationship of remuneration and performance benchmarks is clear;
 - b) The balance between fixed and variable pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - c) The responsibility required to be shouldered by the CEO & Managing Director, the industry benchmarks and the current trends;
 - d) The Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs / KPIs.

5. Remuneration Policy for the Senior Management Employees

In determining the remuneration of the Senior Management Employees (i.e. KMP and Executive Committee Members) the N&R Committee shall ensure / consider the following:

- i. the relationship of remuneration and performance benchmark is clear;
- ii. the balance between fixed and variable pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals; as mutually agreed.
- iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market. as mutually agreed.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned hereinabove, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

Directors Remuneration

The remuneration paid/payable to the Executive Directors is given below:

a) Executive Director: -

S. No.	Particulars	Mr. S Sudhakiran Reddy
1	Salary (p.a)	36.00 (p.a.)
2	Contribution to Provident & other funds (p.a)	Nil
3	Rent Free Accommodation / Perks (p.a)	Nil
4	TOTAL	

Stock Option (nos.): NIL Notice period: NIL

b) Non-Executive Directors: -

The Sitting fee and commission payable to the Non-Executive Directors during the year under review is in conformity with the applicable provisions of the Companies Act, 2013, and duly considered and approved by the Board and the shareholders.

The details of sitting fee paid to the Non-Executive Directors (Independent) during the financial year 2018-2019 and, proposed commission, stock options granted, accepted & outstanding are as follows:

Name	Sitting fee	Commission	Stock options *
	(Rs.)	(Rs.)	(Non.)
N Sunder Raj	Nil	Nil	Nil
K Sunitha	Nil	Nil	Nil
P Venkata Lakshma Reddy	4,000/-	Nil	Nil
S Sudhakiran Reddy	4,000/-	Nil	Nil
T Seetha Rama Rao	4,000/-	Nil	Nil

Other than above, there is no pecuniary or business relationship between the Non-Executive directors and the company. A declaration to this effect is also submitted by all the Directors at the beginning of each financial year.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee is empowered to perform the functions of the Board relating to handling of stakeholders' queries and grievances. It primarily focuses on:

1. consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;
2. Evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
3. Provide guidance and make recommendations to improve investor service levels for the investors.

During the financial year 2018-2019, The Committee met three times vs. 11.04.2018, 14.11.2018 and 14.02.2019 The below table gives the composition and attendance record of the Stakeholders Relationship Committee.

S. No.	Name	Position	Number of meetings during the financial year	
			Held	Attended
1	N Sunder Raj	Chairman	3	3
2	S Sudhakiran Reddy	Member	3	3
3	P Venkata Lakshma Reddy	Member	3	3

The Company Secretary of the Company Act as the secretary of the Committee and also designated as Compliance Officer.

In order to expedite the process of transfers of shares, transmission of shares etc. the Board has delegated the powers to certain officers of the Company.

An analysis of the investor complaints received and redressed during the financial year 2018-19 is given below:

Sl. No.	Nature of Complaint	Received	Disposed	Pending	Not resolved to the satisfaction of shareholders
1	Non receipt of dividend warrants	—	—	—	—
2	Non receipt of Annual Report	—	—	—	—
3	Non-receipt of stock split shares	--	--	--	--

Name, designation and address of Compliance Officer:

Shradha Somani
Company Secretary & Compliance Officer
Plot No. 7A, MLA Colony, Road No. 12
Banjara Hills -500034, Hyderabad, Telangana
Telephone No: 040-23552283/84/85
E-mail:cs@adroitinfotech.com

General Body Meetings
(A) Annual General Meeting:

Year(s)	Date of AGM	Time	Venue
2018-2019	30.09.2019	9.00 am	at # 8-2-696 & 697/CT/A, CT/B, CT/D, & CT/E, Road No. 12, Banjara Hills, Hyderabad - 500034 Telangana
2017-2018	29.09.2018	9.00 am	Plot No 66A, Road No 1, Jubilee Hills, Hyderabad -500033
2016-2017	30.08.2017	9.00 am	ICWAI Bhavan, Beside Dena Bank, Sanath Nagar, Hyderabad, Telangana 500018

(B) Extraordinary General Meeting:

During the year, company has not held any Extraordinary General Meeting.

Postal Ballot:

Postal ballot was carried on 04 June 2018 during the year.

Disclosures

- (a) Disclosures on materially significant related party transactions, which may have potential conflict with the interest of the Company at large:

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. However, the other related party transactions forms part of the financial statements. The related party transactions policy is available on the website of the Company i.e. <http://adroitinfotech.com/policies.html>

- (b) There were no non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years

- (c) Whistle blower policy:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee. The Vigil Mechanism Policy is available on the website of the Company i.e. <http://adroitinfotech.com/policies.html>

- (d) The Company has complied with all mandatory requirements of SEBI Listing Regulations.

- (e) Subsidiary Companies:

The other subsidiary is located in Middle East:
Sphere Global Services FZ LLC
Adroit Infotech DMCC

(f) Disclosure of commodity price risks and commodity hedging activities: Not Applicable.

The Company is preparing its financial statements in line with the accounting standards issued by the Institute of Chartered Accountants of India and the company has not raised any fresh funds from the public or through Right or Preferential Issue.

Details of compliance with mandatory requirements

The Company has complied with all mandatory requirements specified in regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of regulation 46 of SEBI Listing Regulations.

Non-Mandatory Requirements

Audit qualification

The Company is in the regime of unqualified financial statements.

Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee.

CEO and CFO Certification:

The Chief Executive Officer and the Chief Financial Officer of the Company give certification on financial reporting and internal controls for the financial year 2018-2019 to the Board of Directors at their meeting held on 31.08.2018, as required under regulation 17(8) of SEBI Listing Regulations.

Means of Communication

(a) Publication of results

The quarterly, half-yearly & nine months un-audited financial results and annual audited results of the Company were generally published in Business Standard, national level English newspaper(s) as well as Vishal Andhra, regional language newspaper circulating in the state of Telangana.

(b) Website and News Release

The quarterly, half-yearly & nine months un-audited financial results and annual audited results of the company are available on the website of the Company i.e. "<http://adroitinfotech.com/financial-reports.html>". Official news releases, detailed presentations made to media, analysts, institutional investors, etc are available on the website of the Company i.e. www.adroitinfotech.com Official media releases are sent to BSE Limited and National Stock Exchange of India Limited. Your Company also make timely disclosure of necessary information to BSE Limited and National Stock Exchange of India Limited in terms of the SEBI Listing Regulation and other rules and regulation issued by the Securities and Exchange Board of India.

Further following information is available on the website of the Company i.e. www.adroitinfotech.com:

- Details of business of the Company;
- Terms and conditions of appointment of Independent Directors;
- Composition of various Committees of Board of Directors;
- Code of Conduct for Board of Directors and Senior Management Personnel;
- Details of establishment of vigil mechanism/ Whistle Blower policy;
- Criteria of making payments to Non-Executive Directors;
- Policy on dealing with Related Party Transactions;
- Policy for determining 'material' subsidiaries;
- Details of familiarization programmes imparted to Independent Directors;
- Policy for determination of materiality of events.

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

E-voting

Pursuant to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, company is providing e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at the General Meetings.

Additional Shareholders' Information about Annual General Meeting:

Date: 30.09.2019

Time: 9.00 AM

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

Financial Calendar**Financial Year - 1st April to 31st March**

Tentative calendar for declaration of financial results in financial year 2018-19	
Results for the quarter ended June 30, 2019	on or before August 14, 2019 or September 14, 2019*
Results for the quarter ended September 30, 2019	on or before November 14, 2019 or December 14, 2019*
Results for the quarter ended December 31, 2019	on or before February 14, 2020
Results for the year ended March 31, 2020	on or before May 30, 2020

***Extension granted by SEBI, to ensure that accounts are IND AS compliance**

Book Closure dates: The dates for book closure are from September 24th, 2019 to September 30, 2018 (both days inclusive).

Dividend / Unclaimed dividend

Your Directors have not recommended any dividend.

Unclaimed Shares

The Company is in the process of sending reminders to the shareholders whose shares were lying with the Company unclaimed/undelivered. These will be transferred to the Demat Suspense Account /unclaimed suspense account as required in accordance with the procedural requirements of the SEBI Listing Regulations.

Code of Conduct for prohibition of Insider trading

Your company had adopted a Code of conduct as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. All Directors, Senior Management Personnel, person forming part of Promoter(s)/Promoter(s) Group(s) and such other Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by this Code. During the year under review, the Company had made due compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The code of conduct is available on the website of the Company i.e. www.adroitinfotech.in Company Secretary of the Company was appointed as the Compliance Officer by the Board to ensure compliance and effective implementation of the Insider Trading Code.

Listing on Stock Exchanges

The Company's shares are listed on BSE Limited (BSE), Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 and The National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

The listing fee for the financial year 2019-2020 has not been paid to all the above stock exchanges.
Stock Code:

a) Trading scrip code on BSE : 532172, b) Trading scrip code on NSE: ADROITINFO

Market Price Data

The Monthly high and low prices of your company's share at BSE and NSE for the year ended March 31, 2019 are as under

Month	NSE		BSE	
	High	Low	High	Low
Apr-18	34.05	30.80	35.50	30.00
May-18	31.05	27.20	34.00	24.25
Jun-18	30.40	23.75	35.50	22.35
Jul-18	36.00	24.90	37.70	23.10
Aug-18	30.85	24.00	31.85	23.55
Sep-18	31.50	24.05	32.75	24.30
Oct-18	24.75	19.80	27.75	19.90
Nov-18	20.30	18.65	22.00	17.65
Dec-18	20.25	17.15	20.70	17.20
Jan-19	20.20	16.90	19.85	17.60
Feb-19	17.20	15.00	18.90	17.10
Mar-19	20.30	16.70	22.70	16.50

Share Transfer System

All queries and requests relating to share transfers/transmissions may be addressed to our Registrar and Transfer Agent:

Venture Capital and Corporate Investments Pvt. Ltd.

12-10-167, Bharat Nagar

Hyderabad, 500018,

Contact Person: Mr. Prasad

Phone : +91 040-23818475/23818476/23868023

Fax : +91 040-23868024

E mail: info@vccilindia.com

99.25% of the shares of the company are in Demat form. Transfer of these shares are done through the depositories. As regards transfer of shares held in physical form the transfer documents can be lodged with M/s. Venture Capital and Corporate Investments Pvt. Ltd. Share transfers, if documents are found to be in order, are registered and returned within stipulated time from the date of receipt of the documents.

Dematerialization of Shares and liquidity

99.25% of the total shares have been dematerialized upto March 31, 2019. Dematerialization of shares is done through M/s. Venture Capital and Corporate Investments Pvt. Ltd. and on an average the dematerialization process is completed within 7 days from the date of receipt of a valid dematerialization request along with the relevant documents.

Particulars	Number of Shares as on March 31, 2019	% of Total Issued Cap.
CDSL	1,37,11,813	75.06
NSDL	44,18,802	24.19
Physical Shares	1,36,757	0.75
Total	1,82,67,372	100.00

Secretarial Audit

The Company has undertaken secretarial audit for the financial year 2018-2019 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the rules made under the Act, SEBI Listing Regulations and applicable regulations prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999 and Secretarial Standard issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of the Annual Report.

As stipulated by Securities and Exchange Board of India, a Qualified Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The Audit confirms that the total Listed and Paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form and in physical form.

Distribution Schedule as on March 31, 2019:

ADROIT INFOTECH LIMITED Distribution Details On Shares FOR THE PERIOD 31-3-2019 INE737B01033

shares	Holders		Shares	
	Number	% To Total	Of Shares	% To Total
Upto - 500	8857	89.52	7,32,913	4.01
501 - 1000	388	3.92	3,15,917	1.73
1001 - 2000	250	2.53	3,99,772	2.19
2001 - 3000	89	0.90	2,29,748	1.26
3001 - 4000	54	0.55	1,93,771	1.06
4001 - 5000	42	0.42	2,00,822	1.10
5001 - 10000	83	0.84	5,99,962	3.28
10001 and above	131	1.32	1,55,94,467	85.37
Total	9894	100	1,82,67,372	100

Distribution of Shareholding on the basis of ownership as on March 31, 2019

Sl. No	Description	No. of shares	% of total capital
1	Company Promoter / Promoter group	97,07,404	53.14
2	Foreign Institutional Investors	-	-
3	Banks / Mutual Funds / NBFC	-	-
4	Bodies Corporates and Any others	13,84,118	7.58
5	Individuals / HUF	68,98,301	37.76
6	Non Resident Indians	37,278	0.20
7	Foreign Bodies Corporate	-	-
8	Clearing Members and Trusts	2,40,271	1.31
	Total	1,82,67,372	100

Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants / any convertible instruments.

Plant Locations:

The Company does not have any plant locations; however the Company has its IT centre at Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad -500034, Telangana, India.

Investor Correspondence
For queries relating to shares:

Venture Capital and Corporate Investments Pvt. Ltd.
12-10-167, Bharat Nagar
Hyderabad, 500018,
Phone : +91 040-23818475/23818476/23868023
Fax : +91 040-23868024
E mail: info@vccilindia.com

For queries relating to Financial Statements and other contents of Annual Report:

Adroit Infotech Limited
Company Secretary & Compliance Officer
Plot No. 7A, MLA Colony, Road No. 12
Banjara Hills, Hyderabad -500034
Tel: +91-40-2355 2284/85/86
Fax: +91-40-2355 2283
E mail: cs@adroitinfotech.com

**Certificate of Compliance from Auditors as stipulated under SEBI (LODR) Regulations, 2015
Certificate**

**To
The Members of Adroit Infotech Limited
Hyderabad**

We have examined the compliance of conditions of corporate governance by Sphere Global Services Limited ("the Company") for the year ended on March 31, 2019, as stipulated in Clause 49 of Listing Agreement with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implantation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company as complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For Niranjan & Narayan
Chartered Accountants
(Firm Registration No: 005899S)

Sd/-
CA. P Venumadhava Rao
Partner
Membership No. 202785
UDIN:

Date:- 31.08.2019
Place: Hyderabad

Declaration

As provided under regulation 26(3) of the SEBI (LODR) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for Board of Directors and Senior Management for the year ended March 31, 2019.

For **Adroit Infotech Limited**

Sd/-
Sudhakaran Reddy Sunkerneni
Managing Director
DIN: 01436242

Place: Hyderabad
Date: 31.08.2019

Management Discussion & Analysis

Overview of the Economy

1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

Software and computing technology are transforming businesses in every industry around the world in a very profound and fundamental way. The continued reduction in the unit cost of hardware, the explosion of network bandwidth, advanced software technologies and technology-enabled services are fuelling the rapid digitization of business processes and information. Over the past two decades, with the emergence of the internet and inexpensive connectivity, the global delivery model of service delivery has risen to become the preferred model in sourcing of IT services, business process services and research and development services.

The rapid pace at which technology is changing and the need for highly-skilled professionals in both the renewed and new technology areas are driving businesses to rely on third parties to realize their IT transformation. Several technology solution and service providers have emerged over the years, offering different models for clients to consume their solution and service offerings:

Global Delivery Model

Our Global Delivery Model is based on a scalable infrastructure that results in multiple efficiencies for our clients. We divide projects into components that we execute simultaneously at client sites and at our Development Centres in India and around the world.

2. Opportunities and threats

Our strengths

We believe our strengths give us the competitive advantage to position ourselves as the leading global solutions and services company.

We develop and integrate innovative solutions that enable our clients to leverage IT to achieve their business objectives at competitive costs. We use our quality processes and global talent pool to deliver “time to development” advantages, cost savings and productivity improvements.

Consulting and domain expertise: Our specific industry, domain, process, and technology expertise allows us to enable clients to transform their businesses with innovative strategies and solutions. Our expertise helps our clients enhance their performance, gain process and IT efficiencies, increase agility and flexibility, reduce costs, and achieve measurable business value.

Breadth of offerings: Our suite of comprehensive end-to-end business solutions includes business and technology consulting, enterprise solutions, systems integration, custom application development, application maintenance and production support, infrastructure management, cloud ecosystem integration, product engineering and lifecycle solutions, business process management, software products, and business platforms and solutions.

Deep client relationships and brand? We have long-standing relationships with large corporations and other organizations. Our track record in delivering high-quality solutions across the entire software lifecycle and our strong domain expertise help us solidify these relationships and gain increased business from existing clients. This history of client retention allows us to showcase and strengthen our brand.

Our strategy

Our strategic objective is to build a sustainable organization that remains relevant to the agenda of our clients, while generating profitable growth for our investors. In order to do this, we will apply the priorities of 'renew' and 'new' to our own business and cascade it to everything we do.

These translate to the following strategic focus areas:

Build expansive, lasting relationships with our clients by delivering differentiated market offerings: Our strategy is to engage with clients on their large transformative programs, both in traditional IT areas as well as for their new digital business initiatives. We expand existing client relationships by providing them with a broad set of end-to-end service offerings and increase the size, nature and number of projects we do with them. Our specific industry, domain, process, and technology expertise allows us to enable clients transform their businesses with innovative strategies and solutions. We offer an end-to-end suite of high-quality, highly responsive and innovation-led services spanning business consulting, IT services, software platform-based services and business process management. This enables us to partner with our clients on large, multi-year engagements.

Our Global Delivery Model provides scale, quality, expertise and cost and time-to-market advantages to our client projects. The model enables us to perform work at the location where the best talent is available and where it makes the best economic sense with the least amount of acceptable risk. Over the last 30 years, we have developed our distributed execution capabilities to deliver high-quality and scalable services. This scalable infrastructure complements our ability to deliver project components that are executed round the clock and across time zones enabling us to reduce project delivery times.

Enhance our operational processes for agility and optimal cost?: We periodically assess the effectiveness of our organization structure and processes to optimize it for alignment with our strategic objectives and agility. Attract and retain a global, diverse, motivated and high-performing employee base?-Our employees are our biggest assets.

We will deploy our capital in making selective business acquisitions that augment our expertise, complement our presence in certain market segments and accelerate the execution of our strategies.

Our competition

We experience intense competition in traditional services and see a rapidly-changing marketplace with new competitors arising in new technologies who are focused on agility, flexibility and innovation.

We typically compete with other technology services providers in response to requests for proposals. Clients often cite our industry expertise, comprehensive end-to-end solutions, ability to scale, superior quality and process execution, Global Delivery Model, experienced management team, talented professionals and track record as reasons for awarding us contracts.

3. OUTLOOK, RISKS AND CONCERNS.

OUTLOOK:

In order to meet the changing market realities, your Company has been following the philosophy of providing the highest quality products and services at the lowest possible prices

All endeavours are made to achieve possible cost reduction in every area of operations. Your Company's philosophy to provide high class quality products i.e. full value for money, to consumers would greatly benefit in the long run. In the otherwise increasing cost arena, every expense, whether capital or revenue is minutely reviewed to achieve all possible savings.

RISKS AND CONCERNS:

Risk Management at "Adroit Infotech" is an enterprise wide function that aims at assessing threats to business sustainability and mitigating those threats. The function is backed by a qualified team of specialists with deep industry experience who develop frameworks and methodologies for assessing and mitigating risks.

4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal control to ensure all the assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, regarded and reported correctly.

The Company's Internal Audit Department is regularly carrying out the Audit in all areas. Additionally the Audit committee is reviewing all Audit Reports with significant control, all issues raised by internal and external auditing regularly, reports on the business development, all the past and the future plans are given to the Board of Directors, Internal Auditor's reports are regularly circulated to all the senior management to comply with the findings.

Normal forcible risks of the Company's Assets are adequately covered by comprehensive insurances.

5. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE – STANDALONE & CONSOLIDATED.

During the year under review, your company has earned revenue of Rs 1,459.29 Lakhs and profit/ (Loss) of Rs. (128.34) Lakhs and consolidated revenue of Rs. 1,589.29 Lakhs and profit/ (Loss) of Rs. (102.84) Lakhs.

6. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES.

Human capital is broadly people's competencies, capabilities and experience, being continuously innovative and contribute to the organizations shared goals and values.

During the year under review, the Company has undertaken extensive steps in optimizing the manpower at the Plant, corporate office and Field locations. Employee/employer relations were cordial throughout the year. Measures for safety of the employees, training and development continued to receive top priorities.

CAUTIONARY STATEMENT

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections and so on whether express or implied. Several factors could make significant difference to the Company's operations. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities and so on over which the Company does not have any direct control.

Independent Auditor's Report

To
The Members of M/s **ADROIT INFOTECH LIMITED**
Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of M/s Adroit Infotech Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter
1.	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>Refer to Notes to the Standalone Financial Statements</p>

	Auditor's Response
1.	<p>Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :</p> <ul style="list-style-type: none"> ● Evaluated the design of internal controls relating to implementation of the new revenue accounting standard ● Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. ● Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. ● Selected a sample of continuing and new contracts and performed the following procedures : <ul style="list-style-type: none"> - Read, analysed and identified the distinct performance obligations in these contracts. - Compared these performance obligations with that identified and recorded by the Company. - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. - Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. - In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems. - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. - Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. - We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures

to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit we report that :

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the order.

For Niranjana & Narayana
Chartered Accountants
Firm Registration No.005899S

Sd/-
CA P Venumadhava Rao
Partner
Membership No. 202785

Place: Hyderabad
Date : 30.05.2019

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of M/s Adroit Infotech Limited of even date

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s. Adroit Infotech Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Niranjana & Narayan
Chartered Accountants
Firm Registration No.005899S

Sd/-
P Venumadhava Rao
Partner
Membership No. 202785

Place: Hyderabad
Date : 30.05.2019

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of M/s. Adroit Infotech Limited of even date)

I. In respect of the Company's fixed assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.

II. The Company is in the business of providing software services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

III. According to the information and explanations given to us, the Company has granted unsecured loans to anyone bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which :

- a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
- b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations
- c) There is no overdue amount remaining outstanding as at the year-end.

IV. In our opinion and according to the information and explanations given to us, the Company has not made any transaction in nature of loans, investments, guarantees, and security, where provisions of Sections 185 and 186 of the Companies Act 2013 are applicable, this, paragraph 3(iv) of the Order is not applicable to the Company.

V. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

VI. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Thus reporting under clause 3(vi) of the order is not applicable to the Company.

VII. According to the information and explanations given to us, in respect of statutory dues :

- a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- c) As per the information given by the company, generally there are no material dues of duty of customs, income tax, sales tax, duty of excise, service tax which have not been deposited with the appropriate authorities on account of any dispute as on March 31, 2019.

- VIII. In our opinion and according to information and explanation given to us, the company has not defaulted in payment of dues to Banks, Financials Institutions as on date of Balance Sheet.
- IX. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- X. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- XI. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- XII. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- XIII. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- XIV. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- XV. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- XVI. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Hyderabad
Date : 30.05.2019

For Niranjana & Narayan
Chartered Accountants
Firm Registration No.005899S

Sd/-
P Venumadhava Rao
Partner
Membership No. 202785

ADROIT INFOTECH LIMITED			
Plot No. 7A, MLA Colony , Road No: 12,Banjara Hills , Hyderabad - 500034			
Standalone Balance Sheet as at 31st March, 2019			
Particulars	Notes	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2	91,56,982	1,37,95,305
(d) Goodwill	2	2,90,00,000	2,90,00,000
(e) Other Intangible assets	2	8,41,80,151	4,63,702
(f) Financial Assets		-	-
(i) Investments	3	8,00,000	2,00,000
(g) Deferred tax assets (net)	4a	31,04,440	25,28,597
(h) Other non-current assets	5	40,27,980	44,36,930
(2) Current assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Trade receivables	6	13,77,15,452	15,88,94,979
(ii) Cash and cash equivalents	7	13,693	97,446
(iii) Bank balances other than (iii) above	8	2,59,032	8,04,623
(iv) Loans	9	12,54,892	19,58,819
(c) Current Tax Assets (Net)	10	2,08,21,492	2,01,32,176
(d) Other current assets	11	5,27,70,598	9,80,44,688
Total Assets		34,31,04,712	33,03,57,265
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	12	18,26,73,720	18,26,73,720
(b) Other Equity	13	2,36,37,005	3,64,71,966
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities		-	-
(b) Provisions	14	12,74,921	12,74,921
(c) Deferred tax liabilities (Net)	4b	5,20,029	5,61,259
(d) Other non-current liabilities	15	-	7,50,000
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	48,09,576	63,03,870
(ii) Trade payables	17	1,41,23,014	79,43,872
(iii) Other financial liabilities (other than those specified in item (c))	18	3,25,11,035	2,42,32,511
(b) Other current liabilities	19	6,45,52,863	5,33,18,509
(c) Provisions	20	1,16,63,179	85,04,856
(d) Current Tax Liabilities (Net)	21	73,39,370	83,21,781
Total Equity and Liabilities		34,31,04,712	33,03,57,265
Corporate Information and Significant Accounting Policies	1		
The Notes referred to above, forms an integral part of these financial statements			

For Niranjana & Narayan
Chartered Accounts
(Firm Registration Number : 005899S)

Sd/-
P Venumadhava Rao
Partner
Membership Number : 202785

Place : Hyderabad
Date : 30.05.2019

Sd/-
S. Sudha Kiran Reddy
Managing Director
DIN : 01436242

Sd/-
N. Venkateswara Rao
Chief Financial Officer

Sd/-
P Venkata Lakshma Reddy
Director
DIN : 01108707

Sd/-
Shradha Somani
Company Secretary &
Compliance Officer

ADROIT INFOTECH LIMITED				
Plot No. 7A, MLA Colony , Road No: 12,Banjara Hills , Hyderabad - 500034				
Statement of Profit and Loss for the year ended 31st March, 2019				
Sr. No	Particulars	Notes	Year ended 31-03-2019	Year ended 31-03-2018
			Rupees	Rupees
I	Revenue from operations	22	14,41,19,285	22,54,97,857
II	Other Income	23	18,09,928	9,93,633
III	III. Total Revenue (I +II)		14,59,29,214	22,64,91,490
IV	Expenses:			
	Cost of Services and Licenses	24	1,49,84,404	2,26,94,737
	Employee Benefit Expense	25	9,24,54,287	10,90,40,193
	Finance Costs	26	17,71,274	18,50,268
	Depreciation and Amortization Expense	2	54,48,284	42,21,146
	Other Administrative Expenses	27	4,47,22,996	6,32,95,141
	Total Expenses (IV)		15,93,81,245	20,11,01,486
V	Profit/(loss) before exceptional items and tax (III- IV)		-1,34,52,032	2,53,90,004
VI	Exceptional Items	28	-	-
VII	Profit before tax (V - VI)		-1,34,52,032	2,53,90,004
VIII	Tax expense:			
	(1) Current tax		-	67,12,168
	(2) Deferred tax		-6,17,073	-2,09,090
	(3) MAT tax (Credit)		-	-9,82,411
IX	Profit(Loss) from the perid from continuing operations (VII-VIII)		-1,28,34,959	1,98,69,337
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X- XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		-1,28,34,959	1,98,69,337
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		-1,28,34,959	1,98,69,337
XVI	Earning per equity share:			
	(1) Basic		- 0.70	1.09
	(2) Diluted		- 0.70	1.09
The Notes referred to above, forms an integral part of these financial statements				
For Niranjan & Narayan Chartered Accounts (Firm Registration Number : 005899S)		Sd/- S. Sudha Kiran Reddy Managing Director DIN : 01436242	Sd/- P Venkata Lakshma Reddy Director DIN : 01108707	
Sd/- P Venumadhava Rao Partner Membership Number : 202785		Sd/- N. Venkateswara Rao Chief Financial Officer	Sd/- Shradha Somani Company Secretary & Compliance Officer	
Place : Hyderabad Date : 30.05.2019				

ADROIT INFOTECH LIMITED			
Plot No. 7A, MLA Colony , Road No: 12,Banjara Hills , Hyderabad - 500034			
Standalone cash flow statement for the year ended 31st March, 2019			
	PARTICULARS	Year ended	Year ended
		31st March,2019	31st March,2018
		Rupees	Rupees
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net profit /Loss before tax and extra-ordinary items	(1,34,52,032)	2,53,90,004
	Adjustments For :		
	Depreciation	54,48,284	42,21,146
	Interest - Income	18,09,928	9,93,633
	Operating Profit /Loss Before working Capital Charges	(61,93,820)	3,06,04,783
	Adjustments For :		
	increase/ (Decrease) in Short Tem Borrowings	(14,94,295)	63,03,870
	increase/(Decrease) in Trade payables	61,79,141	54,62,123
	increase/ (Decrease) in Other Current Liabilities	1,95,12,880	7,05,22,598
	increase/ (Decrease) in Current Tax Liabilities	(9,82,411)	1818703
	increase/ (Decrease) in Non-Current Liabilities	(7,50,000)	
	Increase/ (Decrease) in Long Term Provisions	(0)	1274921
	increase/ (Decrease) in Short Tem Provisions	3158323	7843484
	increase/ Decrease in Trade receivables	2,11,79,527	(5,24,36,482)
	increase/ Decrease in Inventories	-	-
	increase/ Decrease in Other Non-Current Assets	4,08,950	(20,05,750)
	increase/ Decrease in Short Term Loans and advances	7,03,927	(3,78,406)
	increase/ Decrease in Current Tax Assets	(6,89,316)	(1,89,14,903)
	increase/ Decrease in Other Current Assets	4,52,74,090	(7,18,83,766)
	Cash Generated from operations	8,63,06,998	(2,17,88,826)
	Interest Paid	-	-
	Direct Taxes	-	-
	Cash Flow before Extra-ordinary Items	8,63,06,998	(2,17,88,826)
	Extra-ordinary / Prior period Items	-	-
	Prior Period Expenses	-	-
	Net Cash Flow from operating Activities	8,63,06,998	(2,17,88,826)
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Purchase of Fixed Assets	(8,45,26,413)	(1,81,50,199)
	Decrease/ (Increase) in Investment	(6,00,000)	10,00,000
	Interest Received	(18,09,928)	(9,93,633)
	Net Cash Flow From Investing Activities	(8,69,36,341)	(1,81,43,832)
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	Proceeds from Issue of share capital (net of Share Issue Expenses)	-	19,85,000
	Decrease/ (Increase) in Deferred tax	-	(6,41,598)
	Increase/(Decrease) in Reserves	-	(1,62,20,472)
	Dividend	-	(1,05,97,755)
	Net Cash Flows from Financing Activities	-	(2,54,74,825)
	Net Increase / Decrease in Cash + Cash equivalents	(6,29,344)	(6,54,07,483)
	Opening Balance	9,02,069	6,63,09,552
	Closing Balance	2,72,726	9,02,069
For Niranjana & Narayan Chartered Accounts (Firm Registration Number : 0058995)		Sd/- S. Sudha Kiran Reddy Managing Director DIN : 01436242	Sd/- P Venkata Lakshma Reddy Director DIN : 01108707
Sd/- P Venumadhava Rao Partner Membership Number : 202785		Sd/- N. Venkateswara Rao Chief Financial Officer	Sd/- Shradha Somani Company Secretary & Compliance Officer
Place : Hyderabad Date : 30.05.2019			

NOTE NO:2-Adroit Infotech Ltd - 2018-2019

S.No	Description	Useful Life of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
			Value At The Beginning	Addition During The Year	Adjustments During The Year	Value At The End	Value At The Beginning	Addition During The Year	Adjustments During The Year	Value At The End	Value As On 31-03-2019	Value As On 31-03-2018
	TANGIBLE ASSETS											
1	Computers	3 yrs	1,98,89,500	2,18,305	2,21,051	1,98,86,754	1,89,58,339	7,04,513	2,21,051	1,94,41,801	4,44,953	9,31,161
2	Servers & Networks	6 yrs	18,20,412	-	-	18,20,412	11,54,228	2,61,810	-	14,16,038	4,04,374	6,66,184
3	Furniture & Fixtures	10 yrs	38,60,385	20,800	-	38,81,185	17,00,038	5,65,760	-	22,65,799	16,15,386	21,60,347
4	Electrical Equipment	10 yrs	8,92,258	-	1,59,784	7,32,474	2,37,460	1,69,527	1,59,784	2,47,203	4,85,271	6,54,798
5	Office Equipment	5 yrs	31,37,152	2,54,001	76,302	33,14,851	12,38,935	9,40,138	76,302	21,02,771	12,12,080	18,98,217
6	Motor Vehicles	8 yrs	88,46,900	-	-	88,46,900	19,50,410	21,53,774	-	41,04,184	47,42,716	68,96,490
7	Genset	15 yrs	3,37,417	12,969	-	3,50,386	2,83,528	11,458	-	2,94,986	55,400	53,889
8	Building (Temp Structure)	3 yrs	8,51,527	-	-	8,51,527	3,17,308	3,37,413	-	6,54,721	1,96,806	5,34,219
	TOTAL		3,96,35,551	5,06,075	4,57,137	3,96,84,489	2,58,40,246	51,44,394	4,57,137	3,05,27,503	91,56,982	1,37,95,305
II	INTANGIBLE ASSETS											
1	Computer/HR Soft	3 yrs	23,07,862	20,339	5,72,208	17,55,993	18,44,160	3,03,890	5,72,208	15,75,842	1,80,151	4,63,702
2	Goodwill		2,90,00,000	-	-	2,90,00,000	-	-	-	-	2,90,00,000	2,90,00,000
3	Other Intangible Assets			8,40,00,000	-	8,40,00,000			-	-	8,40,00,000	-
	TOTAL		3,13,07,862	8,40,20,339	5,72,208	11,47,55,993	18,44,160	3,03,890	5,72,208	15,75,842	11,31,80,151	2,94,63,702
	Grand Total		7,09,43,413	8,45,26,414	10,29,345	15,44,40,482	2,76,84,406	54,48,284	10,29,345	3,21,03,345	12,23,37,137	4,32,59,007

NOTE NO:2-Adroit Infotech Ltd - 2018-2019

S.N	Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Value At The Beginning	Addition During The	Deletion During The	Value At The End	Value At The Beginning	Addition During The	Deletion During The	Value At The End	Value As On 31-03-2019	Value As On 31-03-2018
1	TANGIBLE ASSETS										
	Computers	3 yrs	1,19,99,666	13,15,765	65,74,069	1,98,89,500	1,19,55,613	8,78,544	61,24,181	1,89,58,338	9,31,162
	Servers & Networks	6 yrs	-	-	18,20,412	18,20,412	-	4,31,319	7,22,909	11,54,228	6,66,184
	Furniture & Fixtures	10 yrs	5,17,799	17,88,963	15,53,623	38,60,385	2,87,020	2,48,886	11,64,133	17,00,038	21,60,347
	Electrical Equipment	10 yrs	56,720	6,75,754	1,59,784	8,92,258	33,160	44,516	1,59,784	2,37,460	6,54,798
	Office Equipment	5 yrs	2,41,750	22,71,091	6,24,311	31,37,152	2,10,188	6,29,277	3,99,471	12,38,936	18,98,216
	Motor Vehicles	8 yrs	-	50,74,854	37,72,046	88,46,900	-	12,88,166	6,62,244	19,50,410	68,96,490
	Genset	15 yrs	-	-	3,37,417	3,37,417	-	11,910	2,71,618	2,83,528	53,889
	Building (Temp Structure)	3 yrs	2,02,259	6,49,268	-	8,51,527	2,02,259	1,15,049	-	3,17,308	5,34,219
	TOTALS		1,30,18,194	1,17,75,695	1,48,41,662	3,96,35,551	1,26,88,239	36,47,666	95,04,340	2,58,40,246	1,37,95,305
II	INTANGIBLE ASSETS										
	Computer/HR Software	3 yrs	11,301	4,87,095	18,09,466	23,07,862	11,301	5,73,480	12,59,379	18,44,160	4,63,702
	Goodwill		2,90,00,000	-	-	2,90,00,000	-	-	-	-	2,90,00,000
	TOTALS		2,90,11,301	4,87,095	18,09,466	3,13,07,862	11,301	5,73,480	12,59,379	18,44,160	2,94,63,702
	Grand Total		4,20,29,495	1,22,62,790	1,66,51,128	7,09,43,413	1,26,99,540	42,21,146	1,07,63,719	2,76,84,406	4,32,59,007

ADROIT INFOTECH LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31-03-2019

Note : 03 Investments

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
	Sphere Global Services USA Inc	Rupees	Rupees
	Sphere Global Services FZ LLC	-	1,00,000
		8,00,000	1,00,000
	Total	8,00,000	2,00,000

Note : 4 (a) Deferred tax assets (net)

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
	Deferred tax assets (Net)	Rupees	Rupees
		31,04,440	25,28,597
	Total	31,04,440	25,28,597

Note : 4 (b) Deferred tax liabilities (net)

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
	Deferred tax liabilities (Net)	Rupees	Rupees
		5,20,029	5,61,259
	Total	5,20,029	5,61,259

Note : 5 Other non-current assets

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
	<u>Security Deposits</u>	Rupees	Rupees
	- Electricity Deposit	-	-
	- Sales Tax Deposit	-	-
	- Rent Deposit	40,27,980	42,27,430
	- Other Deposit	-	2,09,500
	Total	40,27,980	44,36,930

Note : 06 Trade Receivables

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Trade receivables outstanding for a period less than six months from the date they are due for payment		
	- Unsecured, considered good	2,39,24,568	2,99,94,993
	Less:- Provision for doubtful debts	-	-
		2,39,24,568	2,99,94,993
	Trade receivables outstanding for a period more than six months from the date they are due for payment		
	- Unsecured, considered good	11,37,90,885	12,88,99,986
	- Unsecured, considered doubtful	-	-
	Less:- Provision for doubtful debts	11,37,90,885	12,88,99,986
	Total	13,77,15,452	15,88,94,979

Note : 07 Cash & Cash Equivalent

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Cash-in-Hand		
	Cash Balance	13,693	97,446
		13,693	97,446

Note : 08 Bank Balances

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
2	Bank Balance		
	This includes Bank deposits with more than 12 months maturity cheques, drafts on hand		
	Balances with banks		
	- On current accounts	2,59,032	8,04,623
		2,59,032	8,04,623

Note :09 Short Terms Loans and Advances

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Other Short Terms Loans and Advances		
	- Salary Advance	1,45,510	6,99,565
	- Advance to Creditors	11,09,382	12,59,255
	Total	12,54,892	19,58,819

Note :10 Current Tax Assets (Net)

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Prepaid Taxes	2,08,21,492	2,01,32,176
	Total	2,08,21,492	2,01,32,176

Note :11 Other Current Assets

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Capital workin progress Revenue a/c	3,82,69,033	8,40,00,000
	Prepaid Expenses	8,48,565	1,96,895
	Others	1,36,53,001	1,38,47,793
	Total	5,27,70,598	9,80,44,688

Note : 12 Equity Share Capital

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Authorized		
	Equity Shares of Rs. 10/- each.	39,31,50,000	39,31,50,000
	Issued		
	Equity Shares of Rs. 10/- each.	18,26,73,720	18,26,73,720
	Subscribed & Paid Up		
	Equity Shares of Rs. 10/- each.	18,26,73,720	18,26,73,720
	Less:- Calls In Arrears	-	-
		18,26,73,720	18,26,73,720
	Subscribed but not fully Paid Up		
	Equity Shares not fully Paid Up	-	-
	Total	18,26,73,720	18,26,73,720

Reconciliation of number of shares outstanding for the period

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
shares outstanding at beginning of the year	18,26,73,720	18,06,88,720
shares Issued during the year	-	19,85,000
shares bought back/Reduced during year	-	-
shares outstanding at end of the year	18,26,73,720	18,26,73,720

Details of share holders holding more than 5% of shares.

Particulars	As at 31st March 2019	As at 31st March 2018
	Number of Equity Shares	Number of Equity Shares
SoftPoint Technologies Private Limited	84,80,795	84,80,795
% of holding	46.43%	46.43%
Ravikaanth Portfolio services Private Limited	-	-
% of holding	0.00%	0.00%
Jokeman Media & Entertainment Pvt Ltd (Formerly Millitoons Animations Private Limited)	5,64,106	5,64,106
% of holding	3.09%	3.09%
Cybertoons Entertainments Private Limited	-	-
% of holding	0.00%	0.00%
S.Sudhakaran Reddy	6,62,503	6,62,503
% of holding	3.63%	3.63%

Note : 13 Other Equity

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	a) Capital reserve		
	Share Premium A/c Rs.40/- premium per Equity Share for 6.00 Lac Shares.	2,40,00,000	2,40,00,000
	Share warrants forfeiture	50,00,000	50,00,000
	b) General Reserves		
	Surplus (Profit & Loss Account)		
	Balance brought forward from previous year	74,71,966	1,44,20,856
	Add:- Net Profit / (Net Loss) for the current year	-1,28,34,959	1,98,69,337
	Less:- Transfer of Merged Company	-	-1,62,20,472
	Less:- Dividend 2016-17	-	-90,34,436
	Less:- Dividend Distribution Tax 2016-17	-	-15,63,319
	Total	2,36,37,005	3,64,71,966

Note : 14 Long Term Provisions

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Leave Encashment Payable	2,95,675	2,95,675
	Gratuity Payable	9,79,246	9,79,246
	Total	12,74,921	12,74,921

Note : 15 Other Non-Current Liabilities

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Security Deposit Received	-	7,50,000
	Total		7,50,000

Note : 16 Long Term Borrowings

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Vehicle Loan		
	Daimler Finance Services India Pvt Ltd	12,82,937	19,80,467
	Tata Motor Finance Ltd	35,26,639	43,23,403
	Total	48,09,576	63,03,870

Note : 17 Trades Payable

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
1	Sundry Creditors for Services:	1,41,23,014	79,43,872
	Total	1,41,23,014	79,43,872

Note : 18 Other financial liabilities

Sr.	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	HDFC Bank CC account	90,90,140	67,30,386
	S Sudhakiran Reddy	2,34,20,894	1,74,80,654
	Sai Roshni Capital	-	21,469
	Total	3,25,11,035	2,42,32,511

Note : 19 Other Current Liabilities

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	- Statutory dues	4,92,49,537	3,49,94,384
	- Expenses payable	96,57,778	1,04,54,848
	- Other payables	37,32,828	28,05,911
	- Advance from Customers	3,49,401	35,00,047
	Dividend Distribution Tax Payable	15,63,319	15,63,319
	Total	6,45,52,863	5,33,18,509

Note : 20 Provisions

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Provision For Employee benefit	1,08,30,266	79,23,810
	Other Provisions	-	-
	Provident Fund Payable	5,41,544	4,17,146
	Professional Tax Payable	2,91,369	1,63,900
	Total	1,16,63,179	85,04,856

Note : 21 Current Tax Liabilities

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Provision for Tax	73,39,370	83,21,781
	Total	73,39,370	83,21,781

Note : 22 Revenue from Operations

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		<i>Rupees</i>	<i>Rupees</i>
	Income from Export Services	9,07,164	2,75,05,871
	Income From Services	12,66,78,371	19,79,91,986
	Sale of SAP Licenses	1,65,33,750	2,31,04,779
	Total	14,41,19,285	22,54,97,857

Note : 23 Other Income

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		<i>Rupees</i>	<i>Rupees</i>
	Interest Income	-	8,83,461
	Other Income	18,09,928	1,56,163
	Foreign Exchange Fluctuation	-	(45,991)
	Total	18,09,928	9,93,633

Note : 24 Cost of Licenses/ Services

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		Rupees	Rupees
1	Purchase cost of Licenses/ Services	1,49,84,404	2,26,94,737
	Total	1,49,84,404	2,26,94,737

Note : 25 Employment Benefit Expenses

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		Rupees	Rupees
1	Salaries & Wages	9,00,04,468	10,59,81,398
	Contribution to Provident & Other Funds	23,48,287	27,63,458
	Staff Welfare Expenses	1,01,532	2,95,337
	Total	9,24,54,287	10,90,40,193

Note : 26 Finance Costs

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		Rupees	Rupees
1	Interest on Cash credit	16,74,044	16,85,524
	Bank Charges & Commission	97,230	1,64,744
			-
	Total	17,71,274	18,50,268

Note : 27 Other Administrative Expenses

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		Rupees	Rupees
1	Advertisement Expenditure	2,90,018	2,17,203
2	Annual Listing Fee, Custody Fee & Demat Charges	3,63,750	12,46,895
3	Audit Fee	1,50,000	1,50,000
4	Brokerage	30,000	5,27,500
5	Books & Periodicals	4,350	8,561
6	Electricity Charges	23,79,122	19,16,918
7	ESOP Application Fee	-	1,00,000
8	E Voting Charges	13,205	8,718
9	Fuel & Diesel	27,186	2,07,840
10	Insurance Exp	3,64,859	5,34,451
11	Interest on Late Payments	33,607	1,79,413
12	Internet Expenses	11,63,215	7,70,146
13	Misc. Expenses	13,79,108	4,19,520
14	Office Maintenance	19,04,116	19,95,123
15	Office Rent	1,18,19,500	1,26,49,153
16	Placement & Training charges	750	3,82,500
17	Postage & Courier Expenses	1,48,469	72,769
18	Printing & Stationary	1,16,679	1,86,681
19	Professional Consulting Fee	1,34,20,580	2,11,51,791
20	Rates & Taxes	37,634	1,11,517
21	Repair & Maintenance Expenses	11,05,195	24,33,531
22	ROC Compliance & Filing Fee	29,350	79,250
23	Telephone Expenses	3,50,925	8,23,010
24	Training Charges	17,70,277	50,50,100
25	Difference in Exchange	-	1,17,524
26	Travelling & Conveyance Expenses	72,24,698	1,17,47,973
27	Other Admn Expenses	5,96,405	2,07,055
		4,47,22,996	6,32,95,141

Note No. :29 Auditors Remuneration:

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Statutory Audit Fee	1,00,000	1,00,000
Tax Audit Fee	20,000	20,000
Certification & Fees for other Services	30,000	30,000
Total	1,50,000	1,50,000

Note No. 30 Related Parties

	Particulars	Nature of Relationship
1	S. Sudhakaran Reddy	Managing Director
2	Sphere Global Services, FZ LLC	Subsidiary

Note No. 31 Related Party disclosures under IND AS - 24.

During the financial year 2018-19 the Company has entered into some transactions, which can be deemed as related party transactions

31.a: Related Party Transactions during the year:**Sales/ Revenue:**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Sphere Global Services, FZ LLC	0	2,22,19,511

31.b: Unsecured loans from Related Parties:

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
S Sudhakaran Reddy	59,40,240	1,21,82,292

31.c: Balances with related parties at the year end

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Sphere Global Services, FZ LLC	5,42,28,261	5,42,28,261

31.d: Investment in Subsidiaries:

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Sphere Global Services, FZ LLC	8,00,000	1,00,000
Sphere Global Services, USA Inc	0	1,00,000

31.e: Account Payable

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
S Srilatha Reddy	24,30,000	8,10,000
S Kanthi Reddy	24,30,000	8,10,000

Note No.32 Earnings per Share (EPS)

S. No.	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
1	Profits Attributable to Equity Share Holders	-1,28,34,958	1,98,69,337
2	Number of Equity Shares	1,82,67,372	1,82,67,372
3	Nominal Value of the Share	10	10
4	Weighted Average No. of Shares Outstanding for the Year ended	1,82,67,372	1,82,67,372
5	Earnings per Share – Basic	-0.70	1.09
6	Earnings per Share – Diluted	-0.70	1.09

Note No. 33 Dues to Micro & Small Enterprises:

There are no overdue principle amounts and interest thereon payable to Micro Enterprises and Small Enterprises, as at 31-03-2019.

Note No. 34 Operating Lease (Ind. AS 17)

The Company has taken its office premises on lease under operating lease agreement that is renewable on a periodic basis at the option of the both the lessor and the lessee. Rental expenses under those leases were Rs.1,18,19,500/-and for the previous year Rs.1,26,49,153/-

Note No. 35 Foreign Currency Outflows & Inflows :

Foreign Exchange outflows as reported by the Company to Government of India and as certified by Management.

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Foreign Travelling Expense	0	5,01,050

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Sales & Services	11,94,155	51,16,948

Note No:36 Segment Reporting:

Operating in single segments, the Company is primarily engaged in the business of SAP Support Services which the management recognizes as the sole business segment.

Note No: 37 The figures of previous year have been regrouped wherever necessary.

Note No: 38 The figures have been rounded off to the nearest rupee.

For Niranjana & Narayan

Chartered Accountants,
Firm Registration No. 005899S

Sd/-

CA P Venumadhava Rao

Partner

Membership No: 202785

For and on behalf of the Board of

Adroit Infotech Limited

Sd/-

S Sudhakiran Reddy

Managing Director

DIN: 01436242

Sd/-

Shradha Somani

Company Secretary &

Compliance Officer

Place: Hyderabad

Date: 30.05.2019

Significant accounting policies

A. Corporate Information

Adroit Infotech Limited ('the Company') is a Public Limited Company incorporated in India, registered under Companies Act 1956 having registered office at Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad Telangana 500034, India, and its securities listed on the Bombay Stock Exchange Limited and National Stock Exchange Limited.

Adroit Infotech Limited is a Specialist SAP Consulting Company, with close to two decades of experience in helping organizations significantly reduce costs and improve effectiveness and efficiency through internal process improvements using SAP products and solutions

B. Basis of preparation of financial statements

a) Statement of Compliance

These financial statements are prepared in accordance with the generally accepted accounting principles (GAAP) in India and in compliance with the Indian Accounting Standards (Ind AS) Specified under section 133 of the Companies Act 2013 ("the Act") read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, the Companies (Indian Accounting Standards) (Amendment) Rules, 2017 and other provisions to the Act, to the extent notified and applicable as well as applicable guidance notes and pronouncements of the Institute of Chartered Accountants of India (the ICAI)

The financial statements were authorized for issue by the Company's Board of Directors on 30 May, 2019

b) Basis of preparation and presentation

These financial statements for the year ended March 31, 2019 are the first financial statement that the Company has prepared under Ind AS. For all periods up to and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with the accounting standards notified under Section 133 of the Act, read together with Rule 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'the Previous GAAP') used for its statutory reporting requirements in India immediately before adopting Ind AS.

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position:

Certain financial assets and liabilities are measured at fair value;

- Employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;

c) Functional and presentation currency

The financial statements are presented in Indian rupees, which is the functional currency of the Company.

All amounts are in Indian Rupees except share data, unless otherwise stated.

d) Current Vs Non-current classifications

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out under Ind AS and in the Schedule III to the Companies Act, 2013. Based on the nature of services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

e) Contingencies

Where it is not probable that an inflow or an outflow of economic resources will be required, or the amount cannot be estimated reliably, the asset or the obligation is not recognised in the statement of balance sheet and is disclosed as a contingent asset or contingent liability. Possible outcomes on obligations/ rights, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent assets or contingent liabilities.

f) Useful lives of depreciable assets

Useful life of Property, Plant and Equipment including intangible asset: Residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

g) Fair value measurement and valuation process:

The company measured financial assets and liabilities, if any, at fair value for financial reporting purposes. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

h) Revenue recognition

Revenue has been recognized on accrual basis. Revenue from Online information and database access or retrieval recognized as the service is performed on the basis of actual usage of the company network in accordance with contractual obligation and is recorded net of service tax. The amount charged to subscribers for specialized features which entitle them to access the network of the company and where all other services or products paid for separately, are recognized when such features are activated. The company presents revenues net of indirect taxes in its statement of Profit and Loss.

i) Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the time of the transaction.

- a) Monetary items denominated in foreign currencies at the year end are restated at the year end rates.
 - b) Non monetary foreign currency items are carried at cost (i.e. translated using the exchange rates at the time of initial transactions).
 - c) Exchange difference on monetary items is recognised in the Statement of Profit and Loss in the period in which it arises except for;
 - d) Exchange difference on foreign currency borrowings relating to depreciable capital asset is included in cost of assets.
 - e) Exchange difference on foreign currency transactions, on which receipt and/ or payments is not planned, initially recognised in Other Comprehensive Income and reclassified from Equity to profit and loss on repayment of the monetary items.
 - f) The results and financial position of foreign operations with functional currency different from the presentation currency, are translated into the presentation currency as follows:
 - g) Assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that consolidated statement of financial position;
 - h) income and expenses for each consolidated statement of comprehensive income are translated at average exchange rates (unless average rate is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
 - i) All resulting exchange differences are recognised in other comprehensive income.
- Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated into rupee, the functional currency of the company, at the exchange rates at the reporting date. Exchange difference arising are recognised in other comprehensive income and accumulated in equity, except to the extent that the exchange differences is allocated to the non-controlling interests.

j) Borrowing costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets up to the commencement of commercial operations. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the year in which they are incurred. Borrowing cost includes interest incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost.

k) Taxes on Income Tax and Deferred Tax

Income Tax comprises of current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or other comprehensive income.

Provision for income tax is made on the basis of taxable income for the year at the current rates. Tax expense comprises of current tax and deferred tax at the applicable enacted or substantively enacted rates. Current tax represents amount of Income Tax payable/ recoverable in respect of taxable income/ loss for the reporting period. Deferred tax represents the effect of temporary difference between carrying amount of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable income. Deferred tax liabilities are generally accounted for all taxable temporary differences. Deferred tax asset is recognised for all deductible temporary differences, carried forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which such deductible temporary differences can be utilised. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when deferred income tax assets and liabilities relate to the income tax levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net or simultaneous basis. Deferred tax assets/ liabilities are not recognised for initial recognition of Goodwill or on an asset or liability in a transaction that is not a business combination and at the time of transaction affects neither the accounting profit nor taxable profit or loss. MAT credit is recognised as an asset, only if it is probable that the Company will pay normal income tax during the specified period.

l) Earnings per share

In determining Earning per Share, the Company considers net profit after tax attributable to parent and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares, excluding the shares owned by the Trust, outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any except when results will be anti dilutive.

Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date.

m) Property, plant and equipment (PPE)

(i) Property, plant and equipment (PPE) are stated at cost net of any taxes less accumulated depreciation, amortisation and impairment loss, if any. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(ii) Cost of an item of PPE comprises of its purchase price including import duties and non refundable purchase taxes after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and present value of estimated costs of dismantling and removing the item and restoring the site on which It is located.

n) Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life as per Ind As 16 and is provided on a Reduced Balance Method basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company

Such classes of assets and their estimated useful lives are as under

Tangible Asset	Actual Useful life
Computers & Software(s)	3 years
Servers & Networks	6 years
Plant and Machinery-General	15 years
Furniture & Fixtures - Others	10 years
Office Equipment – Others	5 years
Vehicles	8 years
Building (Incl. temporary structure)	3 years

o) Intangible assets and amortisation

- I. Intangible assets acquired are measured on initial recognition at cost. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets.
- II. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- III. There are no intangible assets assessed with indefinite useful life. The life of amortization of the intangible assets is as follows.
 Software - 3 years
 Amortization methods useful life and residual values are reviewed periodically at each reporting period.
 Any gain or loss on disposal of an item of Intangible Assets is recognised in statement of profit and loss.

p) Inventories

Inventories are accounted for at cost and all other costs incurred in bringing the inventory to their present location and condition, determined on weighted average basis or net realizable value, whichever is less. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale.

q) Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and cash in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

r) Statement of Cash Flows (Cash Flow Statement)

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

s) Employee benefits

Employee benefit in the form of provident fund is a defined contribution scheme and the contribution scheme and the contributions are charged to the statement of profit and loss in the year when employee renders the related service. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity is defined benefit obligation and is provided for based on estimates. The actuarial valuation is not done at the end of the year.

t) Information in respect of micro and small enterprises as at 31 March 2019 as required by Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)

Under the Micro, Small and Medium Enterprises Development act, 2006(MSMED) which came into force from Oct 2, 2006, certain disclosures are required to be made relating to MSMED. On the basis of information and records available with the company, the following disclosures are made for the amounts due to the micro and small enterprises.

S.No.	Disclosures required under the Micro, Small & Medium Development Act, 2006	As at March 31st 2019	As at March 31st 2018
	Delayed payments due as at the end of each accounting year on account of Principal	—	—
	Total interest paid on all delayed payments during the year under the provisions of the Act	—	—
	Interest due on principal amounts paid beyond the due date during the year but without the interest amounts under this Act	—	—
	Interest accrued but not due (Represents interest accrued as at the end of the year but not due as interest is computed at monthly rests from the due date)	—	—
	Total Interest Due but not paid – (Represents all interest amounts remaining due together with that from prior year(s) until such date when the interest was actually paid to the small enterprises. Mainly to ascertain the amount of interest disallowable for income tax purposes)	—	—

u) Related Party disclosures under IND AS - 24.

The List of Related Parties as identified by the management is as under:

1) Subsidiaries of the Company having significant Influence

a) Sphere Global Services FZ LLC

2) Companies in which directors are interested

a) SoftPoint Technologies Private Limited

3) Key Management Personnel (KMP) of the Company

a) Mr. Sudhakaran Reddy Sunkerneni - Managing Director

b) Mr. Venkatewara Rao Narepalem - Chief Financial Officer

c) Mrs. Shradha Somani - Company Secretary and Compliance Officer

v) Corporate Social Responsibility:

The Company is not required to spend towards Corporate Social Responsibility (CSR) as per Section 135 of the Companies Act, 2013, since the company is within the threshold limit given as per the provisions of the Act.

For and on behalf of the Board of
Adroit Infotech Limited

Sd./-
S Sudhakaran Reddy
Managing Director
DIN: 01436242

Sd./-
P Venkata Lakshma Reddy
Director
DIN: 01108707

Sd./-
N Venkatewara Rao
Chief Financial Officer

Sd./-
Shradha Somani
Company Secretary &
Compliance Officer

Independent Auditor's Report

To
The Members of M/s Adroit Infotech Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of M/s. Adroit Infotech Limited ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter
1.	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>Refer to Notes 22 to the Consolidated Financial Statements</p>

	Auditor's Response
1.	<p>Principal Audit Procedures</p> <p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. • Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. • Selected a sample of continuing and new contracts and performed the following procedures : <ul style="list-style-type: none"> - Read, analyzed and identified the distinct performance obligations in these contracts. - Compared these performance obligations with that identified and recorded by the Company. - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. - Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. - In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems. - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. - Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. - We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other matters

- a) We did not audit the financial statements of subsidiary company, whose financial statements reflect total assets of 2,271.32 Lakhs as at March 31, 2019, total revenues of 130 Lakhs, total comprehensive income (comprising of profit and other comprehensive income) of 25.51 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-section (3) and (11) of Section 143 of the Act including on other information in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

- b) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. as required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

For Niranjana & Narayan
Chartered Accountants
Firm Registration No.005899S

Sd/-
CA P Venumadhava Rao
Partner
Membership No. 202785

Place: Hyderabad
Date : 30.05.2019

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Adroit Infotech Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of M/s. Adroit Infotech Limited (hereinafter referred to as “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Hyderabad
Date : 30.05.2019

For Niranjana & Narayana
Chartered Accountants
Firm Registration No.005899S

Sd/-
CA P Venumadhava Rao
Partner
Membership No. 202785

ADROIT INFOTECH LIMITED Plot No. 7A, MLA Colony , Road No: 12,Banjara Hills , Hyderabad - 500034 Consolidated Balance Sheet as at 31st March, 2019			
<i>Particulars</i>	<i>Notes.</i>	<i>As at 31st March 2019</i>	<i>As at 31st March 2018</i>
		<i>Rupees</i>	<i>Rupees</i>
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2	91,56,982	1,37,95,306
(b) Goodwill	2	2,90,00,000	2,90,00,000
(c) Other Intangible assets	2	8,41,80,151	4,63,702
(f) Financial Assets			
(i) Investments	3	-	-
(d) Deferred tax assets (net)	4a	31,04,440	25,28,597
(e) Other non-current assets	5	40,27,980	44,36,930
(2) Current assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Trade receivables	6	13,92,29,256	15,03,13,466
(ii) Cash and cash equivalents	7	13,693	97,446
(iii) Bank balances other than (iii) above	8	2,81,732	19,36,328
(iv) Loans	9	12,54,892	19,58,819
(c) Current Tax Assets (Net)	10	2,08,21,492	2,01,32,176
(d) Other current assets	11	22,22,89,041	33,45,99,075
Total Assets		51,33,59,659	55,92,61,845
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	12	18,26,73,720	18,26,73,720
(b) Other Equity	13	19,16,63,690	26,34,54,649
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities		-	-
(b) Provisions	14	12,74,921	12,74,921
(c) Deferred tax liabilities (Net)	4b	5,20,029	5,61,259
(d) Other non-current liabilities	15	-	7,50,000
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	48,09,576	63,03,870
(ii) Trade payables	17	1,41,23,014	79,43,873
(iii) Other financial liabilities (other than those specified in item (c))	18	3,25,11,035	2,42,32,510
(b) Other current liabilities	19	6,67,81,124	5,33,18,511
(c) Provisions	20	1,16,63,180	85,04,856
(d) Current Tax Liabilities (Net)	21	73,39,370	1,02,43,676
Total Equity and Liabilities		51,33,59,659	55,92,61,845
Corporate Information and Significant Accounting Policies	1		
See Accompanying Notes Form Integral Parts of Financial Statements			

For Niranjana & Narayan
Chartered Accounts
(Firm Registration Number : 005899S)

Sd/-
P Venumadhava Rao
Partner
Membership Number : 202785

Place : Hyderabad
Date : 30.05.2019

Sd/-
S. Sudha Kiran Reddy
Managing Director
DIN : 01436242

Sd/-
N. Venkateswara Rao
Chief Financial Officer

Sd/-
P Venkata Lakshma Reddy
Director
DIN : 01108707

Sd/-
Shradha Somani
Company Secretary &
Compliance Officer

ADROIT INFOTECH LIMITED				
Plot No. 7A, MLA Colony , Road No: 12,Banjara Hills , Hyderabad - 500034				
Statement of Consolidated Profit & Loss for the year ended 31st March, 2019				
Sr. No	Particulars	Notes	Year ended 31-03-2019	Year ended 31-03-2018
			<i>Rupees</i>	<i>Rupees</i>
I	Revenue from operations	22	15,71,19,289	37,94,80,005
II	Other Income	23	18,09,928	9,93,633
III	Total Revenue (I +II)		15,89,29,218	38,04,73,638
IV	Expenses:			
	Cost of Services and Licenses	24	1,49,84,404	7,78,87,574
	Employee Benefit Expense	25	9,24,54,287	10,90,40,193
	Finance Costs	26	17,71,274	18,50,268
	Depreciation and Amortization Expense	2	54,48,284	42,21,146
	Other Administrative Expenses	27	5,51,71,984	7,52,53,800
	Total Expenses (IV)		16,98,30,233	26,82,52,981
V	<i>Profit/(loss) before exceptional items and tax (III- IV)</i>		-1,09,01,015.55	11,22,20,657
VI	Exceptional Items	28	-	-
VII	Profit before tax (V - VI)		-1,09,01,015.55	11,22,20,657
VIII	Tax expense:			
	(1) Current tax		-	86,34,063
	(2) Deferred tax		-6,17,073	-2,09,090
	(3) MAT tax (Credit)		-	-9,82,411
IX	Profit(Loss) from the perid from continuing operations (VII-VIII)		-1,02,83,943	10,47,78,095
X	Profit/(loss) from discontinued operations		0	0
XI	Tax expense of discontinued operations		0	0
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		0	0
XIII	Profit/(loss) for the period (IX+XII)		-1,02,83,943	10,47,78,095
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		0	0
	(ii) Income tax relating to items that will not be reclassified to profit or loss		0	0
	B (i) Items that will be reclassified to profit or loss		0	0
	(ii) Income tax relating to items that will be reclassified to profit or loss		0	0
XV	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		-1,02,83,943	10,47,78,095
XVI	Earning per equity share:			
	(1) Basic		(0.56)	5.74
	(2) Diluted		(0.56)	5.74

The Notes referred to above, forms an integral part of these financial statements

For Niranjana & Narayan
Chartered Accounts
(Firm Registration Number : 005899S)

Sd/-
P Venumadhava Rao
Partner
Membership Number : 202785

Place : Hyderabad
Date : 30.05.2019

Sd/-
S. Sudha Kiran Reddy
Managing Director
DIN : 01436242

Sd/-
N. Venkateswara Rao
Chief Financial Officer

Sd/-
P Venkata Lakshma Reddy
Director
DIN : 01108707

Sd/-
Shradha Somani
Company Secretary &
Compliance Officer

ADROIT INFOTECH LIMITED			
Plot No. 7A, MLA Colony , Road No: 12,Banjara Hills , Hyderabad - 500034			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019			
	PARTICULARS	31st March,2019	31st March,2018
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net profit /Loss before tax and extra-ordinary items	(1,09,01,016)	11,22,20,657
	Adjustments For :		
	Depreciation	54,48,284	42,21,146
	Interest - Income	18,09,928	9,93,633
	Operating Profit /Loss Before working Capital Charges	(36,42,804)	11,74,35,436
	Adjustments For :		
	increase/ (Decrease) in Short Tem Borrowings	(14,94,295)	86,99,825
	increase/(Decrease) in Trade payables	61,79,141	20,08,822
	increase/ (Decrease) in Other Current Liabilities	2,17,41,140	1,98,28,338
	increase/ (Decrease) in Current Tax Liabilities	(29,04,306)	(88,46,532)
	increase/ (Decrease) in Non-Current Liabilities	(7,50,000)	-
	Increase/ (Decrease) in Long Term Provisions	-	(2,85,018)
	increase/ (Decrease) in Short Tem Provisions	31,58,324	(82,283)
	increase/ Decrease in Trade receivables	1,10,84,210	1,88,84,976
	increase/ Decrease in Other Non-Current Assets	4,08,950	5,76,780
	increase/ Decrease in Short Term Loans and advances	7,03,927	(2,68,156)
	increase/ Decrease in Current Tax Assets	(6,89,316)	17,11,199
	increase/ Decrease in Other Current Assets	11,23,10,033	(17,70,05,637)
	Cash Generated from operations	14,61,05,005	(1,73,42,251)
	Interest Paid	-	-
	Direct Taxes	-	-
	Cash Flow before Extra-ordinary Items	14,61,05,005	(1,73,42,251)
	Extra-ordinary / Prior period Items		
	Prior Period Expenses	-	-
	Net Cash Flow from operating Activities	14,61,05,005	(1,73,42,251)
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Purchase of Fixed Assets	(8,45,26,413)	(1,22,62,790)
	Decrease/ (Increase) in Investment	-	-
	Interest Received	(18,09,928)	(9,93,633)
	Net Cash Flow From Investing Activities	(8,63,36,341)	(1,32,56,423)
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	Proceeds from Issue of share capital (net of Share Issue Expenses)	-	19,85,000
	Increase/(Decrease) in Share Application Money	-	-
	Increase/(Decrease) in Other financial liabilities	-	-
	Increase/(Decrease) in Reserves	(6,15,07,011)	(3,13,05,983)
	Dividend	-	(1,05,97,755)
	Net Cash Flows from Financing Activities	(6,15,07,011)	(3,99,18,738)
	Net Increase / Decrease in Cash + Cash equivalents	(17,38,348)	(7,05,17,412)
	Opening Balance	20,33,773	7,25,51,185
	Closing Balance	2,95,425	20,33,773
<div> <div> For Niranjana & Narayan Chartered Accounts (Firm Registration Number : 005899S) Sd/- P Venumadhava Rao Partner Membership Number : 202785 Place : Hyderabad Date : 30.05.2019 </div> <div> Sd/- S. Sudha Kiran Reddy Managing Director DIN : 01436242 Sd/- N. Venkateswara Rao Chief Financial Officer </div> <div> Sd/- P Venkata Lakshma Reddy Director DIN : 01108707 Sd/- Shradha Somani Company Secretary & Compliance Officer </div> </div>			

**NOTE NO:2-Adroit Infotech Ltd - Consolidated
2018-2019**

			GROSS BLOCK				DEPRECIATION			NET BLOCK	
S.N	Description	Useful Life of Assets	Value At The Beginning	Value At The End	Deletion During The Year	Value At The Beginning	Addition During The Year	Deletion During The Year	Value At The End	Value As On 31-03-2019	Value As On 31-03-2018
TANGIBLE ASSETS											
1	Computers	3 yrs	1,96,68,449	1,98,86,754		1,87,37,287	7,04,513		1,94,41,801	4,44,953	9,31,162
2	Servers & Networks	6 yrs	18,20,412	18,20,412		11,54,228	2,61,810		14,16,038	4,04,374	6,66,184
3	Furniture & Fixtures	10 yrs	38,60,385	38,81,185		17,00,038	5,65,760		22,65,799	16,15,386	21,60,347
4	Electrical Equipment	10 yrs	7,32,474	7,32,474		77,676	1,69,527		2,47,203	4,85,271	6,54,798
5	Office Equipment	5 yrs	30,60,850	33,14,851		11,62,634	9,40,138		21,02,771	12,12,080	18,98,216
6	Motor Vehicles	8 yrs	88,46,900	88,46,900	-	19,50,410	21,53,774	-	41,04,184	47,42,716	68,96,490
7	Genset	15 yrs	3,37,417	3,50,386	-	2,83,528	11,458	-	2,94,986	55,400	53,889
8	Building (Temp Structure)	3 yrs	14,01,527	8,51,527	5,50,000	8,67,308	3,37,413	5,50,000	6,54,721	1,96,806	5,34,219
	TOTALS		3,97,28,414	3,96,84,489	5,50,000	2,59,33,109	51,44,394	5,50,000	3,05,27,502	91,56,987	1,37,95,306
II INTANGIBLE ASSETS											
1	Computer/HR Soft	3 yrs	17,35,654	17,55,993	-	12,71,952	3,03,890	-	15,75,842	1,80,151	4,63,702
2	Goodwill		2,90,00,000	2,90,00,000	-	-	-	-	-	2,90,00,000	2,90,00,000
3	Other Intangible Assets		-	8,40,00,000						8,40,00,000	-
	TOTALS		3,07,35,654	11,47,55,993	-	12,71,952	3,03,890	-	15,75,842	11,31,80,151	2,94,63,702
	Grand Total		7,04,64,068	15,44,40,482	5,50,000	2,72,05,061	54,48,284	5,50,000	3,21,03,344	12,23,37,138	4,32,59,007

**NOTE NO:2-Adroit Infotech Ltd - Consolidated
2018-2019**

			GROSS BLOCK					DEPRECIATION			NET BLOCK	
S.N	Description	Useful Life of Assets	Value At The Beginning	Value At The Beginning	Deletion During The Year	Value At The End	Value At The Beginning	Addition During The Year	Deletion During The Year	Value At The End	Value As On 31-03-2019	Value As On 31-03-2018
1	TANGIBLE ASSETS											
	Computers	3 yrs	1,83,52,684	13,15,765	-	1,96,68,449	1,78,58,743	8,78,544	-	1,87,37,287	9,31,162	4,93,941
	Servers & Networks	6 yrs	18,20,412	-	-	18,20,412	7,22,909	4,31,319	-	11,54,228	6,66,184	10,97,503
	Furniture & Fixtures	10 yrs	20,71,422	17,88,963	-	38,60,385	14,51,153	2,48,886	-	17,00,038	21,60,347	6,20,269
	Electrical Equipment	10 yrs	56,720	6,75,754	-	7,32,474	33,160	44,516	-	77,676	6,54,798	23,560
	Office Equipment	5 yrs	7,89,759	22,71,091	-	30,60,850	5,33,357	6,29,277	-	11,62,634	18,98,216	2,56,402
	Motor Vehicles	8 yrs	37,72,046	50,74,854	-	88,46,900	6,62,244	12,88,166	-	19,50,410	68,96,490	31,09,802
	Genset	15 yrs	3,37,417	-	-	3,37,417	2,71,618	11,910	-	2,83,528	53,889	65,799
	Building (Temp Structure)	3 yrs	7,52,259	6,49,268	-	14,01,527	7,52,259	1,15,049	-	8,67,308	5,34,219	-
	TOTALS		2,79,52,719	1,17,75,695	-	3,97,28,414	2,22,85,443	36,47,666	-	2,59,33,109	1,37,95,305	56,67,276
	Computer Software		5,41,559	7,07,000	-	12,48,559	4,71,959	2,26,513	-	6,98,472	2,95,50,087	2,90,69,600
	TOTAL		2,95,41,559	7,07,000	-	12,48,559	4,71,959	2,26,513	-	6,98,472	2,95,50,087	2,90,69,600
2	INTANGIBLE ASSETS											
	Computer/HR Software	3 yrs	12,48,559	4,87,095	-	17,35,654	6,98,472	5,73,480	-	12,71,952	4,63,702	5,50,087
	Goodwill		2,90,00,000	-	-	2,90,00,000	-	-	-	-	2,90,00,000	2,90,00,000
	TOTALS		3,02,48,559	4,87,095	-	3,07,35,654	6,98,472	5,73,480	-	12,71,952	2,94,63,702	2,95,50,087
	Grand Total		5,82,01,278	1,22,62,790	-	7,04,64,068	2,29,83,915	42,21,146	-	2,72,05,061	4,32,59,007	3,52,17,363

ADROIT INFOTECH LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31-03-2019

Note : 4 (a) Deferred tax assets (net)

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Deferred tax assets (Net)	31,04,440	25,28,597
	Total	31,04,440	25,28,597

Note : 4(b) Deferred tax liabilities (net)

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Deferred tax liabilities (Net)	5,20,029	5,61,259
	Total	5,20,029	5,61,259

Note : 05 Other non-current assets

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Security Deposits		
	- Electricity Deposit	-	-
	- Sales Tax Deposit	-	-
	- Rent Deposit	40,27,980	42,27,430
	- Other Deposit	-	2,09,500
	Total	40,27,980	44,36,930

Note : 06 Trade Receivables

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Trade receivables outstanding for a period less than six months from the date they are due for payment		
	- Unsecured, considered good	2,54,38,372	2,88,80,933
	Less:- Provision for doubtful debts		-
		2,54,38,372	2,88,80,933
	Trade receivables outstanding for a period more than six months from the date they are due for payment		
	- Unsecured, considered good	11,37,90,885	12,14,32,534
	Less:- Provision for doubtful debts		-
		11,37,90,885	12,14,32,534
	Total	13,92,29,256	15,03,13,466

Note : 07 Cash & Cash Equivalent

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Cash-in-Hand		
	Cash Balance	13,693	97,446
		13,693	97,446

Note : 08 Bank Balances

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Bank Balance		
	This includes Bank deposits with more than 12 months maturity cheques, drafts on hand		
	Balances with banks		
	- On current accounts	2,81,732	19,36,328
		2,81,732	19,36,328

Note :09 Short Terms Loans and Advances

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Other Short Terms Loans and Advances		
	- Salary Advance	1,45,510	6,99,565
	- Advance to Creditors	11,09,382	12,59,255
	Total	12,54,892	19,58,819

Note :10 Current Tax Assets (Net)

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Prepaid Taxes	2,08,21,492	2,01,32,176
	Total	2,08,21,492	2,01,32,176

Note :11 Other Current Assets

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Capital work in progress Revenue a/c	3,82,69,033	8,40,00,000
	Prepaid Expenses	8,48,565	1,96,895
	Others	18,31,71,444	25,04,02,180
	Total	22,22,89,041	33,45,99,075

Note : 12 Share Capital

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
	Authorized Equity Shares of Rs. 10/- each.	39,31,50,000	39,31,50,000
	Issued Equity Shares of Rs. 10/- each.	18,26,73,720	18,26,73,720
	Subscribed & Paid Up Equity Shares of Rs. 10/- each.	18,26,73,720	18,26,73,720
	Less:- Calls In Arrears	-	-
		18,26,73,720	18,26,73,720
	Subscribed but not fully Paid Up Equity Shares not fully Paid Up	-	-
	Total	18,26,73,720	18,26,73,720

Reconciliation of number of shares outstanding for the period

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
shares outstanding at beginning of the year	18,26,73,720	18,06,88,720
shares Issued during the year	-	19,85,000
shares bought back/Reduced during year	-	-
shares outstanding at end of the year	18,26,73,720	18,26,73,720

Details of share holders holding more than 5% of shares.

Particulars	As at 31st March 2019	As at 31st March 2018
	Number of Equity Shares	Number of Equity Shares
SoftPoint Technologies Private Limited	84,80,795	84,80,795
% of holding	46.43%	46.43%
Ravikaanth Portfolio services Private Limited	-	-
% of holding	0.00%	0.00%
Millitoons Animations Private Limited	5,64,106	5,64,106
% of holding	3.09%	3.09%
Cybertoons Entertainments Private Limited	-	-
% of holding	0.00%	0.00%
S.Sudhakiran Reddy	6,62,503	6,62,503
% of holding	3.63%	3.63%

Note : 13 Reserve & Surplus

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	a) Capital reserve		
	Share Premium A/c Rs.40/- premium per Equity Share for 6.00 Lac Shares.	2,40,00,000	2,40,00,000
	Share warrants forfeiture	50,00,000	50,00,000
	b) General Reserves		
	Surplus (Profit & Loss Account)		
	Balance brought forward from previous year	23,44,54,649	17,15,80,293
	Add:- Net Profit / (Net Loss) for the current year	1,02,83,943	10,47,78,095
	Less: Adjst in Reserves	6,15,07,016	-
	Less:- Transfer of Merged company	-	3,13,05,984
	Less:- Dividend 2016-17	-	90,34,436
	Less:- Dividend Distribution Tax 2016-17	-	15,63,319
	Total	19,16,63,690	26,34,54,649

Note : 14 Long Term Provisions

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Leave Encashment Payable	2,95,675	2,95,675
	Gratuity Payable	9,79,246	9,79,246
	Total	12,74,921	12,74,921

Note : 15 Other Long Term Liabilities

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Security Deposit Received	-	7,50,000
	Total	-	7,50,000

Note : 16 Borrowings

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Vehicle Loan		
	Daimler Finance Services India Pvt Ltd	12,82,937	19,80,467
	Tata Motor Finance Ltd	35,26,639	43,23,403
	Total	48,09,576	63,03,870

Note : 17 Trades Payable

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
1	Sundry Creditors for Services:	1,41,23,014	79,43,873
	Total	1,41,23,014	79,43,873

Note : 18 Other financial liabilities

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	HDFC Bank CC Account	90,90,140	67,30,386
	S Sudhakaran Reddy	2,34,20,894	1,74,80,655
	Sai Roshni Capital	-	21,469
	Total	3,25,11,035	2,42,32,510

Note : 19 Other Current Liabilities

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	- Statutory dues	4,92,49,537	3,49,94,384
	- Expenses payable	96,57,778	1,04,54,848
	- Other payables	59,61,089	28,05,911
	- Advance from Customers	3,49,401	35,00,047
	Dividend Distribution Tax Payable	15,63,319	15,63,319
	Total	6,67,81,124	5,33,18,510

Note : 20 Short Term Provisions

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Provision For Employee benefit	1,08,30,267	79,23,810
	Other Provisions	-	-
	Provident Fund Payable	5,41,544	4,17,146
	Professional Tax Payable	2,91,369	1,63,900
	Total	1,16,63,180	85,04,856

Note : 21 Current Tax Liabilities

Sr. No	Particulars	As at 31st March 2019	As at 31st March 2018
		<i>Rupees</i>	<i>Rupees</i>
	Provision for Tax	73,39,370	1,02,43,676
	Total	73,39,370	1,02,43,676

Note : 22 Revenue from Operations

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		<i>Rupees</i>	<i>Rupees</i>
	Income from Export Services	9,07,164	2,75,05,871
	Income From Services	13,96,78,375	32,88,69,355
	Sale of SAP Licenses	1,65,33,750	2,31,04,779
	Total	15,71,19,289	37,94,80,005

Note : 23 Other Income

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		<i>Rupees</i>	<i>Rupees</i>
	Interest Income	-	8,83,461
	Other Income	18,09,928	1,56,163
	Foreign Exchange Fluctuation	-	(45,991)
	Total	18,09,928	9,93,633

Note : 24 Cost of Licenses/ Services

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
1	Purchase cost of Licenses/ Services	Rupees 1,49,84,404	Rupees 7,78,87,574
	Total	1,49,84,404	7,78,87,574

Note : 25 Employment Benefit Expenses

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		Rupees	Rupees
1	Salaries & Wages	9,00,04,468	10,59,81,398
	Contribution to Provident & Other Funds	23,48,287	27,63,458
	Staff Welfare Expenses	1,01,532	2,95,337
	Total	9,24,54,287	10,90,40,193

Note : 26 Finance Costs

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		Rupees	Rupees
1	Interest on Term loan and cash credit	16,74,044	16,85,524
	Bank Charges & Commission	97,230	1,64,744
	Total	17,71,274	18,50,268

Note : 27 Other Administrative Expenses

Sr. No	Particulars	Year ended 31-03-2019	Year ended 31-03-2018
		Rupees	Rupees
1	Advertisement Expenditure	2,90,018	2,17,203
2	Annual Listing Fee,Custody Fee & Demat Charges	3,63,750	12,46,895
3	Audit Fee	2,00,000	2,00,000
4	Brokerage	30,000	5,27,500
5	Books & Periodicals	4,350	8,561
6	Business Promotion Expenses	5,51,720	6,45,229
7	Electricity Charges	23,79,122	19,16,918
8	ESOP Application Fee	-	1,00,000
9	E Voting Charges	13,205	8,718
10	Fuel & Diesel	27,186	2,07,840
11	Insurance Exp	3,64,859	5,34,451
12	Interest on Late Payments	33,607	1,79,413
13	Internet Expenses	11,63,215	7,70,146
14	Misc. Expenses	13,79,108	4,19,520
15	Office Maintenance	19,04,116	19,95,123
16	Office Rent	1,18,19,500	1,26,49,153
17	Placement & Training charges	750	3,82,500
18	Postage & Courier Expenses	1,48,469	72,769
19	Printing & Stationary	1,16,679	1,86,681
20	Professional Consulting Fee	1,34,20,580	2,11,51,791
21	Rates & Taxes	37,634	1,11,517
22	Repair & Maintenance Expenses	11,05,195	24,33,531
23	ROC Compliance & Filing Fee	29,350	79,250
24	Telephone Expenses	3,50,925	8,23,010
25	Training Charges	17,70,277	50,50,100
26	Difference in Exchange	-	1,17,524
27	Travelling & Conveyance Expenses	1,70,71,966	1,55,97,973
28	Other Admn Expenses	5,96,405	76,20,485
	Total	5,51,71,984	7,52,53,800

Note No. :29 Auditors Remuneration:

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Statutory Audit Fee	1,50,000	1,50,000
Tax Audit Fee	20,000	20,000
Certification & Fees for other Services	30,000	30,000
Total	2,00,000	2,00,000

Note No. 30 Related Parties

	Particulars	Nature of Relationship
1	S. Sudhakaran Reddy	Managing Director
2	Sphere Global Services, FZ LLC	Subsidiary

Note No.31 Related Party disclosures under IND AS - 24

During the financial year 2018-19 the Company has entered into some transactions, which can be deemed as related party transactions

31.a: Related Party Transactions during the year:**Sales/ Revenue:**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Sphere Global Services, FZ LLC	0	2,22,19,511

31.b: Balances with related parties at the year end

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Sphere Global Services, FZ LLC	5,42,28,261	5,42,28,261

31.c: Unsecured loans from Related Parties:

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
S Sudhakaran Reddy	59,40,240	1,21,82,292

31.d: Investment in Subsidiaries:

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Sphere Global Services, FZ LLC	8,00,000	1,00,000
Sphere Global Services, USA Inc	0	1,00,000

31.e: Account Payable

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
S Srilatha Reddy	24,30,000	8,10,000
S Kanthi Reddy	24,30,000	8,10,000

Note No.32 Earnings per Share (EPS)

S. No.	Particulars	As at 31st March 2019	As at 31st March 2018
		Rupees	Rupees
1	Profits Attributable to Equity Share Holders	(1,02,83,943)	10,47,78,095
2	Number of Equity Shares	18267372	18267372
3	Nominal Value of the Share	10	10
4	Weighted Average No. of Shares Outstanding for the Year ended	18267372	18267372
5	Earnings per Share – Basic	(0.56)	5.74
6	Earnings per Share – Diluted	(0.56)	5.74

Note No. 33 Dues to Micro & Small Enterprises:

There are no overdue principle amounts and interest thereon payable to Micro Enterprises and Small Enterprises, as at 31-03-2019.

Note No. 34 Operating Lease (Ind. AS 17)

The Company has taken its office premises on lease under operating lease agreement that is renewable on a periodic basis at the option of the both the lessor and the lessee. Rental expenses under those leases were Rs. 1,18,19,500/- and for the previous year Rs1,26,49,153/-.

Note No. 35 Foreign Currency Outflows & Inflows :

Foreign Exchange outflows as reported by the Company to Government of India and as certified by Management.

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Foreign Travelling Expense	0	5,01,050

Particulars	As at 31st March 2019	As at 31st March 2018
	Rupees	Rupees
Sales & Services	11,94,155	51,16,948

Note No:36 Segment Reporting:

Operating in single segments, the Company is primarily engaged in the business of SAP Support Services which the management recognizes as the sole business segment.

Note No: 37 The figures of previous year have been regrouped wherever necessary.

Note No: 38 The figures have been rounded off to the nearest rupee.

For Niranjana & Narayan

Chartered Accountants,
Firm Registration No. 005899S

Sd/-

CA P Venumadhava Rao

Partner

Membership No: 202785

Place: Hyderabad

Date: 30.05.2019

For and on behalf of the Board of

Adroit Infotech Limited

Sd/-

S Sudhakiran Reddy

Managing Director

DIN: 01436242

Sd/-

Shradha Somani Company

Company Secretary &

Compliance Officer

ATTENDANCE SLIP**Adroit Infotech Limited**

Plot # 7A, MLA Colony, Road # 12, Banjara Hills, Hyderabad, Telangana, India - 500034.
Phone: +91-40 23552284/85/86 Fax : +91-40 23552283 I Web : www.adroitinfotech.com

(To be handed over at the registration counter situated near the entrance of the meeting venue)
29th Annual General Meeting – September 30, 2019

1. Full Name and registered address of the member (in BLOCK LETTERS)	
2. Full name of the proxy (in BLOCK LETTERS)	
3. Folio number / DP id., Client ID *	
4. Number of equity shares held	

I / We , being the registered shareholder / proxy for the registered shareholder** of the Company, hereby record my / our presence at the 29th Annual General Meeting of the company held on Monday, 30th September, 2019 at 09.00 A.M. at Plot No 66A, Road No 1 ,Jubilee Hills, Hyderabad -500033 and at any adjournment(s) thereof.

**Member's / Proxy's signature

* Applicable for investors holding shares in electronic form

** Strike-off whichever is not relevant.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password

Notes:

- Please read the instructions to exercise e-voting option printed under Note number 27 to the Notice convening the 29th Annual General Meeting of the Company printed in the accompanying Annual Report for 2019.
- Members are requested to bring their copy of the Annual Report and this Attendance Slip at the Annual General Meeting. Monday, 30th September, 2019 at 09.00 A.M. at # 8-2-696 & 697/CT/A, CT/B, CT/D, & CT/E, Road No. 12, Banjara Hills, Hyderabad - 500034 Telangana

PROXY FORM

Adroit Infotech Limited

Plot # 7A, MLA Colony, Road # 12, Banjara Hills, Hyderabad, Telangana, India - 500034.
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[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member	
Registered Address	
E Mail Id	
Folio No/Client ID	
DP ID	

I/We, being the member(s) of _____ shares of Adroit Infotech Limited, hereby appoint:

Name of the Proxy	
Address	
E Mail Id	
Signature	

or failing him/her

Name of the Proxy	
Address	
E Mail Id	
Signature	

or failing him/her

Name of the Proxy	
Address	
E Mail Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Monday September 30 - 2019, at 09:00 a.m., at # 8-2-696 & 697/CT/A, CT/B, CT/D, & CT/E, Road No. 12, Banjara Hills, Hyderabad - 500034 Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

PROXY FORM

I wish my above proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolution (s)	No. of Equity shares held by me	I/We assent to the resolution (For)	I/We Dissent to the resolution (Against)	I/We abstain to the resolution (Abstain)
	Ordinary Business				
1 a	Adoption of audited financial statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon				
1 b	Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2019				
2	To appoint a Director in place of Mrs. Sunitha Kuchakulla who retires by rotation and being eligible offers herself for re-appointment.				
3	Ratification of re-appointment of Statutory Auditor				
	Special Business				
4	Approval of appointment of Mr. Sunder Raj Nyayapathi as Independent Director				

Re-appointment of Mr.SudhaKiran Reddy as Director

Place :

Date :

Signed this _____ day of _____ 2019

Signature of Shareholder

Affix Revenue
Stamps

Signature of shareholder

Notes:

- (1) 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.
- (2) A Proxy need not to be a member of the Company.
- (3) Please put a 'X' in the Box in the appropriate column against the respective resolution. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.

FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS / NOTICES BY ELECTRONIC MODE

To
Venture Capital And Corporate Investments Private Limited
12-10-167,
Bharat Nagar
Hyderabad, 500018

Company : **ADROIT INFOTECH LIMITED**

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode. Please register my email address given below in your records for sending communication through email.

Name of Sole / First Holder : _____

DP ID / Client ID / Regd. Folio No. : _____

PAN No. : _____

E-mail Address : _____

Date:

Place:

(Signature of Member)

BOOK - POST



TO

IF UNDELIVERED PLEASE RETURN TO:



Adroit Infotech Limited

Registered Office :

Plot No. 7A, MLA Colony, Road # 12, Banjara Hills,
Hyderabad, Telangana, India - 500034.

Tel : +91-40 23552284/85/86 Fax : +91-40 23552283

CIN : L72300TG1990PLC01112

E mail : cs@adroitinfotech.com Web : www.adroitinfotech.com