



To

Date: 30.09.2022

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400001

Ref: Scrip code: 537985

Sub:- Proceedings of the 22nd Annual General Meeting in compliance with Regulation 30 of the SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

This is to inform you, that 22nd Annual General Meeting ("AGM") of M/s. Infronics Systems Limited was held on Friday, September 30, 2022 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on account of outbreak of Covid-19 (Coronavirus) Pandemic, deemed venue was Plot No: 30, 31, Brigade Towers, West Wing, First Floor, Nanakramguda, Financial District Hyderabad Rangareddi TG 500032 IN. The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and Circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI Listing Regulations.

As per the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Company had provided the facility of remote E-voting to the shareholders to enable them to cast their vote electronically to the resolutions proposed in the notice of the 22nd AGM. The Remote E-voting was open from Tuesday, September 27, 2022 at 9.00 a.m. (IST) to Thursday September 29, 2022 at 5.00 p.m. (IST) and e-voting conducted during the AGM.

Pursuant to provisions of Section 107 of the Act, there was no voting on the Resolutions by Show of Hands at the AGM and voting during the AGM was conducted through e-voting.

The Board of Directors had appointed CS K Surendra (M No: 34205, CP No: 12732) from M/s ASN & Associates, Practicing Company Secretaries, Visakhapatnam as a Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner. Mr. Surendra has carried out the scrutiny of all the electronic votes and he will submit his Report within 48 hours of the conclusion of AGM.



In this regard, please find enclosed the proceeding of the 22nd Annual General Meeting of the Company pursuant to Regulation 30 of the SEBI Listing Regulations.

Kindly take the same on record.

Thanking you.

Yours faithfully,
For Infronics Systems Limited



Trivikrama Reddy Kothinti
Whole Time Director
DIN: 07795482



Proceeding of the 22nd Annual General Meeting of the Company pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The 22nd Annual General Meeting (“AGM” or “Meeting”) of the Members of Infronics Systems Limited (“The Company”) was held on Friday, September 30, 2022 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on account of outbreak of Covid-19 (Coronavirus) Pandemic, deemed venue was the registered office of the Company at Plot No: 30, 31, Brigade Towers, West Wing, First Floor, Nanakramguda, Financial District Hyderabad Rangareddi TG 500032 IN. The meeting was held in compliance with the General Circular No. 2/2022 dated May 5, 2022, General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI / HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 issued by SEBI (collectively “SEBI Circulars”) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI Listing Regulations.

The Company Secretary welcomed all the Members present through VC. He informed the members that in view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its General Circulars issued by the Ministry of Corporate Affairs (MCA) and in accordance with and SEBI Circular dated January 15, 2021 and circular dated May 13, 2022 providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively “Applicable Circulars”), permitted the holding of the Annual General Meeting (“the Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular, the Meeting of the Company is held through VC and the Company had taken all requisite steps to enable Members to participate and vote on the items being considered in the AGM.

Company Secretary then introduced the directors present including Wholetime Director, Mr. Trivikrama Reddy Kothinti, Mr. Neerad Kumar Gajula, Director of the Company, Ms. Thanmai Gurijala, Non-Executive Independent Director, Ms. Konakanchi Deepthi, Non-Executive Independent Director and Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Mr. M V S Ramesh Varma, Director of the Company, Mr. Korada Srinivasarao, Non-Executive Independent Director and Ms. Navya Surapaneni, Chief Financial Officer of the Company, were present through Video Conferencing from their respective locations.

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CIN: L72200TG2000PLC033629



Further, Company Secretary informed that Ms. Namburu Satyavathi, Non-Executive Independent Director was unable to join the meeting due to certain health issues.

Further, Company Secretary has informed the Members about some basic instructions with respect to the participation at the AGM through VC. He further informed the Members about the presence of Directors, Scrutinizer and representative of Statutory Auditors and Secretarial Auditors.

It was further informed by the Company Secretary to the Members that in accordance with the Companies Act, 2013 & SEBI Listing Regulations, Company had provided facility to all the Members as on September 23, 2022 ("the Cut-off Date") to exercise their votes on the items of business given in the Notice through remote electronic voting system provided by the Central Depository Services (India) Limited (CDSL). The remote e-voting period commenced on Tuesday, September 27, 2022 at 9.00 A.M. (IST) and concluded on Thursday, September 29, 2022 at 5.00 P.M. (IST). The Company Secretary apprised the Members about the availability of e-voting system during the AGM for those present in the AGM and who have not cast their votes through remote e-voting.

The Company Secretary introduced the Chairman of the Board and requested him to take the Chair.

Mr. Trivikrama Reddy Kothinti, Wholetime Director of the Company, Chaired the meeting. He welcomed the members present at the meeting. The requisite quorum being present, the Chairman called the meeting in order.

As per the attendance record, 17 Members were present including 02 (Two) Directors who are also Shareholders.

Mr. Trivikrama Reddy Kothinti, Wholetime Director and Chairman of the Annual General Meeting starts by informing shareholders regarding Open offer that took place in the F.Y. 2022-23, and change in Management of the Company. Chairman talked about the mindset and vision of the new Management.

Proceeding further, Chairman shared the overall review of the financial year and initiatives taken by the company to strengthen the market position of the Company.

It was further informed by the chairman that there are no qualifications, observations or adverse comments in the Auditor's Report on the financial statements and qualifications in the Secretarial Audit Report for the financial year ended March 31, 2022, was appropriately addressed by the Board and necessary measures have already been taken by the Board to rectify the same in due course. The notice of the 22nd AGM, Report of the Board of Directors, Auditors Report and Secretarial Audit Report were taken as read with the permission of the Members present.

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He further informed that pursuant to MCA and SEBI Circulars the facility to appoint proxy to attend and cast vote on behalf of the Members is not available.

The Chairman proceeded towards the agenda items as per the Notice.

The following items of business as laid down in the Notice of 22nd AGM dated September 03, 2022, were taken as read at the meeting: -

S.No.	Description of Resolution	Type of Resolution
	Ordinary Business	
01	To receive, consider and adopt the Audited Balance Sheet as on March 31, 2022, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.	Ordinary Resolution
02	To appoint a director in place of Mr. M V S Ramesh Varma (DIN: 06680580) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
	Special Business	
03	To regularize appointment of Mr. Trivikrama Reddy Kothinti as a Director from Additional director and appointment as Whole-time Director of the Company.	Ordinary Resolution
04	Appointment of Ms. Thanmai Gurijala as an Independent Director of the Company.	Special Resolution
05	Appointment of Ms. Deepthi Konakanchi as an Independent Director of the Company.	Special Resolution
06	Appointment of Mr. Neerad Kumar Gajula as a Non-Executive Director of the Company.	Ordinary Resolution
07	To adopt new Memorandum of Association (MOA) of the Company, as per the Companies Act, 2013.	Special Resolution
08	To adopt new Articles of Association (AOA) of the Company, as per the Companies Act, 2013.	Special Resolution
09	To Alter the Main Object Clause of Memorandum of Association (MOA).	Special Resolution

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10	Appointment of Statutory Auditor to fill casual vacancy.	Ordinary Resolution
11	Appointment of Statutory Auditor.	Ordinary Resolution
12	Increase in the Borrowing Limit.	Special Resolution
13	Investments and Loans and Guarantees to any Body Corporates or Associations Of Persons (AOPs) or Firms or Hindu Undivided Family (HUFs) or Persons.	Special Resolution

Since, all the Resolutions were already put to vote through remote e-voting, there was no proposing and seconding of the Resolutions and no voting by “Show of Hands” during the meeting.

The Company Secretary invited Members who had registered themselves as speakers to ask questions or express their views.

- 1) Mr Praful Chavda
- 2) Mr. Reddeppa Gundluru
- 3) Mr. Kankanala Bharat Raj

As none of them participated/attended the meeting, the Chairman moved forward with the proceedings of the meeting.

Moving forward, The Chairman instructed that the e-voting window shall remain open for another 15 minutes and requested the Members who have not already voted, to vote through the e-voting system before the said time.

The Board of Directors had appointed CS K Surendra (M No: 34205, CP No: 12732) from M/s ASN & Associates, Practicing Company Secretaries, Visakhapatnam as a Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

The e-voting on the resolutions was conducted through remote e-voting and e-voting during the AGM.

It was announced that the voting results for the resolutions would be declared within 48 hours of the conclusion of AGM on receipt of the Scrutinizer's report and the Results/ Scrutinizer's report will be placed on the website of the Company, and the same shall also be submitted to the Stock Exchanges in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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The Chairman thereafter thanked the Members for attending and participating in the Meeting.

The meeting commenced at 11:00 AM (IST) and concluded at 11:30 AM (IST) (including time allowed for e-voting at AGM).

This is for your information and records.

Thanking you.

Yours faithfully,

For Infronics Systems Limited



Trivikrama Reddy Kothinti
Whole Time Director
DIN: 07795482