



**M&K Associates
Company Secretaries**

Suite #102, Pavani Plaza,
Khairatabad,
Hyderabad-500 004
Phone: 9948859300
E-mail: mail@mnklaws.com
Website: www.mnklaws.com

To,
The Members,
Adroit Infotech Limited,
CIN: L72300TG1990PLC011129
Plot No. 7A, MLA Colony, Road No. 12,
Banjara Hills, Hyderabad-500034, Telangana, India

Sub: Certificate pursuant to Regulation 163(2) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Pursuant to the requirements of Regulation 163(2) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue of Securities is in accordance with the requirements of the SEBI ICDR Regulations as applicable to the preferential issue of Securities. Accordingly, our scope of work did not include verification of compliance with other requirements of the SEBI ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

In respect of the proposed issuance of 30,00,000 (Thirty Lakh) Equity Shares and 60,00,000 (Sixty Lakh) Share Warrants of Rs. 10/- (Rupees Ten) each of Adroit Infotech Limited bearing CIN: L72300TG1990PLC011129 (hereinafter referred to as the “Issuer” or “Company”) having its Registered Office at # Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad-500034, Telangana, India, in terms of Notice dated June 30, 2022 convening the 32nd Annual General Meeting of the Company, We M&K Associates, Practicing Company Secretaries, have verified the relevant records and documents of the Issuer and state that:

In respect of Agenda item of the AGM Notice i.e., proposed preferential issue of Equity Shares and Share Warrants of Issuer, based on information, Explanations and representations provided by the Issuer we certify that the proposed preferential issue is in compliance with the provisions of Chapter V of SEBI ICDR Regulations.

Managements' Responsibility for the Statement

The Management is responsible for ensuring that the Company complies with the below requirements of the SEBI ICDR Regulations:

- i. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
- ii. Determination of the minimum price of equity shares in accordance with Regulation 164 of the SEBI ICDR Regulations.
- iii. Compliance with requirements of the other SEBI ICDR Regulations

for M&K Associates
Company Secretaries

Sd/-

Kushbu Vijayvargi
Partner
FCS No.: 11609
COP No.: 19680

Place: Hyderabad
Date: 01/07/2022
UDIN: F011609D000554571