

Date: September 09, 2025

To, BSE LIMITED Phiroze Jeejeebhoy Towers Dalal Street ,Mumbai – 400001 Tel:022-22721233/34 Fax: 022-22722131/2037/2061/41 Email: corp.relations@bseindia.com corp.compliance@bseindia.com Scrip Code: 532172	To, The National Stock Exchange Limited, Exchange Plaza, BandraKurla Complex, Bandra (East), Mumbai: 400051 Tel: 022-26598235/36/452 Fax: 022-26598237/38 Email: cmist@nse.co.in Scrip Code: ADROITINFO
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Dear Sir/Madam,

Sub: Minutes of the 35th Annual General Meeting held on Tuesday, 09th September 2025 at 09.00 A.M through Video Conferencing /Other Audio-Visual Means.

The minutes of the of the 35th Annual General Meeting ("AGM") of the Company held on Tuesday, September 09, 2025, at 9.00 am and concluded at 10.00 a.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM). The deemed venue of the AGM is the Registered Office of the Company i.e., Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad 500034.

Please find enclosed the summary of proceedings of 35th Annual General Meeting (AGM) of the Company pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request you to kindly take the same on record.

Thanking You,

for **Adroit Infotech Limited**


Piyush Prajapati
Company Secretary &
Compliance Officer



Encl: Above

**PROCEEDINGS OF 35th ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON
TUESDAY 09th SEPTEMBER, 2025:**

The 35th Annual General Meeting (the "AGM") of the Members of Adroit Infotech Limited (the "Company") was held on Tuesday, September 09, 2025 at 09:00 AM 1ST through video conferencing ("VC"), in compliance with the applicable provisions of the Companies Act, 2013, the Circular Nos.: - 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020 and 09/2023 dated 25th September, 2023, and latest being 09/2024 dated 19th September, 2024 (Collectively referred to as "the MCA Circulars") and The Securities and Exchange Board of India ("the SEBI") has also issued the Circular Nos.: - SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("Collectively referred to as "the SEBI Circulars"). In compliance with the MCA Circulars, the SEBI Circulars, provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015").

Directors Present:

- | | |
|--|-------------------|
| 1. Mr. Sudhakiran Reddy Sunkerneni | Managing Director |
| 2. Mr. Sridhar Pyata Reddy | Director |
| 3. Ms. Kanthi Reddy Sunkerneni | Director |
| 4. Mr. Raja Sekhar Reddy Jammula Venkata | Director |
| 5. Mr. Srinivas Ranganath Parankusam | Director |

In Attendance:

- | | |
|-------------------------------------|-------------------------|
| 1. Mr. Ravichandra Rao Badanidiyoor | Chief Financial Officer |
| 2. Mr. Piyush Prajapati | Company Secretary |
| 3. Mrs. Sarada Putcha | Scrutinizer |
| 4. Mr. Kandarp Kumar Dudhuria | Auditor |

Members' Present:

There were Thirty-Six (36) members present through VC/OAVM as per the records of the attendance

Mr. Sudhakiran Reddy Chairman of the Company chaired the meeting. The Chairman informed that this annual general meeting is being held through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. He requested other Directors to introduce themselves. The requisite quorum being present, the Chairman called the meeting to order. All the Directors of the Company attended the meeting.

The Chairman thereafter requested the Company Secretary to brief the Members regarding the arrangements made for the meeting. The Company Secretary informed that the Company has enabled the Members to participate at the 35th AGM through the video conferencing facility. The proceedings of the AGM are also being web-casted live for all the Members. It was further informed that the Members have been provided with the facility to exercise their right to vote by

electronic means, both through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Members joining the meeting through video conferencing, who have not already cast their vote by means of remote e-voting, may vote through e-voting facility provided at the AGM.

Thereafter, the Chairman declared that the notice of the 35th AGM, copies of audited financial statements for the year ended March 31, 2025, Board's and Auditor's report had been sent through electronic mode to those Members whose e-mail addresses had been registered with the Company or Depositories. Accordingly, the notice of the AGM and statutory auditor's report were taken as read. It was also informed that the original documents including the register of Director's shareholding, register of contracts, copies of audited financial statements, etc., were available for inspection.

The Chairman informed that the Auditors' Report do not contain any qualifications, observations, comments or other remarks which was accordingly taken as read.

The Chairman also stated that there were no observation/qualification/adverse remark in the Secretarial Audit Report.

The following items of business, as per the Notice of AGM, were transacted at the meeting. Shareholders were provided a facility to ask questions or express their views through VC, audio and through chat on the aforesaid resolutions. Clarifications were provided to the queries raised by the members. The resolutions were passed with the requisite majority.

All the items of business, as set out in the Notice of AGM, were transacted at the meeting.

S. No	RESOLUTIONS	Type of Resolution
ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as Ordinary Resolution:	Ordinary
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution.	Ordinary
3	To re-appoint Mr. Sudhakiran Reddy Sunkerneni (DIN: 01436242), who retires by rotation as a Director at this Annual General Meeting and being eligible seeks re-appointment and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:	Ordinary

SPECIAL BUSINESS		
1	Appointment of Mr. Srinivas Ranganath Parankusam (DIN: 02042457) as an Independent Director of the Company.	Special
2	Appointment of Mr. Raja Sekhar Reddy Venkata Jammula (DIN:11204525) as an Independent Director of the Company.	Special
3	To consider and approve of remuneration drawn by director from subsidiary company(ies) under employment	Special
4	To consider and approve the consequential matters related to the closure of the foreign subsidiary of the Company	Special
5	To consider approval of the consequent for Borrowing money(ies) for the purpose of business of the Company	Special
6	To consider and approve under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company	Special
7	Sell, Lease, Mortgage or otherwise dispose of whole or substantially whole of the undertaking of the Company	Special
8	To consider and approve the increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013:	Special
9	To consider and approve the Loan / Advance to Directors or Entities in which Directors are Interested u/s 185 of the Companies Act, 2013 and (also covered as Related Party Transaction under SEBI LODR Regulations):	Special
10	To consider and approve the related party transactions:	Special
11	Amendment/modification of Existing ESOP Scheme "AIL ESOP-2023 to Include Employees of Subsidiary Company(ies):	Special
12	Approval of Amended/Modified ESOP Scheme Name "AIL ESOP-2023"	Special

Chairman informed that Mrs. Sarada Putcha, (Membership Number:21717) Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the votes cast during the meeting and through remote e-voting method.

The Company had provided remote e-voting facility to its members to cast votes electronically on the resolutions set out in the Notice. The facility to vote at the meeting through electronic voting

system was also made available to the members who participated in the meeting who have not cast their votes through remote e-voting.

The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to the stock exchanges and also upload on the website of the Company.

The members those who have not voted in the remote e-voting process can exercise their votes in the meeting and 15 minutes time will be given to them for casting their votes after the conclusion of the meeting.

The results of the e voting will be hosted on the website of the company as well as will be announced in the websites of NSE & BSE within 2 Working Days of the closing of the meeting based on the scrutinizers report.

Chairman thereafter invited registered speaker members who wish to seek clarifications on the financial statements and the proposed resolutions and answered to their queries/questions.

After the Q&A session voting lines were kept open for 15 minutes to the shareholders to vote.

The Chairman then thanked all the Directors, Members, Invitees and all other stakeholders for their active participation at the AGM. The meeting concluded with a vote of thanks to the Chair.

The meeting commenced at 09:00 AM (IST) and concluded at 10:00 AM (IST) (including time allowed for e-voting at AGM).

The Company Secretary thereafter informed the members that the meeting is concluded with a note of thanks to the chair.

This is for your information and records.

Thanking you,

for **Adroit Infotech Limited**



Piyush Prajapati
Company Secretary &
Compliance Officer