July 20, 2026

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

Sub: Submission of 36th AGM notice which is dispatched to shareholders of the Company-reg..

Dear Sir/ Madam,

In compliance with the provisions of Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report 2025-2026 of the Company along with Notice of 36th Annual General Meeting of the Company scheduled on Friday, August 14, 2026 at 09:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regard.

Detailed instructions for remote e-voting, participation in the AGM through VC/OAVM mode and e-voting at the AGM are provided in the Notice of the AGM.

In terms of Regulation 46 of the SEBI Listing Regulations, the said Annual Report and Notice of the 36th AGM are available on the website of the Company: https://www.adroitinfotech.com/annual-reports.html

You are requested to take the same in your record.

Thanking you.

Yours faithfully,

for **Adroit Infotech Limited**

ADROIT INFOTECH LIMITED Hyderabad

Piyush Prajapati
Company Secretary &
Compliance Officer

Solutions Simplified

Adroit Infotech Limited

2025-2026

36th

ANNUAL REPORT

NOTICE

Notice is hereby given that the **36th Annual General Meeting (AGM)** of the Members of **M/s. Adroit Infotech Limited** ("the Company") will be held **on 14th August day, Friday, 2026 at 09.00 A.M**. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**:

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 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, 2026 AND THE REPORT OF THE AUDITORS THEREON AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**.

   "**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

3. **TO RE-APPOINT MS. KANTHI REDDY SUNKERNENI (DIN: 10732925), 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:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, ("the Act") **Ms. Kanthi Reddy Sunkerneni (DIN: 10732925),** who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **TAKING NOTE OF REVISION IN REMUNERATION OF GROUP CHIEF EXECUTIVE OFFICER AND GROUP CHIEF OPERATING OFFICER OF MATERIAL SUBSIDIARY.**

   "RESOLVED THAT the Board of Directors do hereby take note of the revision in remuneration of Mr. Naveen Naidu, Group Chief Executive Officer (Group CEO), and Mr. Satish Kumar Yadav, Group Chief Operating Officer (Group COO), who are designated as the Key Managerial Personnel of the Company and are employed with Verso Altima India Private Limited, a material subsidiary of the Company, with effect from 1st April, 2026, as approved by the Board of Directors of Verso Altima India Private Limited.

   RESOLVED FURTHER THAT the Board noted that the revision in remuneration has been approved by the Board of Directors of the material subsidiary after taking into consideration their roles and responsibilities, leadership, experience, performance, contribution to the growth and strategic objectives of the Group, prevailing industry benchmarks and market compensation practices.

   RESOLVED FURTHER THAT the Board also noted that the remuneration revision is in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, to the extent applicable**.**

RESOLVED FURTHER THAT the Board places on record its appreciation for the valuable contribution made by Mr. Naveen Naidu and Mr. Satish Kumar Yadav towards the sustained growth and operational excellence of the Company and its subsidiaries**.**

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer be and is hereby authorised to make necessary disclosures, filings and intimations, wherever required, and to do all such acts, deeds, matters and things as may be necessary for giving effect to this Resolution."

5. APPROVAL FOR FORFEITURE OF PARTLY PAID-UP EQUITY SHARES

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the rules made thereunder, the Articles of Association of the Company, the Letter of Offer issued in connection with the Rights Issue, and based on the recommendation of the Rights Issue Committee, the consent of the Board be and is hereby accorded for the forfeiture of **26,39,910** (Twenty-Six Lakh Thirty-Nine Thousand Nine Hundred and Ten) partly paid-up equity shares on which the holders thereof have failed to pay the outstanding First Call and/or Final Call monies within the stipulated timelines, despite the Company having issued due notices and provided adequate opportunities for payment**.**

RESOLVED FURTHER THAT the aforesaid **26,39,910** partly paid-up equity shares be and are hereby forfeited with effect from 22nd May, 2026, in accordance with the provisions of the Companies Act, 2013, the Articles of Association of the Company, the terms of the Rights Issue and other applicable laws.

RESOLVED FURTHER THAT upon such forfeiture, all amounts already paid by the holders of the aforesaid partly paid-up equity shares shall stand forfeited to the Company and the said shares shall cease to rank for any rights attached thereto from the effective date of forfeiture**.**

RESOLVED FURTHER THAT the Board authorises the Rights Issue Committee and the officers of the Company to take all consequential actions in relation to the forfeited shares, including maintaining the Register of Members, updating statutory records, making necessary filings and disclosures with the stock exchanges, the Registrar of Companies, depositories and other regulatory authorities, and to undertake such further actions, including reissue, cancellation or otherwise dealing with the forfeited shares, in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Articles of Association of the Company and other applicable laws**.**

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer be and is hereby authorised to sign, execute and file all necessary forms, returns, applications, intimations and documents and to do all such acts, deeds and things as may be necessary or expedient for giving effect to this Resolution."

SPECIAL BUSINESS:

1. APPROVAL FOR BORROWING POWERS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) read with Section 179(3)(d) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorized by the Board to exercise the powers conferred by this Resolution) to borrow, from time to time, such sum or sums of money, in one or more tranches, by way of loans, credit facilities, term loans, working capital facilities, external commercial borrowings, debentures, commercial papers or any other debt instruments or financial assistance from banks, financial institutions, bodies corporate or any other persons, whether secured or unsecured, upon such terms and conditions as the Board may deem fit in the best interests of the Company

RESOLVED FURTHER THAT the Board be and is hereby authorized to borrow such monies notwithstanding that the aggregate amount of monies so borrowed together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings shall not exceed Rs.100,00,00,000 (Rupees One Hundred Crore Only) by way of fund-based facilities and Rs.100,00,00,000 (Rupees One Hundred Crore Only) by way of non-fund-based facilities, over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

2. APPROVAL FOR CREATION OF CHARGE / MORTGAGE ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorized by the Board) to create, from time to time, such mortgages, charges, hypothecations, pledges, liens or other security interests, in addition to the existing security, on all or any part of the movable and/or immovable properties, tangible and/or intangible assets, both present and future, and/or the whole or substantially the whole of any undertaking(s) of the Company, in such form, manner and ranking, whether exclusive, pari-passu, subordinate or otherwise, as the Board may determine, in favour of banks, financial institutions, lenders, trustees, debenture trustees, agents or any other persons or entities for securing the borrowings and financial facilities availed or to be availed by the Company.

RESOLVED FURTHER THAT such security may be created for securing any loans, credit facilities, working capital facilities, term loans, external commercial borrowings, debentures (whether convertible or non-convertible), bonds, commercial papers or any other debt instruments or financial assistance together with interest, additional interest, default interest, commitment charges, costs, charges, expenses, premium, remuneration payable to trustees or agents, and all other monies payable by the Company in respect thereof, within the overall borrowing limits approved by the Members pursuant to Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such security, including the nature, extent and ranking thereof, to negotiate, finalise and execute all agreements, deeds, declarations, documents and writings, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution, including delegating any of its powers to any Committee of the Board or any Director(s) or Officer(s) of the Company, as may be deemed appropriate."

3. APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 FOR MAKING LOANS, GIVING GUARANTEES, PROVIDING SECURITIES AND MAKING INVESTMENTS.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution

"**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to:

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with any loan or other financial assistance to any person or other body corporate; and/or

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

from time to time, in one or more tranches, as the Board may consider expedient and in the best interests of the Company, notwithstanding that the aggregate of the loans, guarantees, securities and investments so far made together with those proposed to be made may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, provided that the aggregate outstanding amount of such loans, guarantees, securities and investments shall not, at any time, exceed Rs.100,00,00,000 (Rupees One Hundred Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such loans, guarantees, securities and investments, including the timing, amount, tenure, interest, security, purpose and all other matters incidental thereto, and to negotiate, finalise, execute and deliver all agreements, deeds, documents, writings and other instruments as may be necessary or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, including filing of necessary forms and returns with the Registrar of Companies or any other statutory authority, and to delegate all or any of its powers conferred herein to any Committee of the Board or any Director(s) or Officer(s) of the Company, as may be considered necessary or desirable for the effective implementation of this Resolution.

4. **APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013 FOR GRANT OF LOANS, GUARANTEES OR SECURITIES TO ENTITIES IN WHICH DIRECTORS ARE INTERESTED**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including Regulation 23 relating to Related Party Transactions, the Company's Policy on Related Party Transactions, and subject to such statutory approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to:

(a) advance any loan, including any loan represented by book debt;

(b) give any guarantee; and/or

(c) provide any security,

in connection with any loan or financial assistance granted to any entity in which any Director of the Company is interested, as specified under Section 185(2) of the Companies Act, 2013, including any subsidiary, associate company, joint venture or any other body corporate or person covered under the said provisions, from time to time, in one or more tranches, on such terms and conditions, including the rate of interest, tenure, repayment and security, as the Board may deem fit and in the best interests of the Company, provided that the aggregate outstanding amount of such loans, guarantees and securities shall not exceed Rs.50,00,00,000 (Rupees Fifty Crore Only) at any point of time**.**

RESOLVED FURTHER THAT the Board shall ensure that the loans are utilised by the borrowing entity for its principal business activities in compliance with the provisions of Section 185 of the Companies Act, 2013 and that all transactions shall be undertaken on an arm's length basis, wherever applicable, and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT where any transaction proposed under this Resolution also qualifies as a Related Party Transaction under the SEBI LODR Regulations or any other applicable law, the same shall be undertaken only after obtaining such approvals of the Audit Committee, the Board of Directors and the Members, wherever required under the Companies Act, 2013, the SEBI LODR Regulations and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all agreements, deeds, documents, declarations and other writings as may be necessary, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution, including delegation of any of its powers to any Committee of the Board or any Director(s) or Officer(s) of the Company.

5. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS UNDER REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the applicable SEBI circulars issued from time to time, the Company's Policy on Related Party Transactions, and subject to such statutory modifications, amendments or re-enactments thereof for the time being in force, the approval of the Members of the Company be and is hereby accorded for entering into the Material Related Party Transaction(s) and/or continuing with the existing Material Related Party Transaction(s), as detailed in the Explanatory Statement annexed to this Notice, with the related party(ies) identified therein, during the period specified therein, on such terms and conditions and for such aggregate value as set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof, including the Audit Committee, or any person(s) authorised by the Board) be and is hereby authorised to negotiate, finalise, amend, modify, renew and execute all agreements, contracts, arrangements and other documents, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution and to take all such steps as may be required to give effect to the transactions approved herein, subject to compliance with the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT all Related Parties, whether or not they are parties to the particular transaction(s), shall abstain from voting on this Resolution in accordance with Regulation 23 of the SEBI LODR Regulations

6. APPROVAL FOR MODIFICATION OF "AIL ESOP-2023" AND IMPLEMENTATION THROUGH "ADROIT INFOTECH EMPLOYEES WELFARE TRUST".

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company, and subject to such statutory approvals, permissions and sanctions as may be necessary, the approval of the Members of the Company be and is hereby accorded for modification of the Employee Stock Option Scheme, namely 'AIL ESOP-2023', implemented through the 'Adroit Infotech Employees Welfare Trust' ("Trust"), to provide, inter alia, that:

(a) the Company may provide financial assistance, including by way of loan(s), advance(s) or other permissible funding, to the Trust from time to time, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI SBEB & SE Regulations, for the purpose of acquisition of equity shares and implementation of the Scheme;

(b) the Trust shall be authorised to acquire equity shares of the Company through direct subscription (primary acquisition), secondary acquisition from the recognised stock exchanges, or a combination of both, in accordance with the provisions of the Scheme and applicable laws;

(c) the Board of Directors, the Nomination and Remuneration Committee and the Trustees of the Adroit Infotech Employees Welfare Trust shall have the authority to determine the quantum, timing, manner and terms of funding, acquisition, holding, transfer and utilization of shares by the Trust in accordance with the Scheme and applicable laws.

RESOLVED FURTHER THAT the existing Employee Stock Option Scheme, Trust Deed, Trust Rules, Administration Policy and all related documents be and are hereby amended to the extent necessary to give effect to the aforesaid modifications.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include the Nomination and Remuneration Committee, the Trustees of the Adroit Infotech Employees Welfare Trust or any other Committee/person authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, execute all agreements, documents and writings, make applications, filings and obtain approvals from the Stock Exchanges, SEBI and other statutory authorities as may be necessary for implementing the aforesaid modifications and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make such further amendments or modifications to the Scheme as may be required by any statutory or regulatory authority or pursuant to any amendment in applicable laws, provided such modifications are not detrimental to the interests of the employees to whom options have already been granted under the Scheme."

"RESOLVED THAT pursuant to the provisions of Sections 62(1)(b), 67, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for modification of the existing Employee Stock Option Scheme of the Company titled 'AIL ESOP-2023', as previously approved by the Members, to enable implementation and administration of the Scheme through a trust route by establishing an employee welfare trust in the name and style of 'Adroit Infotech Employees Welfare Trust' ('Trust')."

RESOLVED FURTHER THAT the Trust shall be constituted for the purpose of implementing and administering the **AIL ESOP-2023 Scheme** and shall act in accordance with the provisions of the SEBI SBEB Regulations, the Trust Deed, the Scheme and such other applicable laws as may be in force from time to time.

RESOLVED FURTHER THAT the Trust be and is hereby authorized to acquire, hold, transfer, deal in and/or allocate equity shares of the Company for the benefit of eligible employees under **the AIL ESOP-2023 Scheme**, in accordance with the provisions of the SEBI SBEB Regulations and the terms of the Scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Nomination and Remuneration Committee (Compensation Committee) be and are hereby authorized to formulate, approve and execute the Trust Deed, Trust Bye-Laws, Trust Funding Policy, Share Acquisition Policy and such other documents as may be required for the effective implementation of the Trust.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee be and are hereby authorized to appoint and/or remove Trustees, determine their powers and duties and take all necessary actions for the administration of the Trust and the Scheme.

RESOLVED FURTHER THAT the Company be and is hereby authorized to provide financial assistance, loan, guarantee, security, contribution, grant or such other funding support to the Trust, from time to time, in accordance with the provisions of the Companies Act, 2013 and the SEBI SBEB Regulations, for the purpose of acquisition and holding of shares for implementation of the Scheme.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to grant options, determine vesting conditions, exercise price, exercise period and other terms and conditions under the Scheme and to make such modifications as may be required by regulatory authorities from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, applications, forms, writings and instruments as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, stock exchanges, SEBI and any other statutory authority."

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has issued General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and the latest General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), permitting companies to conduct their Annual General Meetings ("AGMs") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue.
2. The Securities and Exchange Board of India ("SEBI") has also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as the "SEBI Circulars"), prescribing the procedure for holding AGMs through VC/OAVM by listed entities.
3. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("the Act"), the MCA Circulars, the SEBI Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the 36th Annual General Meeting ("AGM") of the Company is being convened through VC/OAVM without the physical presence of the Members at a common venue.
4. The deemed venue for the AGM shall be the Registered Office of the Company.
5. The instructions for participation in the AGM through VC/OAVM and the process for remote e-voting and e-voting during the AGM are provided in this Notice.
6. Since this AGM is being held through VC/OAVM, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of the Proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice. However, a Body Corporate Member are entitled to appoint an Authorised Representatives to attend the AGM through VC/OAVM and participate there at and cast their votes

through e-voting. The Body Corporate Member intending to authorize its Representative to attend the AGM is requested to submit to the Company, a certified true copy of the Board Resolution/Authorization document, authorizing their Representative to attend and vote, on its behalf at the AGM.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

8. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cssaradacertifications@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

11. 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 and e-voting are given in these notes. 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.

12. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the items of Special Business as set out above is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking **re-appointment as Director under Item No.3** of the Notice, are also annexed.

13. The Register of Members and Share Transfer Books will remain closed from **Tuesday, August 04, 2026 to Friday, August 14, 2026 (both days inclusive).**

14. 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.

15. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Venture Capital and Corporate Investments Private Limited ("RTA") for assistance in this regard.

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 RTA.

17. This AGM Notice is being sent to all the Members; whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL"), It shall also be available on the website https://www.adroitinfotech.com/news-room.html.

18. The Board of Directors of the Company (the "Board") has appointed **Mrs. Sarada Putcha (Membership Number: 21717), Company Secretaries**, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

19. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent.

20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

21. 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.

22. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him / her shall vest in the event of his / her death. Members desirous of availing this facility may submit nomination in prescribed Form SH - 13 to the Company / RTA, in case of shares held in physical form, and to their respective depository participant, if held in electronic form.

23. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

24. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

25. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before Monday, August 03, 2026 through email on cs@adroitinfotech.com. The same will be replied by the Company suitably.

26. No Dividend on equity shares is recommended by the Board of Directors for the Financial Year ended March 31, 2026.

27. In compliance with the aforesaid MCA and SEBI Circulars Notice of the AGM along with the Annual Report 2025-2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-2026 will also be available on the Company's website https://www.adroitinfotech.com/news-room.html, and the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. In case of any queries regarding the Annual Report, the Members may write to cs@adroitinfotech.com receive an email response.

28. Instructions for remote e-voting, e-voting at AGM and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS:

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

ii. The Board of Directors of the Company has appointed **Mrs. Sarada Putcha (Membership Number: 21717), Company Secretary as Scrutinizer** to scrutinize the process for the AGM in a fair and transparent manner.

iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again and if casted again, then the same shall not be counted.

iv. 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, 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.

v. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date, may obtain the User ID and password for Remote e-voting by sending email to CDSL. intimating DP ID and Client ID / Folio No. at www.evotingindia.com

vi. The remote e-voting period commences on from **Monday, August 10, 2026 (9:00 A.M. IST) and ends on Thursday, August 13, 2026 (5:00 P.M. IST**). During this period, Members holding shares either in physical form or in dematerialized form, as on **Monday, August 3, 2026** i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

vii. 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.

viii. The Scrutinizer, after scrutinizing the votes cast at the meeting through e-voting and through Remote e-voting, will, not later than 48 hours 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 and on the website of CDSL at www.evotingindia,com. The results shall simultaneously be communicated to the Stock Exchanges.

ix. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., on Friday, August 14, 2026.

x. The details of the process and manner for remote e-voting are explained herein below:

a. The voting period begins from **Monday, August 10, 2026 (9:00 A.M. IST) and ends on Thursday, August 13, 2026 (5:00 P.M. IST**). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date on Monday, August 3, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the Demat account holders**, **by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

I. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and My Easi New (Token) Tab 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in Demat mode) login through their **Depository Participants**	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

II. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on “Shareholders” module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

f. After entering these details appropriately, click on “SUBMIT” tab.

g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.

h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

i. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

j. 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.

k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

l. 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.

m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

o. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

III. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login 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.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@adroitinfotech.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 (three) **days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at cs@adroitinfotech.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) **days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at cs@adroitinfotech.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

29. General Guidelines for Shareholders

a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on https://www.evoting.cdsl.com to reset the password

b. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

c. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Future-x, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

30. Other Instructions

a. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.adroitinfotech.com and on the website of CDSL https://www.evoting.cdsl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By the Order of the Board of Directors
Adroit Infotech Limited

Sd./-
Piyush Prajapati
Company Secretary
Membership No A48320

Place: Hyderabad
Date: July 20, 2026

Registered Office:
#Plot No. 7A, MLA Colony, Road No. 12
Banjara Hills, Hyderabad – 500034
CIN: L72300TG1990PLC011129
Tel: + 91 40 23552284/85, Email: cs@adroitinfotech.com,
Website: www.adroitinfotech.com

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under Item No. 1 to 11 of the accompanying Notice dated: 12th August, 2025 convening the 35th Annual General Meeting of the Company scheduled for 09th September, 2025.]

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 and 11 of the accompanying Notice:

Item No. 1

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company cannot borrow monies, where the amount to be borrowed, together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company, except with the approval of the Members by way of a Special Resolution.

The Company, in the ordinary course of its business, may require additional financial assistance from time to time to meet its business requirements, including working capital requirements, capital expenditure, expansion of business operations, acquisition of assets, investment in subsidiaries or joint ventures, refinancing of existing borrowings, and other general corporate purposes. Accordingly, it is considered desirable to authorise the Board of Directors to borrow monies, as and when required, within the limits approved by the Members.

The Board has therefore recommended seeking the approval of the Members to authorise borrowing of monies up to an aggregate limit of Rs.100 Crore (Rupees One Hundred Crore Only) by way of fund-based facilities and Rs.100 Crore (Rupees One Hundred Crore Only) by way of non-fund-based facilities, over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

The proposed borrowing limit is an enabling approval and does not necessarily imply that the Company will immediately borrow the entire sanctioned amount. The actual borrowings shall be undertaken by the Board from time to time based on the Company's business requirements, cash flows, capital expenditure plans, and financial position, and shall be subject to applicable statutory and regulatory requirements.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 2

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company can create a mortgage, charge or other security on the whole or substantially the whole of the undertaking(s) of the Company only with the approval of the Members by way of a Special Resolution.

In order to facilitate borrowing of funds for the Company's business requirements, including working capital requirements, capital expenditure, expansion plans, acquisition of assets, refinancing of existing borrowings and other general corporate purposes, the Company may be required to create mortgages, charges, hypothecations, pledges or other security interests over its movable and/or immovable properties and assets in favour of banks, financial institutions, lenders, trustees or other financing agencies.

The proposed Resolution is an enabling resolution authorising the Board of Directors to create such security interests as may be required by lenders while availing financial assistance, subject to the overall borrowing limits approved by the Members under Section 180(1)(c) of the Companies Act, 2013. The creation of such security is a standard requirement in financing arrangements and will enable the Company to access funds on competitive terms for its business operations and future growth.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 3

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company may make loans, provide guarantees or securities, or acquire securities of any other body corporate within the limits specified under Section 186(2) of the Act. Where the aggregate value of such loans, guarantees, securities and investments exceed the prescribed statutory limits, prior approval of the Members by way of a Special Resolution is required.

Considering the nature of the Company's business and its future business plans, strategic investments, support to subsidiaries, joint ventures, associates and other body corporates, as well as treasury and business requirements, the Company may, from time to time, be required to make investments, extend loans, provide guarantees or furnish securities in excess of the limits specified under Section 186(2) of the Act.

Accordingly, the approval of the Members is sought to authorise the Board of Directors to make loans, provide guarantees, furnish securities and make investments, from time to time, up to an aggregate outstanding limit of Rs.100 Crore (Rupees One Hundred Crore Only).

The proposed Resolution is an enabling approval intended to facilitate operational flexibility and enable the Company to respond efficiently to business opportunities and funding requirements while ensuring compliance with the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 4

Section 185 of the Companies Act, 2013 permits a company, subject to the approval of the Members by way of a Special Resolution and fulfillment of the prescribed conditions, to advance loans, including loans represented by book debts, or provide guarantees or securities in connection with loans to entities in which any Director of the Company is interested.

The Company, in the ordinary course of its business, may be required to provide financial assistance by way of loans, guarantees or securities to its subsidiaries, associate companies, joint ventures or other eligible entities for meeting their business requirements, working capital needs, capital expenditure, expansion plans or other business purposes. Such financial assistance may also be regarded as a Related Party Transaction under the SEBI LODR Regulations and shall accordingly be subject to the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and the Company's Policy on Related Party Transactions.

Accordingly, the approval of the Members is sought to authorise the Board of Directors to grant loans, provide guarantees and/or furnish securities up to an aggregate outstanding limit of Rs.50 Crore (Rupees Fifty Crore Only), subject to compliance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

The proposed Resolution is an enabling resolution intended to provide operational flexibility to the Company for supporting the legitimate business requirements of eligible entities while ensuring full compliance with the applicable legal and regulatory framework.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their interest in the borrowing entity, if any, is concerned or interested, financially or otherwise, in the Resolution.

Item No. 5

The Company, in the ordinary course of its business, enters into transactions with its related parties for purchase and sale of goods and services, availing and rendering of services, reimbursement of expenses, leasing of assets, financial support, loans, guarantees, securities, investments and such other transactions as may be necessary for efficient business operations.

Pursuant to Regulation 23 of the SEBI LODR Regulations, all Material Related Party Transactions and subsequent material modifications thereto require the prior approval of the Members by way of an Ordinary Resolution, irrespective of whether such transactions are in the ordinary course of business and/or on an arm's length basis. Further, all related parties are required to abstain from voting on such resolutions.

The Audit Committee and the Board of Directors have reviewed the proposed transactions and are satisfied that the same are in the interests of the Company and are intended to facilitate its business operations. Accordingly, the approval of the Members is sought for the Material Related Party Transactions proposed to be entered into during the period specified in the accompanying statement.

The particulars of the proposed Material Related Party Transactions, including the name of the related party, nature of relationship, material terms, value of the transaction, tenure, purpose and other disclosures as prescribed under the SEBI LODR Regulations and the applicable SEBI Circulars, are provided in the Annexure to this Explanatory Statement and form an integral part of this Notice.

Except to the extent of their shareholding and/or interest in the respective related party transactions, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

Item No. 6

The Members of the Company had earlier approved the Employee Stock Option Scheme namely **"AIL ESOP-2023",** which is administered through the **Adroit Infotech Employees Welfare Trust** in accordance with the provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Company continuously reviews its employee compensation framework to ensure that the Scheme remains effective in attracting, motivating and retaining talented employees and aligns with the long-term interests of the Company and its stakeholders.

In order to provide greater operational flexibility in implementing the Scheme, it is proposed to modify the Scheme to enable the Company to fund the Trust by way of loans or other permissible financial assistance, in accordance with the applicable provisions of the SEBI SBEB & SE Regulations. The proposed modification would also authorise the Trust to acquire equity shares of the Company through **direct subscription (primary acquisition), secondary acquisition through recognised stock exchanges, or a combination of both**, depending upon the business requirements, market conditions and regulatory framework prevailing at the relevant time.

The proposed modification will facilitate efficient implementation of the Scheme, optimise the funding mechanism of the Trust, ensure timely availability of shares for allocation to eligible employees and provide flexibility in administering the Scheme without altering its fundamental objectives.

The proposed amendments do not adversely affect the rights of the employees who have already been granted options under the Scheme. The modifications are in conformity with the provisions of the Companies Act, 2013 and the SEBI SBEB & SE Regulations, 2021.

A certificate from the Secretarial Auditor/Practising Company Secretary confirming that the modified Scheme complies with the applicable provisions of the Companies Act, 2013 and the SEBI SBEB & SE Regulations, 2021 will be available for inspection by the Members through electronic means during the period specified in the Notice and shall also be available at the Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution except to the extent of the stock options that may be granted to them, if any, under the Scheme, in accordance with the applicable provisions of the Scheme and the SEBI SBEB & SE Regulations.

PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Appointment/Re-appointment of Directors are given below:

Name of the Director	**Mr. Kanthi Reddy Sunkerneni**
Category	Director
DIN	10732925
Date of Birth and Age	31 yrs
Qualification	MBBS, MS (Ophthalmology)
Nature of Expertise/Experience	Mrs. Kanthi Reddy Sunkerneni holds MBBS, MS (Ophthalmology) qualification. She possesses rich experience in Management and Administration Matters include leadership, team management, the ability to monitor, manage risk, negotiation skills, research and strategy, business intelligence and networking in the medical field.
First Appointment on the Board	07-08-2024
Terms & Conditions of Appointment/ Re-appointment	Director liable to retire by rotation
Remuneration Details	Nil
No. of shares held in Adroit Infotech Limited as at March 31, 2026	19,65,000
Relationship with other Directors/ Manager/KMP	Ms. Kanthi Reddy Sunkerneni Non-Executive Non-Independent Directors is daughter of Mr. Sudhakiran Reddy Sunkerneni Managing Director
No. of Board meetings attended out of 6 meetings held during the year 2025-26	(1out of 5)
Other Directorships	**Listed Public Companies:**
	None
	Private Companies:
	None
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2026	None

Place: Hyderabad
Date: July 20, 2026

Adroit Infotech Limited

Sd./-
Piyush Prajapati
Company Secretary
Membership No A48320

Registered Office:
#Plot No. 7A, MLA Colony, Road No. 12
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