

August 14, 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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Sub: Submission of Annual Report 2024-25 and Notice of 35th Annual General Meeting Under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 2024-25 of the Company along with Notice of 35th Annual General Meeting of the Company scheduled on Tuesday, September 09, 2025 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 35th 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


Piyush Prajapati
Company Secretary &
Compliance Officer



CORPORATE INFORMATION

Board of Directors:

Sudhakaran Reddy Sunkerneni	Managing Director
Sridhar Pyata Reddy	Non-Independent Director
Kanthi Reddy Sunkerneni	Non-Independent Director
Venkateshwara Reddy Varri	Independent Director
Srinivas Ranganath Parankusam	Additional/Independent Director
Raja Sekhar Reddy Venkata Jammula	Additional/Independent Director

Key Managerial Person:

Sudhakaran Reddy Sunkerneni	Managing Director
Ravichandra Rao Badanidiyoor	Chief Financial Officer
Piyush Prajapati	Company Secretary & Compliance Officer

Statutory Committees;

Audit Committee:

Srinivas Ranganath Parankusam	Chairman
Sudhakaran Reddy Sunkerneni	Member
Raja Sekhar Reddy Venkata Jammula	Member

Nomination & Remuneration Committee:

Venkateshwara Reddy Varri	Chairman
Sridhar Reddy Pyata	Member
Srinivas Ranganath Parankusam	Member

Stakeholders and Relationship Committee:

Raja Sekhar Reddy Venkata Jammula	Chairman
Venteshwara Reddy Varri	Member
Sridhar Reddy Pyata	Member

Rights Issue Committee

Srinivas Ranganath Parankusam	Chairman
Venteshwara Reddy Varri	Member
Sudhakaran Reddy Sunkerneni	Member

Registered and Corporate Office:

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

Statutory Auditors:

M/s. Rao and Shyam,
Chartered Accountants
110, Taramandal Complex, Saifabad,
Khairatabad, Hyderabad, Telangana - 500016

Internal Auditors:

M/s. D Ravi & Co.
Plot No. 648, Flat No-302, 3rd Floor, Gokul Plots
KPHB 9th Phase, Kukatpally, Hyderabad – 86

Bankers:

HDFC BANK LIMITED

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

AXIS BANK LIMITED

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

Registrar and Share Transfer Agents:

Venture Capital and Corporate Investments Private Limited

“AURUM”, Door No.4-50/P-II/57/4F & 5F,
Plot No.57, 4th & 5th Floors, Jayabheri
Enclave Phase – II, Gachibowli, Hyd 500 032
Phone: +91 040-23818475/76/23868023,
E mail: info@vccilindia.com

Stock Exchanges:

National Stock Exchange of India Limited
Bombay Stock Exchange Limited

NOTICE

Notice is hereby given that the **35th Annual General Meeting (AGM)** of the Members of **M/s. Adroit Infotech Limited** ("the Company") will be held on 09th September day, Tuesday, 2025 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, 2025 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, 2025 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, 2025 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, 2025 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

3. To re-appoint Mr. Sudhakaran 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:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, ("the Act") **Mr. Sudhakaran Reddy Sunkerneni (DIN: 01436242)**, who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

1. **Appointment of Mr. Srinivas Ranganath Parankusam (DIN: 02042457) as an Independent Director of the Company.**
To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") including any statutory modification(s) or reenactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, **Mr. Srinivas Ranganath Parankusam (DIN: 02042457)** who was appointed as an Additional Director in the category of Non-Executive Independent Director of the company **w.e.f. 22.07.2025** by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 22.07.2025 to 20.07.2030 and not liable to retire by rotation."

2. **Appointment of Mr. Raja Sekhar Reddy Venkata Jammula (DIN:11204525) as an Independent Director of the Company.**
To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) including any statutory modification(s) or reenactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, **Mr. Raja Sekhar Reddy Venkata Jammula (DIN:11204525)** who was appointed as an Additional Director in the category of Non-Executive-Independent Director of the company **w.e.f. 22.07.2025** by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive, Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 22.07.2025 to 20.07.2030 and not liable to retire by rotation.”

3. To consider and approve of remuneration drawn by director from subsidiary company(ies) under employment

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 Sections 2(94), 188, 197, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the said Act and the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactments thereof, approval of the members be and is hereby accorded for the remuneration drawn by **Mr. Sudhakaran Reddy Sunkerneni (DIN: 01436242), Managing Director** of the Company, from **M/s. Verso Altima India Private Limited** in his capacity as an employee **Director** of the said subsidiary with effect from 01st April, 2025, on such terms and conditions including remuneration as detailed in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including making necessary disclosures, filings and compliances with the applicable laws.”

4. To consider and approve the consequential matters related to the closure of the foreign subsidiary of the Company

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and other applicable laws, rules, and regulations (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Board be and is hereby accorded for the closure/winding up/voluntary liquidation of the Company’s foreign subsidiary, **Adroit Infotech US Inc** incorporated in **United States of America**, as the said entity is no longer operational and is not considered material under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the closure of the said subsidiary does not qualify as a material event under Regulation 30 of the SEBI (LODR) Regulations, 2015 and therefore does not warrant separate disclosure to the stock exchanges.

RESOLVED FURTHER THAT **Mr. Sudhakaran Reddy Sunkerneni**, Managing Director of the Company be and is hereby authorised to take all necessary steps for the closure, including appointment of consultants, filing of documents with regulatory authorities in United States of America (USA), and executing and signing any necessary forms, documents, undertakings, or agreements for and on behalf of the Company.

RESOLVED FURTHER THAT **Mr. Piyush Prajapathi** Company Secretary and Compliance Officer of the Company be and is hereby authorised to issue a certified true copy of the resolution and take all incidental and consequential steps to give effect to this resolution.”

5. To consider and approve of the consequent for Borrowing money(ies) for the purpose of business of the Company

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

“RESOLVED THAT pursuant to Section 179(3)(d), Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (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 and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 50 crores/- (Rupees Fifty Crore Only) by way of fund-based facilities and Rs. 100 Crores (One Hundred Crore Only) by way of non-fund-based facilities over and above the aggregate, of the paid-up share capital and free reserves of the Company.”

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:

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 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members 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 of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or nondetachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

7. Sell, Lease, Mortgage or otherwise dispose of whole or substantially whole of the undertaking of the Company

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create mortgage (s) and/or charge (s) and/or hypothecation (s), in such form and manner and with such ranking and at such time and terms as the Board may determine, on all or any of its movable and / or immovable properties and assets of the Company wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the such movable and/or immovable properties and / or undertaking of the Company in favour of Financial Institution (s)/ Bank(s)/ Lender (s)/ Agent (s)/ Trust (s) for securing the borrowings availed/ to be availed by the Company, by way of loan (s) and/or securities issued/ to be issued by the Company time to time, subject to the limits specified under section 180(1)(c) of the Companies Act, 2013, together with interest, cost, charges and expenses thereon.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

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:

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (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 of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively not exceeding the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

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):

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s Policy on Related Party Transactions and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”

which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or Director/s or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) for the financial year 2025-26, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

10. To consider and approve the related party transactions:

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 188 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table(s) forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm’s length basis, within the aggregate limits and during the financial years as mentioned in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

11. Amendment/modification of Existing ESOP Scheme “AIL ESOP-2023 to Include Employees of Subsidiary Company(ies):

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 other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), and other applicable laws, consent of the members be and is hereby accorded to alter the “**AIL ESOP-2023**” (“Scheme”), to extend the benefits of the Scheme to the eligible employees of the subsidiary company(ies) of the Company (Adroit Infotech Limited), whether in India or abroad, as may be determined by the Nomination and Remuneration Committee from time to time.

Subsidiary company(ies) are as under:

1. Verso Altima India Private Limited – Mumbai India
2. Adroit Infotech LLC FZ – United Arab Emirates
3. Verso Altima India Pte. Ltd.- Singapore

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps and give all such directions as may be necessary, expedient or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, without requiring the Board to seek any further consent or approval of the members of the Company.

12. Approval of Amended/Modified ESOP Scheme Name “AIL ESOP-2023”

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 other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), (“Act”) read with the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, (“Rules”) and in accordance with the applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant circular(s)/ notification(s)/clarification(s) etc., issued by SEBI in this regard (collectively referred to as the “SEBI SBEB Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable laws, rules and regulations, including in each case any modifications thereof or supplements thereto (collectively, “Applicable Laws”), and the provisions of Memorandum and Articles of Association of the Company and subject to such approvals, permissions and sanctions of any regulatory or other authorities as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee, including the Nomination & Remuneration Committee (“NRC”), which the Board has constituted or may hereafter constitute to act as the “Compensation Committee” under the SEBI SBEB Regulations, to exercise its powers including the powers conferred by this Resolution), the consent of members of the Company be and is hereby accorded to the Board to introduce and implement the amended/modified scheme “Adroit Infotech Limited - Employee Stock Options Plan 2023” (“AIL ESOP-2023”), the salient features of which are detailed in the Explanatory Statement to this resolution, and to create, grant, vest, offer, issue and allot, from time to time, in one or more tranches, to or for the benefit of such person(s) who are employees as designated by the Company, exclusively working in India or outside India and to such other person(s) as may be decided by the Board and/or permitted under the SEBI SBEB Regulations and other Applicable Laws (other than promoters or persons belonging to the promoter group of the Company/Subsidiaries, Independent Directors, and Directors who either himself or through his relative or through anybody corporate, holding directly or indirectly more than 10% of the outstanding equity shares of the Company) selected on the basis of criteria decided by the Board in terms of the AIL ESOP-2023 (hereinafter collectively referred to as the “Eligible Employees”), up to 50,00,000 (Fifty Lakh) stock options exercisable into equity shares of the Company (such stock options, the “Options”) under the AIL ESOP-2023, in one or more tranches, exercisable into not more than 50,00,000 (Fifty Lakh) fully paid-up equity shares in the Company in aggregate of face value of Rs. 10 (Rupees Ten) each of the Company, at such price or prices, and on such terms and conditions as may be fixed or determined by the Board in accordance with the AIL ESOP-2023 and in compliance with the SEBI SBEB Regulations and other Applicable Laws.”

RESOLVED FURTHER THAT the draft notice of the general meeting including explanatory statement, as placed before the meeting, be and is hereby approved and the Company Secretary be and is hereby authorised to issue the same to the shareholders and to take all steps necessary to convene the general meeting.

RESOLVED FURTHER THAT Mr. Sudhakiran Reddy Sunkerneni Managing Director and Mr Piyush Prajapathi Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign and file necessary forms with the Registrar of Companies, make disclosures to stock exchanges, issue letters of grant and do all such acts, deeds, and things as may be necessary to give effect to this resolution

NOTES:

1. The Ministry of Corporate Affairs ("MCA") issued the General 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") has allowed conducting Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue. 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-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("Collectively referred to as "the SEBI Circulars") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM without the physical presence of the Members at a common venue. 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"), In terms of the said circulars, the 34th Annual General Meeting ("AGM") of the Members will be held through VC/ OAVM, which does not require the physical presence of the Members. The deemed venue for the AGM shall be the Registered Office of the Company. In accordance with the MCA Circulars.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.

9. The Register of Members and Share Transfer Books will remain closed from Friday, August 30, 2025 to Tuesday, September 09, 2025 (both days inclusive).
10. The members who have not surrendered their old share certificates (Issued by the then M/s. Color (chips) India Limited, now known as Adroit Infotech Limited, under the change of name) are requested to surrender their old share certificates to M/s. Adroit Infotech Limited at their registered office: Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad - 500034 obtain their new share certificates of this Company.
11. 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.
12. 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.
13. 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>.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. 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.

20. 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.
21. 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 Friday, August 30, 2025 through email on cs@adroitinfotech.com. The same will be replied by the Company suitably.
22. No Dividend on equity shares is recommended by the Board of Directors for the Financial Year ended March 31, 2025.
23. In compliance with the aforesaid MCA and SEBI Circulars Notice of the AGM along with the Annual Report 2024-25 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 2023-24 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.
24. 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 Saturday September 06, 2025 (9:00 A.M. IST) and ends on Monday September 08, 2025 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 29, 2025 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 Tuesday, September 09, 2025.

- x. The details of the process and manner for remote e-voting are explained herein below:
- The voting period begins from Saturday, September 06, 2025 (9:00 A.M. IST) and ends on Monday, September 08, 2025 (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 Saturday, August 30, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - 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.

- 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	<ol style="list-style-type: none"> 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 select New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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

	<p>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.</p>
Individual Shareholders holding securities in Demat mode with NSDL Depository	<ol style="list-style-type: none"> 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
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	<p>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.</p>

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.

25. 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.cdsi.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.

26. 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.cdsi.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.

Place: Hyderabad
Date: August 12, 2025

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

By the Order of the Board of Directors
Adroit Infotech Limited

Sd./-
Piyush Prajapati
Company Secretary
Membership No A48320

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") including any statutory modification(s) or reenactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, **Mr. Srinivas Ranganath Parankusam (DIN: 02042457)** who was appointed as an Additional Director in the category of Non-Executive Independent Director of the company **w.e.f. 22.07.2025** by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 22.07.2025 to 20.07.2030 and not liable to retire by rotation."

Item No. 2

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") including any statutory modification(s) or reenactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, **Mr. Raja Sekhar Reddy Vankata Jammula (DIN: 11204525)** who was appointed as an Additional Director in the category of Non-Executive Independent Director of the company **w.e.f. 22.07.2025** by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive, Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 22.07.2025 to 20.07.2030 and is not liable to retire by rotation."

Item No. 3

Mr. Sudhakaran Reddy Sunkerneni Managing Director on the Board of M/s. Adroit Infotech Limited (the "Company") and is also in full-time employment with its subsidiary company(ies), namely M/s. Verso Altiam India Private Limited, in the capacity of Executive Director.

As part of the employment arrangement with the said subsidiary company(ies), Mr. Sudhakaran Reddy Sunkerneni is drawing remuneration for services rendered, in line with the terms of the employment contract. The Company, being the holding company, is seeking approval of the shareholders as a measure of good governance and in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The summary of remuneration is as under:

Name of Subsidiary	Designation	Annual Remuneration	Nature of Appointment
Adroit Infotech Limited	Executive Director	81.73 Lakhs	Director

As the Director is receiving remuneration from the subsidiary company(ies) where he is employed, and such remuneration may be considered for disclosure under Section 197 of the Act and may also cross materiality thresholds under Regulation 23 of SEBI LODR Regulations, 2015, the approval of members by way of Special Resolution is being sought.

This arrangement is in the ordinary course of business and at arm's length, and therefore may not attract Section 188 approval requirements. However, as a matter of transparency and in accordance with best governance practices, the Company is placing this resolution before the shareholders for their approval.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested in the said resolution except Mr. Sudhakiran Reddy Sunkerneni to the extent of the remuneration drawn by him from the subsidiary(ies).

Item No. 4

The Company holds a foreign subsidiary, **Adroit Infotech US Inc.** incorporated in **United State of America**, which was formed for **6th Day of September, 2022**, the subsidiary is currently non-operational and has not contributed significantly to the revenue, assets, or net worth of the Company.

After evaluating the overall structure and strategy, the Board has decided to initiate closure of the said subsidiary to simplify the corporate structure and reduce administrative costs.

As per **Regulation 30(4) of SEBI (LODR) Regulations, 2015**, and read with the **SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015**, the closure of a non-material subsidiary does **not require mandatory disclosure** to stock exchanges since it does not have a significant impact on the operations, financials, or management of the listed entity.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in the above resolution.

Item No. 5

The provisions of Section 180(1)(c) of the Companies Act, 2013 require the Board of Directors of a company to obtain the consent of the shareholders by way of a **special resolution** to borrow monies (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the company.

To meet the growing business requirements, the Company may need to borrow funds from time to time, in the form of loans, debentures or other instruments, from banks, financial institutions, bodies corporate or other entities. Such borrowing may exceed the limits prescribed under Section 180(1)(c) of the Act.

It is, therefore, proposed to authorise the Board of Directors to borrow such sums as may be required for the purpose of the business of the Company, provided that the total amount borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any time exceed ₹ [insert amount] (Rupees [insert amount in words] only).

The Board of Directors recommends the resolution for the approval of the members of the Company as a **special resolution**.

Item No. 6

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a company shall not, except with the consent of the members of the company by way of a special resolution, sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

In the ordinary course of business, the Company may, from time to time, be required to create charges, mortgages, hypothecation, or other security on its assets or undertakings (both present and future) in favour of banks, financial institutions, or other lenders for securing borrowings/credit facilities availed or to be availed by the Company.

Such creation of charge on the assets of the Company may be regarded as a disposal of the whole or substantially the whole of the undertaking(s) within the meaning of Section 180(1)(a) of the Act and accordingly, requires the approval of the shareholders by way of a special resolution.

It is, therefore, proposed to authorise the Board of Directors to create charge(s)/mortgage(s)/hypothecation(s) or otherwise encumber the whole or substantially the whole of the undertaking(s) of the Company, in favour of lenders to secure borrowings not exceeding ₹ 100 Crores borrowing limit approved under Section 180(1)(c)].

The Board of Directors recommends the resolution for the approval of the members of the Company as a special resolution.

Item No. 7

Pursuant to section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, the Company can dispose off its undertaking/property/assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with the approval of members accorded by way of Special Resolution.

The Company may sell, lease, dispose off/create charge and/or mortgage all or any of the immovable and / or movable properties and / or undertaking of the Company wheresoever situated, present & future and the whole of the undertaking of the Company in favour of any other person/Bank/Financial Institution/NBFC's or otherwise, to secure the repayment of funds/credit facilities availed or to be availed by the Company, for a sum of money not exceeding Rs. 100/- Crores (Rupees One Hundred Crore).

The Board recommends the resolution set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said Special Resolution.

Item No. 8

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 8 for approval by the members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said Special Resolution.

Item No. 9

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting. It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or Director/s or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 9 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 9 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 10

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 22nd July, 2025 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company / Subsidiary Company with the following related parties in the ordinary course of business and at arms' length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021;

Item No. 11 & 12

The Company had instituted the "AIL ESOP 2023" with the objective of attracting, retaining, and motivating key employees by granting them stock options linked to performance and long-term value creation.

In order to extend the benefits of the Scheme across the Company's group and ensure alignment of interests at a consolidated level, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, approved the inclusion of the employees of the subsidiary company(ies) of the Company (whether existing or future and whether in India or abroad) as eligible employees under the Scheme.

Name of the subsidiary companies:

1. Verso Altima India Private Limited – Mumbai India
2. Adroit Infotech LLC -FZ – United Arab Emirates
3. Verso Altima India Pte. Ltd. – Singapore

As per Regulation 6(3)(c) of the SEBI SBEB & SE Regulations, 2021, the Company is required to obtain separate approval of the shareholders by way of a special resolution to grant options to the employees of subsidiary or holding companies.

Accordingly, the Board recommends the proposed resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of stock options that may be granted to them under the Scheme, if any, in accordance with the applicable laws.

Disclosures as per Schedule I (SEBI SBEB & SE Regulations) and Regulation 6(3)(c) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

Disclosure Requirement	:	Description
Name of Scheme	:	"AIL ESOP -2023"
Type of Scheme	:	Employee Stock Option Scheme (ESOS)
Class of Beneficiaries	:	Employees of the subsidiary company(ies),/Associate Company(ies) including future subsidiaries, whether in India or abroad
Appraisal process	:	Based on performance, potential, and such criteria as decided by the Nomination and Remuneration Committee
Maximum number of options	:	As may be determined within the overall scheme limit (50Lakhs Shares)
Exercise price/method	:	As defined in the scheme (fixed price i.e. Rs. 10/- Each Share)

Vesting period	:	As defined in the scheme
Exercise period	:	As defined in the scheme
Lock-in, if any	:	As per scheme terms
Implementation method	:	Direct
Variation clause	:	Clauses in ESOP Scheme are Modified with Insertions as under

The following clauses are modified:

1. By inserting the following lines in Clause 5.3

The maximum number of Options that may be granted per Employee can not be more than 1% of the Issued Share capital of the Company.

2. By inserting the following lines in Clause 9.3

The Grantee, shall be bound by the terms, conditions and restrictions of the ESOP 2022 and the Grant document. The Grantee's acceptance of the Grant of Options under the AIL-ESOP 2023, within the time period provided, shall constitute an agreement between the Grantee and the Company as to the terms of this AIL-ESOP 2023 and the Grant document.

3. By inserting the following lines in Clause 10 (2) (a)

The maximum period within which the grant shall be vested shall be three years from the date of grant. The minimum vesting period shall be one year from the date of Grant.

4. By inserting the following lines in Clause 15.3

The Unvested options will be as per the original vesting schedule unless otherwise determined by the Committee. In any case, the options have to be exercised before the lapse of the exercise period.

5. By inserting the following lines in Clause 15.4

All the unvested options as on the date of termination shall stand cancelled with effect from that date.

The following sub clauses are inserted:

1. Sub clause 3(9) (iv) is inserted as under:

Subsidiary Company includes the following entities:

1. Verso Altima India Private Limited – Mumbai India
2. Adroit Infotech LLC FZ – United Arab Emirates
3. Verso Altima India Pte. Ltd.- Singapore

2. Sub Clause 4(2) is inserted as under:

The Plan shall be applicable to the Company, its Subsidiary Companies in India or outside India, and group companies (including associate companies and Joint Venture companies, if any) as determined by the Committee at its own discretion.

3. Sub Clause 10(2) © is inserted as under:

The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the document(s) given to the Option Grantee at the time of grant of Options.

4. Sub Clause 13(8) is inserted as under:

The Exercise period would commence from the date of vesting and will expire on completion of 3 (Three) years from the date of respective vesting or such other period as may be decided by the Committee, from time to time

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. Sudhakiran Reddy Sunkerneni	Mr. Srinivas Ranganath Parankusam	Mr. Raja Sekhar Reddy Venkata Jammula
Category	Managing Director	Non-Executive & Independent Director	Non-Executive & Independent Director
DIN	01436242	02042457	11204525
Date of Birth and Age	10/05/1967 & 58 yrs	10-06-1964 & 61 yrs	26-05-1961 & 64 years
Qualification	Chartered Accountant	Chartered Accountant	Chartered Accountant
Nature of Expertise/Experience	<p>Mr. S Sudhakiran Reddy is a distinguished Chartered Accountant representing a coalition of specialized skills in corporate finance advisory, tax consultancy with demonstrated skills in implementation of ERP Software (SAP) in countries across two continents.</p> <p>A strong believer in adding value and optimizing the benefits accruing to stakeholders. Expert in managing risk and creating value for money by leveraging talent and technology. Possessing a broad vision and experience of over 20 years, he has been actively involved with many products and services companies, to help them develop and grow.</p>	<p>30+ years in Chartered Accountancy practice possess strong analytical and administrative capabilities. As a qualified professional, he is committed to coordinate and supplement group effort in multi-function environments.</p> <p>As a partner, built his own organisation and have assisted multiple promoters and founders in building and navigating various businesses and gained exposure to diverse work areas like audits, taxation, company law matters establishing Internal Controls, Systems and Procedures, Financial Budgeting Systems, Transfer Pricing, MIS, Income Tax Planning and Compliances, Goods & Services Tax Planning and Compliance, Commercial Laws and Mercantile Laws</p>	<p>He comes with over 35 years' experience, of which 21 years as a CA professional service to various establishments, firms and companies. Audit experience of public sector companies, Coal India, GAIL, Govt Mint, Insurance Companies, state Electricity Boards, Banks and Private manufacturing concerns. Mr. Rajasekhar had worked as a financial head around 14 years in India and UAE, in steel manufacturing, Civil construction & Shipping companies.</p>
First Appointment on the Board	30-09-2015	22-07-2025	22-07-2025
Terms & Conditions of Appointment/ Re-appointment	Director liable to retire by rotation	Independent Director, not liable to retire by rotation, appointed for a term of 5 Years	Independent Director, not liable to retire by rotation, appointed for a term of 5 Years
Remuneration Details	54,00,000 per annum	Sitting fees for attending meeting of the Board and Committees as decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act 2013 and Rules thereunder	Sitting fees for attending meeting of the Board and Committees as decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act 2013 and Rules thereunder
No. of shares held in Adroit	82,39,547	Nil	NIL

Infotech Limited as at March 31, 2025			
Relationship with other Directors/ Manager/KMP	Ms. Kanthi Reddy Sunkerneni Non-Executive Non-Independent Directors is daughter of Mr. Sudhakaran Reddy Sunkerneni Managing Director	None	None
No. of Board meetings attended out of 6 meetings held during the year 2024-25	(6 out of 6)	Nil/Nil	Nil/Nil
Other Directorships	Listed Public Companies:	Listed Public Companies:	Listed Public Companies:
	None	None	None
	Private Companies:	Private Companies:	Private Companies:
	1. SoftPoint Technologies Private Limited	1. Diskard Technologies Private Limited 2. Anjani Vishnu Allied Services Limited 3. Anjani Tiles Limited 4. Vennar Ceramics Limited 5. Anjani Foods Limited	None
	Foreign Companies:	Foreign Companies:	Foreign Companies:
	None	None	None
	Section 8 Companies:	Section 8 Companies:	Section 8 Companies:
	None	None	None
	LLPs:	LLPs:	LLPs:
	None	None	None
	Member: 1. Audit Committee 2. Rights Issue Committee	Member: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Rights Issue Committee	Member: 1. Audit Committee 2. Stakeholders Relationship Committee
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2025	None	None	None

Place: Hyderabad
Date: August 12, 2025

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

Adroit Infotech Limited

Sd./-

Piyush Prajapati

Company Secretary
Membership No A48320