



ADROIT INFOTECH LIMITED

CIN: L72300TG1990PLC011129

Regd. Office: Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad, Telangana - 500034

Email: cs@adroitinfotech.com; **Tel no.:** 040-23552283/23552284; **Website:** www.adroitinfotech.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **M/s Adroit Infotech Limited** will be held on Wednesday, the 29th day, March, 2023 at 09:00 A.M. for the transaction of the following businesses, through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India.

SPECIAL BUSINESS

I. INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provision of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Authorized share capital of the Company be and is hereby increased from Rs. 39,41,50,000 (Rupees Thirty-Nine Crores Forty-One Lacs Fifty Thousand Only) divided into 3,94,15,000 (Three Crores Ninety-Four Lacs Fifteen Thousand) Equity shares of Rs. 10/- each to Rs. 65,00,00,000 (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- each by creation of additional 2,55,85,000 (Two Crores Fifty-Five Lacs Eighty-Five) Equity Shares of Rs. 10/- each aggregating Rs. 25,58,50,000/- (Rupees Twenty-Five Crores Fifty-Eight Lacs Fifty Thousand Only) ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

“The Authorized share capital of the Company is Rs. 65,00,00,000 (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- each.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

II. APPROVAL OF “AIL ESOP-2023” FOR THE EMPLOYEES 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 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 “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, 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** all actions taken by the Board in connection with the above and all incidentals and ancillary things done are hereby specifically approved and ratified.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares upon exercise of options, from time to time, in accordance with the AIL ESOP 2023.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under the AIL ESOP 2023 on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI (SBEB & SE) Regulations and other applicable laws, regulations.”

“**RESOLVED FURTHER THAT** the equity shares to be allotted by the Company shall rank *pari passu* in all respects with the then existing equity shares of the Company.”

“**RESOLVED FURTHER THAT** the number of ESOPs that may be granted to the Employee(s), in any financial year and in aggregate under the Plan shall be less than 5% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.”

“**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in AIL ESOP 2023) shall be appropriately made, in a fair and reasonable manner in accordance with AIL ESOP 2023.”

“**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of options available for being granted under the Scheme, shall stand modified

accordingly, so as to ensure that the cumulative paid up value (No. of shares X face value per share) of the total Equity shares arising out of exercise of options that can be issued; remains unchanged, without affecting any other rights or obligations of the option grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the AIL ESOP 2023 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the AIL ESOP 2023, from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the AIL ESOP 2023 in such a manner as the Board or any other person authorized by the Board may determine.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Act and Rule made there under and any other applicable laws and regulations to the extent relevant and applicable to the “AIL ESOP 2023.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**By order of Board of Directors
For Adroit Infotech Limited**

**Place: Telangana
Date: 28/02/2023**

**Sd/-
Sudhakiran Reddy
Managing Director
DIN: 01436242**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of notice.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

4. Members holding shares in Demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in Demat mode. However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.
5. Members are requested to contact the Company's Registrar & Share Transfer Agent Venture Capital & Corporate Investments Private Limited ("Registrar & Share Transfer Agent") having address at 12-10-167, Bharat Nagar, Hyderabad, Telangana - 500018, Tel.: 040 - 23818475, 23818476, 23868023, Email id: info@vccilindia.com; Website: www.vccilindia.com for reply to their queries/redressal of complaints, if any, or contact Mrs. Suchita Dugar, Company Secretary at the Registered Office of the Company (Email: cs@adroitinfotech.com).
6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. 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 the Circulars issued by the Ministry of Corporate Affairs 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 EGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.adroitinfotech.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e., at www.nseindia.com and BSE Limited at www.bseindia.com respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e., www.evoting.cdsi.com.
10. To support the "Green Initiative" Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Venture Capital & Corporate Investments Private Limited in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM 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 will also be available on the Company's website <https://www.adroitinfotech.com>, website of the Stock Exchanges i.e., National Stock Exchange of India Limited ("NSE") & BSE Limited ("BSE").
11. 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, IFS

Code, etc., to their DPs in case the shares are held by them in electronic form and to Venture Capital & Corporate Investments Private Limited in case the shares are held by them in physical form.

12. Attendance of the Members participating in the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar & Share Transfer Agent.
14. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
15. As per Regulation 40 of SEBI Listing 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 Registrar and Share Transfer Agent, Venture Capital & Corporate Investments Private Limited ("RTA") for assistance in this regard.
16. The Company has appointed Mr. Manoj Kumar Koyalkar, Practicing Company Secretary, (Membership Number 9298), M&K Associates, Company Secretaries as scrutinizer to scrutinize the voting and the voting process in a fair and transparent manner.
17. The Chairman shall, at the EGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the Scrutinizer, by use of e-voting for all those Members who are present at the EGM through VC/OAVM.
18. The scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the EGM, 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 and declare the result of the voting within 48 hours of conclusion of the EGM.
19. The Notice of the EGM shall be placed on the website of the Company till the date of EGM. The Results declared, along with the scrutinizer's Report shall be placed on the Company's website <https://www.adroitinfotech.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.
20. Route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Sunday, the 26th day of March, 2023 at 09:00 am and ends on Tuesday, the 28th day of March, 2023 at 05:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, the 22nd day of March, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.
- (iv) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the CDSL 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, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<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

	<p>https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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.</p>
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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - 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 Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for “Adroit Infotech Limited” on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 EGM is same as the instructions mentioned above for Remote 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 Remote 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 EGM.
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 **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 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 EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 cs@adroitinfotech.com.
2. For Demat shareholders-, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@adroitinfotech.com.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurax, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

The present authorized and paid-up share capital of the Company is as follows:

Equity/Preference Shares	No. of Shares	Authorized Share Capital	Subscribed and Paid-Up Capital
Equity Shares	3,94,15,000 Equity Shares of Rs. 10/- each	Rs. 39,41,50,000/-	Rs. 20,26,73,720/-

It is proposed to increase the authorized share capital of the Company from **Rs. 39,41,50,000/- (Rupees Thirty-Nine Crores Forty-One Lacs Fifty Thousand Only) divided into 3,94,15,000 (Three Crores Ninety-Four Lacs Fifteen Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 65,00,00,000/- (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each** and consequently alter the Capital Clause of the Memorandum and Articles of Association of the Company.

The Board of Directors of the Company believes that the proposed increase in Capital is in the best interest of the Company and its members. The Board of Directors, therefore, recommends Special Resolution at item no. 1.

None of the Directors, Key Managerial Personnel and their relatives in any way is concerned or interested in the Ordinary Resolution set forth in item no. 1, except to the extent of their shareholding in the Company and shares that may be allotted to them.

Disclosure according to Section 102 of the Companies Act, 2013:

(A) The nature of concern or interest, financial or otherwise, if any	
Financial Concern or Interest of	Other Concern or Interest of
Every Director and Manager: None	Every Director and Manager: None
Every other Key Managerial Personnel: None	Every other Key Managerial Personnel: None
Relatives of the Directors, Managers and Key Managerial Personnel: None	Relatives of the Directors, Managers and Key Managerial Personnel: None

(B) Other information for members:	The authorized capital is being increased to facilitate the capital raising ability of the company by allotment of shares and to meet the needs of the increased business activities.
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ITEM NO. 2: ESOP

As the members are aware that stock options have long been recognized as an effective instrument to attract and retain the best talent and also serves to attract, incentivize and motivate professionals and reward exceptional performance. Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme.

Accordingly, it intends to reward, attract, motivate and retain employees of the Company, its holding company, if any and its existing or future subsidiary companies, in or outside India, for their high level of individual performance and for their efforts to improve the overall performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholder's value by aligning the interests of the eligible employees with the long-term interests of the Company

With the above objective, the Board of Directors of the Company intend to implement an employee stock option

plan namely ‘Adroit Infotech Limited - Employee Stock Option Plan 2023’ (“**AIL ESOP-2023**” / “**Plan**”/ “**Scheme**”) seeking to cover eligible employees of the Company, its holding company, if any and its existing or future subsidiary companies, in or outside India, under the Scheme, which is to be implemented by the NRC constituted under Section 178 of the Companies Act, 2013, as amended (“**Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) and in accordance with the requirements of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (“**SEBI SBEB Regulations**”) issued by the SEBI and other applicable laws.

Accordingly, the NRC and the Board at their respective meetings held on February 28, 2023, had approved the introduction of the AIL ESOP-2023, subject to approval of members of the Company. The Scheme will be operated and administered under the superintendence of the NRC.

In view of above, approval of Members is sought by way of a Special Resolution(s) as set out in Item No. 2.

Disclosures under Section 62 of the Act read with the Rules and SEBI (SBEB & SE) Regulations:

1. Brief Description of the Scheme

This Scheme shall be called Adroit Infotech Limited - Employee Stock Option Plan 2023’ (“**AIL ESOP-2023**” / “**Plan**”/ “**Scheme**”).

The objective of AIL ESOP-2023 is to reward employees for their performance and association with the Company, subsidiary of the Company and group companies (including associate companies, joint venture companies and holding company, if any), as well as to attract, retain, reward and motivate employees to contribute to the growth and profitability of the Company, besides creating long term wealth in their hands. Your Company believes in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on the growth path. This purpose is sought to be achieved through the grant of Options to the employees to subscribe for the Equity Shares of the Company.

Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be issued/allotted to concerned employees subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the AIL ESOP-2023.

The NRC of the Company shall act as Compensation Committee for administering and supervision of AIL ESOP-2023. All questions of interpretation of the AIL ESOP-2023 shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the AIL ESOP-2023.

2. Total number of Options to be offered and granted under the AIL ESOP-2023:

The maximum number of employee stock options that may be granted by the Company under AIL ESOP-2023 shall not exceed 50,00,000 (Fifty Lakh) options convertible into 50,00,000 (Fifty Lakh) equity shares of face value of Re. 10/- (Rupee Ten only) each fully paid-up, subject to corresponding adjustment for any corporate action including sub-division or consolidation of the equity shares, as may be required.

3. Identification of classes of employees entitled to participate and be beneficiaries in the AIL ESOP-2023

(i) a permanent employee of the Company who has been working in India or outside India; or

(ii) a Director of the Company, whether a whole-time director or not but excluding an independent director; or

(iii) an employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company or of an associate company but does not include-

(a) an employee who is a promoter or a person belonging to the promoter group; or

(b) a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company; and includes employee as defined by SEBI, by issuing regulations in this behalf from time to time.

4. Requirements of vesting and period of vesting

The options granted shall be capable of being exercised anytime during the entire period of continuous active employment from the date of Vesting of the respective options. The options granted under AIL ESOP-2023 would vest from the end of the first year from the grant date and will keep on vesting till the end of the third year as per the quantum mentioned in the Schedule below:

Particulars	Date	No. of options
1 st Vesting	End of 1 st Year	33.33%
2 nd Vesting	End of 2 nd Year	33.33%
3 rd Vesting	End of 3 rd Year	33.34%

5. Maximum period within which the Options shall be vested:

Maximum period within which the Options shall be vested is 3 (Three) years from the date of grant of such Options.

6. Exercise Price or Pricing Formula:

Exercise price for the purpose of the grant of options shall be the priced at par i.e. Rs.10/- per Equity Share. The Exercise Price shall be paid to the company in Cheque/ Pay Order/ Demand Draft/RTGS.

7. Exercise period/offer period and process of Exercise:

The vested options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 3 years from the date of vesting of such Options.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Board / Committee from time to time. The options shall lapse if not exercised within the specified exercise period.

8. The appraisal process for determining the eligibility of employees for the AIL ESOP-2023

Appraisal process for determining the eligibility to participate in the scheme, shall be decided by the Committee, taking into account various aspects like qualification, designation, present grade of employee, experience, period of service of employee, present grade and compensation structure of employee, potential of the individual and criticality of the position, performance levels (past and current), future performance indicators, exceptional contribution made by the employee integrity and behavior of the employee and such other parameters as it may decide.

9. The Maximum number of Options to be granted per Employee and in aggregate:

The maximum number of employee stock options that may be granted by the Company under AIL ESOP-2023 shall not exceed 50,00,000 (Fifty Lakh) options convertible into 50,00,000 (Fifty Lakh) equity shares of face value of Re. 10/- (Rupee Ten only) each fully paid-up, subject to corresponding adjustment for any corporate action including sub-division or consolidation of the equity shares, as may be required.

Subject to the applicable laws, no Employee shall be granted, in any one year of the Company, options to purchase more than or equaling to 1% of the outstanding issued share capital as on the date of grant (excluding outstanding Options and conversions) unless a special resolution is being passed as per applicable laws.

10. Maximum quantum of benefits to be provided per employee under the AIL ESOP-2023

Any benefit other than grant of Options or consequential issue of equity shares is not envisaged under the AIL ESOP-2023. Accordingly, the maximum quantum of benefits for employees under the AIL ESOP-2023 will be the difference between the market value of Company's Share on the Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the employee.

11. Whether the AIL ESOP-2023 is to be implemented and administered directly by the Company:

The AIL ESOP-2023 shall be implemented through direct route for extending the benefits to the eligible employees by the way of fresh allotment and will follow cash mechanism. The AIL ESOP-2023 shall be administered and superintended by the Committee.

12. Whether the AIL ESOP-2023 involves new issue of shares by the Company or secondary acquisition by the Trust or both.

The AIL ESOP-2023 involves Fresh issue of equity shares by the Company and not by the secondary acquisition by the Trust.

13. The amount of loan to be provided for implementation of the AIL ESOP-2023 by the company to the Trust, its tenure, utilization, repayment terms, etc.:

Not Applicable, as the AIL ESOP-2023 is being implemented through Direct Route.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the AIL ESOP-2023:

Not Applicable, as the AIL ESOP-2023 is being implemented through Direct Route.

15. Statement to the effect that the Company shall conform to the accounting policies specified in regulation 15;

The Company shall comply with the applicable accounting policies as prescribed under Regulation 15 of SEBI (SBEB & SE) Regulations and other applicable laws.

16. The method which the company shall use to value its Options:

Fair Value method or any other method as per applicable statutory provisions from time to time.

17. Statement with regard to Disclosure in Director's Report:

As the company is adopting the fair value method, presently there is no requirement for disclosure in

the director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.

18. Period of lock-in.

The Shares issued upon exercise of the Options are freely transferable on allotment. However, the same shall be subject to such restrictions as may be prescribed under Applicable Laws including the Company's Code of Conduct to regulate, monitor and report trading by insiders, under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

19. Terms & conditions for buyback, if any, of specified securities

The Committee has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if to be undertaken at any time by the Company, in compliance with applicable laws.

20. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;

Vested option under the AIL ESOP-2023 may lapse if not exercised within the specified exercise period. The Option may also lapse under certain circumstances as determined by the Committee even before expiry of the specified exercise period.

21. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee

In case the service of the participant with the Company is terminated due to resignation of the participant from the Company, all the vested options as on that date shall be permitted to be exercised on or before the date of resignation or before the expiry of the exercise period, whichever is earlier. All Unvested options on the date of termination shall lapse.

22. Listing:

The equity shares to be allotted pursuant to the exercise of the stock options under AIL ESOP-2023, shall be listed on BSE Limited and National Stock Exchange of India Limited.
The Board of Directors of the Company recommends the Special Resolution set out at Item No. 2 for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 2, except to the extent of their shareholding in the Company or the employee stock options that may be offered to them under AIL ESOP-2023.

**By order of Board of Directors
For Adroit Infotech Limited**

**Place: Telangana
Date: 28/02/2023**

**Sd/-
Sudhakaran Reddy
Managing Director
DIN: 01436242**

Information at a glance

Particulars	Details
Date and time of EGM	Wednesday, March 29, 2023, 9:00 AM IST
Mode	Video Conference and Other Audio-Visual means
Participation through videoconferencing	https://us02web.zoom.us/join/ztErcuqvqzgtHnZxuEDtJspzrGAI7vZQHfTc
Helpline number for VC participation	+91-40-23552284/+91-40-23552285/ +91-40-23552286
Cut-off date of e-voting	Wednesday, March 22, 2023, 9:00 AM IST
E-voting start time and date	Sunday, March 26, 2023, 9:00 AM IST
E-voting End time and date	Tuesday, March 28, 2023, 5:00 PM IST
E-voting website of CDSL	www.evotingindia.com
Name, address and contact details of e-voting service provider.	Contact Name/s: Mr. Nitin Kunder, Mr. Mehboob Lakhani, and Mr. Rakesh Dalvi - Managers Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013. Email: helpdesk.evoting@cdslindia.com Contact Nos: +91-022-23058738, +91-022-23058543 and +91-022-23058542
Name, address and contact details of Registrar and Transfer Agent.	Contact Name/s: Mr. Ram/ Mr. Srinivas Venture Capital and Corporate Investments Private Limited 12-10-167, Bharat Nagar, Hyderabad-500018, E mail: info@vccilindia.com Contact Nos: +91 040-23818475/23818476 /23868023, Fax: +91 040-23868024

Please follow the below steps for registration and participation:

Step 1	<p>Access the VC portal by clicking this link: https://us02web.zoom.us/join/91JN5uEDUspzrGAI7vZOHfTc (or) You could also join the EGM by visiting the Investor page on our Company's website: https://www.adroitinfotech.com/investors.html</p>	<p>System requirements for best VC experience: Internet connection - broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more. Microphone and speakers-built-in or USB plug-in or wireless Bluetooth.</p>
Step 2	<p>Fill the Meeting Registration details by using your DPID and Client ID / Folio Number together with your PAN Number.</p> <p>a) Members with NSDL account: a-character DPID followed by 8-digit Client ID (For example, if your DPID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****).</p> <p>b) Members with CDSL account: 16-digit Beneficiary ID (For example, if your Beneficiary ID is 12***** , then your user ID is 12*****).</p> <p>c) Members with physical folio: ITL + Folio Number registered with the Company (For example, if your folio number is 0*****, then your user ID is ITL0*****)</p> <p>Click "Register/Join Meeting in Progress".</p>	<p>Browser: Google Chrome: Version 72 or latest Mozilla Firefox: Version 72 or latest Microsoft Edge Chromium: Version 72 or latest Safari: Version 11 or latest Internet Explorer: Not Supported</p> <p>Application: Download & Install Zoom App (https://zoom.us/download)</p> <p>Helpline numbers +91-40-23552284 +91-40-23552285/86</p>
	<p>Note: Institutional/ corporate shareholders are required to upload the Board Resolution/ Authorization letter authorizing its representatives to attend the EGM through VC.</p>	
Step 3	<p>Click "Open Zoom Meetings". Click "Join with video" to join the virtual EGM.</p>	
Step 4	<p>Members can post questions either through chat or video feature available in the VC. Members can exercise these options once the floor is open for shareholder queries.</p>	
Step 5	<p>Members who 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 the e-voting system during the EGM by clicking the link, https://www.evotingindia.com/</p>	

- i. Members may note that the 31st EGM of the Company will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013, read with the Circulars. The facility to attend the meeting through VC will be provided by the Company. Members may access the same at <https://us02web.zoom.us/joining/register/ZERCugvqzgtHnZxuEDtJspzGAITvZOHFtc>
- ii. The facility of joining the EGM through VC / OAVM will be opened 15 minutes before the scheduled start-time of the EGM and will be available for Members on a first come-first-served basis.
- iii. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the EGM.
- iv. Members can participate in the EGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
- v. Please note that participants connecting from mobile devices or tablets or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned risks.



Solutions. Simplified...
Adroit Infotech Limited

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