November 17, 2026

To, **Listing Department,** **National Stock Exchange of India Limited,** **Exchange Plaza, BandraKurla Complex,** **Bandra (East), Mumbai: 400051** **Tel: 022-26598235/36/452** **Email: cmlist@nse.co.in** **Scrip Code: ADROITINFO**	**To,** **Listing Operations Department,** **BSE LIMITED** **Phiroze Jeejeebhoy Towers** **Dalal Street , Mumbai – 400001** **Tel: 022-22721233/34,** **Email: corp.relations@bseindia.com** **Scrip Code: 532172**

Sub: Outcome of the Board Meeting pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of Adroit Infotech Limited ("the Company"), at its meeting held on **Tuesday, 17th November at 04:00 PM** at the Registered Office of the Company, inter alia, considered and approved the following matters:

1. **Approval for issuance of up to 1,00,00,000 (One Crore) Convertible Equity Share Warrants on preferential basis to the Promoter and Promoter Group of the Company,**

   The Board of Directors considered and approved the proposal for creation, offer, issuance and allotment of up to **1,00,00,000 (One Crore) Convertible Equity Share Warrants** on a preferential basis to the Promoter and Promoter Group of the Company. Each warrant shall carry the right to subscribe to and be allotted **one fully paid-up Equity Share of face value ₹10/- each**, at an issue price of **₹13/- per warrant (including a premium of ₹3/-)**, aggregating up to **₹13,00,00,000/- (Rupees Thirteen Crores Only)**. The proposed preferential issue shall be undertaken in accordance with Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws and regulations.

   The Board further approved seeking the approval of the shareholders of the Company by way of a Special Resolution at the ensuing Extraordinary General Meeting (EGM), schedule to be held on 10th December 2026 through Video Conference/Other Audio-Visual Mode.

   The Board authorised the management of the Company to take all necessary steps, complete the requisite formalities and make the necessary applications, filings and disclosures in connection with the proposed preferential issue.

   The details as required for issuance of securities on preferential basis under SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/l/3762/2026 dated 30th January, 2026 with respect to issuance of securities is enclosed.

   The relevant date, in terms of provision of SEBI (Issue of Capital and Disclosure Requirements) Regulations for determining the floor price of the Preferential Issue, is Monday, 09th November 2026

THAT the offer, issue and allotment of the aforesaid Convertible Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

The Convertible Equity Share Warrants shall be issued and allotted on the following terms and conditions:

The warrants shall be issued and allotted on a preferential basis in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws.

An amount equivalent to 25% of the issue price shall be payable upfront at the time of subscription and allotment of the warrants, and the balance 75% shall be payable at the time of exercise of the conversion rights.

Each warrant shall be convertible into one fully paid-up equity share of the Company of face value of ₹ 10/- (Rupees Ten Only) each, within a period of 18 (Eighteen) months from the date of allotment of the warrants.

In the event that the warrant holder does not exercise the conversion rights within the stipulated period, the amount paid in respect of such warrants shall stand forfeited in accordance with applicable laws and regulations.

The equity shares to be allotted upon conversion of the warrants shall rank pari passu in all respects with the existing equity shares of the Company, including dividend and voting rights, from the date of allotment.

Proposed allottees: Promoter and Promoter Group of the Company. The names and number of warrants proposed to be allotted to each allottee shall be as set out below:

Sl.No.	Name of Proposed Allottee	Category	No. of Convertible Warrants to be allotted
1	Sudhakiran Reddy Sunkerneni	Promoter	25,00,000
2	Srilatha Reddy Sunkerneni	Promoter Group	25,00,000
3	Kanthi Reddy Sunkerneni	Promoter Group	25,00,000
4	Nitya Reddy Sunkerneni	Promoter Group	25,00,000
		TOTAL	**1,00,00,000**

2. **Approval for change of name of the Company from 'Adroit Infotech Limited' to 'Verso Altima Group Limited', or any other name approved by the Registrar of Companies.**

The Board considered and approved the proposal for changing the name of the Company from **"Adroit Infotech Limited"** to **"Verso Altima Group Limited"**, or such other name as may be approved by the Registrar of Companies, subject to availability and reservation of the proposed name and receipt of necessary approvals.

The proposed change of name is intended to align the Company's corporate identity with its evolving business strategy, international expansion plans and proposed business operations.

The proposed change of name shall be subject to the availability and reservation of the proposed name by the Registrar of Companies, approval of the shareholders by way of Special Resolution, approval of the Stock Exchanges and other applicable statutory and regulatory authorities, as may be required.

The Board also authorized the management to make the necessary applications and filings with the Registrar of Companies, Stock Exchanges and other competent authorities and to take all necessary steps to give effect to the proposed change of name

3. **Approval for the SPA for acquisition of 60% holding in Verso Altima d.o.o** ***(commonly known as Verso Altima društvo s ograničenom odgovornošću za poslovne usluge.), and the country is the Republic of Croatia (Hrvatska), Europe.***

The Board of Directors considered and approved the proposal for the acquisition of **60% (Sixty Percent) of the total issued and paid-up share capital carrying voting rights of Verso Altima d.o.o** ***(commonly known as Verso Altima društvo s ograničenom odgovornošću za poslovne usluge.), and the country is the Republic of Croatia (Hrvatska), Europe***, by way of purchase of existing equity shares from its existing shareholders, subject to satisfactory completion of due diligence, finalisation of the transaction terms and execution of the Share Purchase Agreement ("SPA").

Particulars	**Details**
Name of Target Company	**Verso Altima d.o.o.** ***(Commonly Known as "Verso Altima društvo s ograničenom odgovornošću za poslovne usluge,"*** **and the country is the Republic of Croatia (Hrvatska), Europe**
Country of Incorporation	**Republic of Croatia (Hrvatska), Europe**
Nature of Transaction	**Acquisition of existing equity shares**
Proposed Shareholding	**60%**
Mode of Acquisition	**Purchase of shares from existing shareholders**
Proposed Consideration	**Upto 7 million EUROs**
Source of Funds	**Internal accruals / available funds / other permitted sources**
Proposed Completion	**Subject to satisfaction of conditions precedent and regulatory approvals**
Transaction Document	**Share Purchase Agreement (SPA)**

The proposed acquisition is envisaged as a strategic initiative of the Company to expand its international business operations, strengthen its presence in the European market, explore new business opportunities, enhance its technological and operational capabilities and create long-term value for the Company and its shareholders.

The Board further considered and approved the proposal to enter into and execute the Share Purchase Agreement with the existing shareholders of the Target Company, setting out the terms and conditions of the proposed acquisition, including the purchase consideration, payment terms, representations and warranties, indemnification obligations, conditions precedent and other customary provisions.

The Board also authorised the management of the Company to negotiate, finalise and execute the SPA and other ancillary agreements, documents and undertakings as may be necessary for giving effect to the proposed acquisition.

The proposed acquisition shall be subject to the approval of the shareholders of the Company by way of Special Resolution at the ensuing Extraordinary General Meeting (EGM), wherever applicable, and such other statutory, regulatory and governmental approvals, permissions, acknowledgements and compliances as may be required under the Companies Act, 2013, FEMA, Overseas Investment Rules and Regulations, RBI directions and other applicable laws in India and Croatia.

The Board further approved the proposal to convene the Extraordinary General Meeting of the Company to seek the approval of the shareholders for the proposed acquisition and authorised the necessary steps for issuing the Notice of EGM along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

4. **Approval for Increase in Authorised Share Capital and Consequential Amendment to the Memorandum of Association of the Company**

The Board of Directors considered and approved the proposal for increase in the Authorised Share Capital of the Company from the existing **₹65,00,00,000/- (Rupees Sixty-Five Crores Only)** divided into 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of ₹10/- each to **₹75,00,00,000/- (Rupees Seventy-Five Crores Only)** divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of ₹10/- each, by creation of an additional 1,00,00,000 (One Crore) Equity Shares of ₹10/- each, ranking pari passu in all respects with the existing Equity Shares of the Company.

Consequently, the Board also approved the proposal for alteration of Clause V (Capital Clause) of the Memorandum of Association of the Company to give effect to the aforesaid increase in Authorised Share Capital.

"V. The ***Authorized share capital of the Company is Rs. 75,00,00,000 (Rupees Sixty-Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs. 10/- each."***

The proposed increase in Authorised Share Capital and consequential amendment to the Memorandum of Association shall be subject to the approval of the shareholders of the Company at the ensuing Extraordinary General Meeting scheduled to be held on 10th December 2026 and other applicable statutory requirements.

5. **Approval the Notice of the Extra-Ordinary General Meeting, including the explanatory statement pursuant to Section 102 of the Companies Act, 2013, and other applicable provisions.**

The Board considered and approved the Notice convening an Extra-Ordinary General Meeting (EGM) of the members of the Company, along with the Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, to seek the requisite shareholders' approval for the aforesaid proposals, wherever applicable.

The Board of Directors approved the convening of the Extraordinary General Meeting ("EGM") of the Company on **Thursday, December 10, 2026, at 09:00 A.M. (IST**) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the applicable provisions of the Companies Act, 2013 and the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Board approved the closure of the Register of Members and Share Transfer Books of the Company from **Tuesday, December 01, 2026 to Thursday, December 10, 2026** (both days inclusive) for the purpose of the 36th Annual General Meeting of the Company

The Board fixed **Monday, November 30, 2026** as the Cut-off Date for determining the eligibility of members to cast their votes by remote e-voting or e-voting during the EGM. The remote e-voting period shall commence on **Monday, December 07, 2026 at 9:00 A.M. (IST)** and shall end **on Wednesday, December 09, 2026 at 5:00 P.M. (IST).** During this period, members holding shares either in physical form or in dematerialized form as on the Cut-off Date may cast their votes electronically.

The Board further authorized the Directors and Key Managerial Personnel of the Company to take all such steps, execute all necessary documents and do all such acts, deeds and things as may be required to give effect to the aforesaid resolutions.

6. Approval for Appointment Scrutinizer for EGM (Extra-Ordinary General Meeting)

The Board considered and approved the appointed Ms. Sarada Putcha, Practicing Company Secretary (Membership No. 02717), as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the 1st Extra General Meeting of the Company in a fair and transparent manner and to submit her report thereon.

The meeting commenced at 04:00 PM and concluded at 07:30 PM

You are requested to take the above information on record.

Thanking you,

for **Adroit Infotech Limited**

Piyush Prajapati
Company Secretary &
Compliance Officer