November 18, 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**

Subject: Intimation of Notice of the Extraordinary General Meeting has been scheduled to be held on Thursday, December 10, 2026 at 09.00 AM (IST) through Video Conferencing (VC).

Dear Sir/Madam,

This is with reference to our earlier Outcome of the Board of Directors Meeting held on Tuesday, 17th Day of November, 2026 at 04.00 P.M. at the registered office of the Company situated at Plot No. 7A, Road No. 12, MLA Colony, Banjara Hills, Hyderabad, Telangana, 500034.

We are pleased to inform you that the 1st Extraordinary General Meeting ('EGM') of Adroit Infotech Limited for the financial year 2026-2027 has been scheduled to be held on Thursday, December 10, 2026 at 09.00 AM (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

1. The Notice of the EGM is enclosed with this Intimation and also can be downloaded from the web link given below:

   https://www.adroitinfotech.com/investors.html

   Please note that the aforesaid documents are also available on the website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com, NSE https://www.nseindia.com/

2. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on 30th November' 2026 (cut-off date).

3. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of EGM.

4. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.

5. Detailed procedures/instructions for remote e-voting, e-voting during EGM through VC/OAVM have also been provided in the Notice of the EGM.

Remote e-voting Schedule:

Date and time of commencement of remote voting through electronic means:	Monday 07th December, 2026, 09:00 AM (IST)
Date and time of end of voting through electronic means (beyond which voting will not be allowed)	Wednesday 09th December, 2026 05:00 PM (IST)
Details of website	www.evotingindia.com
Details of persons to be contacted for issues relating to remote e-voting	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 or call toll free no. 1800 21 09911
For casting your vote and to attend the EGM through VC/OAVM	These instructions are provided in the Notes to the Notice of the EGM.
Cut-off date to determine the eligibility to cast vote	Monday, November 30, 2026

You are requested to kindly take the same on record and inform all those concerned accordingly.

Thanking You,

For Adroit Infotech Limited



Piyush Prajapati
Company Secretary &
Compliance Officer

1. ***Enclosed EMG Notice***

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 **Thursday, 10th December at 09:00 AM (IST)**. 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. APPROVAL FOR ISSUANCE OF UP TO 1,00,00,000 CONVERTIBLE EQUITY SHARE WARRANTS ON A PREFERENTIAL BASIS TO THE PROMOTER AND PROMOTER GROUP OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the provisions of the Memorandum and Articles of Association of the Company, and subject to the approval of BSE Limited, National Stock Exchange of India Limited and such other statutory, regulatory and governmental authorities as may be necessary, and subject to such terms, conditions, modifications and alterations as may be prescribed or imposed by any of the aforesaid authorities, 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 duly authorised by the Board) to create, offer, issue and allot, on a preferential basis, up to 1,00,00,000 (One Crore) Convertible Equity Share Warrants, each warrant carrying a right to subscribe to and be allotted one fully paid-up equity share of the Company of face value of ₹10/- (Rupees Ten Only) each, at an issue price of ₹ 13.00/- (Rupees Thirteen Only) per warrant, including premium of ₹ 3.0 per warrant, aggregating up to ₹ 13,00,00,000/- (Rupees Thirteen Crores Only) to the Promoter and Promoter Group of the Company, whose names and other relevant details shall be determined in accordance with the applicable provisions of the SEBI ICDR Regulations.

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**

RESOLVED FURTHER 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:

RESOLVED FURTHER THAT 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.

The warrants and the equity shares arising upon conversion shall be subject to applicable lock-in requirements under the SEBI ICDR Regulations.

The warrants shall not carry any voting rights until conversion into equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, vary, modify and finalise the terms and conditions of the issue, including the identification of the proposed allottees, number of warrants to be allotted to each proposed allottee, issue price, relevant date, conversion terms and other related matters, in accordance with applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make necessary applications, filings and submissions with the stock exchanges, Registrar of Companies, SEBI and other regulatory authorities, and to execute all necessary documents, agreements, undertakings and writings and to do all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

II. APPROVAL FOR CHANGE OF NAME OF THE COMPANY FROM "ADROIT INFOTECH LIMITED" TO "VERSO ALTIMA GROUP LIMITED"

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and other applicable rules and regulations made thereunder, and subject to the approval of the Central Government / Registrar of Companies, the stock exchanges and other statutory and regulatory authorities, as may be applicable, and subject to such terms, conditions, modifications and alterations as may be prescribed by the concerned authorities, consent of the Members of the Company be and is hereby accorded to change the name of the Company from **"Adroit Infotech Limited"** to **"Verso Altima Group Limited"**, or such other name as may be approved and made available by the Registrar of Companies.

RESOLVED FURTHER THAT the name clause in the Memorandum of Association of the Company be altered accordingly by substituting the existing name of the Company with the new name, namely, "Verso Altima Technologies Limited", or such other name as may be approved by the Registrar of Companies.

RESOLVED FURTHER THAT the Articles of Association of the Company be altered, wherever necessary, to reflect the new name of the Company.

RESOLVED FURTHER THAT the change of name shall become effective only upon issuance of a fresh Certificate of Incorporation by the Registrar of Companies and completion of all applicable statutory and regulatory formalities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to make necessary applications and filings with the Registrar of Companies, stock exchanges and other regulatory authorities, to execute all necessary documents and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

III. APPROVAL FOR PROPOSED ACQUISITION OF 60% SHAREHOLDING 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, AND EXECUTION OF SHARE PURCHASE AGREEMENT.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 179, 186(3), 102 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to the applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Overseas Investment) Rules, 2022, the Foreign Exchange Management (Overseas Investment) Regulations, 2022, the directions and circulars issued by the Reserve Bank of India ("RBI"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable laws, rules and regulations, and subject to such approvals, permissions, consents and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person(s) authorised by the Board) to acquire, directly, 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** a company incorporated under the laws of Croatia, Europe (hereinafter referred to as the "Target Company"), by way of purchase/acquisition of its existing equity shares from its existing shareholders, for an aggregate consideration not exceeding EURs 7 million (Euro Seven Millions Only) or its equivalent in Indian Rupees is Approx 72.00 (Rupees Seventy-Two Crores Only), or such other consideration as may be mutually agreed upon, subject to the valuation of the shares and applicable pricing guidelines and regulatory requirements**.**

RESOLVED FURTHER THAT the proposed acquisition shall be undertaken with the objective of expanding the Company's international business operations, strengthening its presence in the European market, diversifying its business activities, accessing new markets and customers, enhancing technological and operational capabilities, and creating long-term value for the Company and its shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, approve, execute and deliver the Share Purchase Agreement ("SPA"), along with all other agreements, deeds, undertakings, declarations, representations, warranties, indemnities, closing documents and other ancillary documents as may be necessary or expedient in connection with the proposed acquisition, including determining the final purchase consideration, payment terms, conditions precedent, conditions subsequent, closing arrangements and other commercial and legal terms of the transaction

RESOLVED FURTHER THAT to the extent the aggregate investments, loans, guarantees or securities made or provided by the Company, together with the proposed acquisition, exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, approval of the Members be and is hereby accorded under Section 186(3) of the Act for making the aforesaid investment in the Target Company, subject to the terms and conditions specified in this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to arrange and remit the purchase consideration through normal banking channels, whether in one or more tranches, and to undertake all necessary foreign exchange transactions in accordance with the applicable provisions of FEMA, the Overseas Investment Rules and Regulations, RBI directions and other applicable laws, including obtaining necessary approvals, acknowledgements and registrations from the RBI, the Authorised Dealer Category-I Bank and other competent authorities, wherever applicable**.**

RESOLVED FURTHER THAT the Board be and is hereby authorised to nominate and appoint representatives, directors or authorised persons to represent the Company in the Target Company, including exercising the rights attached to the shares acquired, nominating or appointing directors or representatives on the board of the Target Company, entering into shareholders' agreements and other governance arrangements, and exercising such other rights as may be necessary to secure and maintain the Company's 60% shareholding and management control in the Target Company, subject to applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all necessary acts, deeds, matters and things, including making applications, submissions, filings, declarations and disclosures with the Ministry of Corporate Affairs, Registrar of Companies, Reserve Bank of India, authorised dealer banks, SEBI, Stock Exchanges and any other statutory, regulatory or governmental authorities, whether in India or Croatia, as may be required in connection with the proposed acquisition.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make such modifications, amendments, alterations or changes to the terms of the proposed acquisition, SPA and other transaction documents as may be deemed necessary, desirable or expedient in the best interests of the Company, provided that such modifications do not materially alter the nature and substance of the transaction approved by the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel, officer or authorised representative of the Company, as may be considered appropriate, and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person duly authorised by the Board in connection with the proposed acquisition, prior to the passing of this resolution, be and are hereby noted, confirmed and ratified, to the extent permissible under applicable law."

IV. APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if though 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. 65,00 00,000 (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity shares of Rs. 10/- each to Rs. 75,00,00,000 (Rupees Seventy-Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lacs) Equity Shares of Rs. 10/- each by creation of additional 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- each aggregating Rs. 10,00,00,000/- (Rupees Ten Crores 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:

"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."

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."

By order of Board of Directors
For Adroit Infotech Limited



Place: Telangana
Date: 17th November' 2026



Piyush Prajapathi
Company Secretary &
Compliance Officer

Registered Office:
Adroit Infotech Limited
#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

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. The Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and the subsequent circulars issued in this regard, the latest being circular no. 03/2025 dated September 22, 2025 (collectively the 'MCA Circulars') and Securities Exchange Board of India vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021 /11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as 'Circulars') permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM Notice are considered unavoidable and forms part of this Notice.

3. Since the EGM is being held in accordance with the Circulars through VC/OAVM, where physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the EGM, Accordingly, the Proxy Form, Attendance Slip and Route Map of the EGM are not annexed to the Notice

4. 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.

5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

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

7. 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 EGM 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.

8. 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.

9. 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").

10. The Register of Members and Share Transfer Books will remain closed from **Tuesday, December 01, 2026 to Thursday, December 10, 2026** (both days inclusive).

11. 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.

12. 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.

13. 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.

14. This EGM 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. 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.

20. 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.

21. 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 EGM.

22. Members seeking any information with regard to the accounts or any matter to be placed at the EGM are requested to write to the Company on or before **Monday, November 30, 2026** through email on cs@adroitinfotech.com. The same will be replied by the Company suitably.

23. In compliance with the aforesaid MCA and SEBI Circulars Notice of the EGM along with the Explanatory Statement 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 Explanatory Statement 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 EGM and joining the EGM are as follows:

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

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 EGM in a fair and transparent manner.

iii. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM 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 **Monday, December 07, 2026 (9:00 A.M. IST) and ends on Wednesday, December 09, 2026 (5:00 P.M. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Monday, November 30, 2026** i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the EGM 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 EGM.

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 **Thursday, December 10, 2026.**

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

a. The voting period begins from **Monday, December 07, 2026 (9:00 A.M. IST) and ends on Wednesday, December 09, 2026 (5:00 P.M. IST**). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Saturday, August 30, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its

shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and 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 e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in Demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in Demat mode) login through their **Depository Participants**	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other**

than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

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

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

g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

j. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

l. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will

be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@adroitinfotech.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM 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 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 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 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 EGM 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 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/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 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.

4. 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.

1) General Guidelines for Shareholders

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

b. If you have any queries or issues regarding attending EGM & 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.

2) Other Instructions

a. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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.

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

By the Order of the Board of Directors
Adroit Infotech Limited

Place: Hyderabad
Date: November 17, 2026

Piyush Prajapati
Company Secretary
Membership No A48320

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

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

I. ISSUANCE OF UP TO 1,00,00,000 CONVERTIBLE EQUITY SHARE WARRANTS ON A PREFERENTIAL BASIS TO THE PROMOTER AND PROMOTER GROUP

The Board of Directors of the Company, at its meeting held on 17th November 2026, considered and approved the proposal for issuance 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, subject to the approval of the Members and other applicable statutory and regulatory approvals.

The proposed preferential issue is intended to strengthen the capital base of the Company, support its business expansion plans, meet future funding requirements and enhance the Company's financial flexibility.

The proposed issue shall be undertaken in accordance with the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the applicable rules and Chapter V of the SEBI ICDR Regulations.

Disclosures pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations:

1. **Objects of the preferential issue:** To augment the financial resources of the Company for business expansion, working capital requirements, strategic investments, general corporate purposes and other business requirements, as may be determined by the Board.
2. **Total number of securities to be issued:** Up to 1,00,00,000 (One Crore) Convertible Equity Share Warrants.
3. **Class of securities:** Convertible Equity Share Warrants, each carrying a right to subscribe to one fully paid-up equity share of the Company.
4. **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**

5. **Issue price and pricing justification:** The issue price shall be determined in accordance with the pricing provisions prescribed under Chapter V of the SEBI ICDR Regulations, based on the relevant date of 09th November 2026, being the date determined in accordance with the applicable provisions.

   The issue price shall not be less than the price determined in accordance with the applicable SEBI ICDR pricing formula and valuation requirements.

6. **Relevant date:** 09th November 2026, being the relevant date determined in accordance with Regulation 161 of the SEBI ICDR Regulations.

7. **Amount payable on warrants:** 25% of the issue price shall be payable upfront at the time of subscription and allotment, and the balance 75% shall be payable upon exercise of the warrants.

8. **Warrant conversion period:** The warrants shall be convertible into equity shares within 18 months from the date of allotment.

9. **Terms of conversion:** Each warrant shall entitle the holder to subscribe to one fully paid-up equity share of the Company of face value ₹ 10/- (Rupees Ten Only) each, upon payment of the balance consideration.

10. **Intent of the promoters and promoter group:** The proposed preferential issue is being made to the Promoter and Promoter Group of the Company. The proposed allottees' intention to subscribe to the warrants is to be confirmed and disclosed in accordance with the SEBI ICDR Regulations.

11. **Change in control:** The proposed preferential issue is not intended to result in a change in control of the Company, subject to the final post-issue shareholding and voting rights.

12. **Shareholding pattern:** The pre-issue and post-issue shareholding pattern of the Company, assuming full conversion of the warrants, shall be disclosed in the prescribed format as an annexure to this Notice.

13. **Lock-in:** The warrants and equity shares allotted upon conversion shall be subject to lock-in in accordance with the applicable provisions of the SEBI ICDR Regulations.

14. **Listing:** The Company shall make necessary applications to BSE Limited and National Stock Exchange of India Limited for obtaining in-principle approval and listing/trading approval for the equity shares arising upon conversion of the warrants.

15. **Statutory approvals:** The preferential issue shall be subject to the approval of the Members of the Company, in-principle approval of the Stock Exchanges and other applicable statutory and regulatory approvals.

16. **Time period for allotment:** The warrants shall be allotted within the time prescribed under the applicable provisions of the SEBI ICDR Regulations.

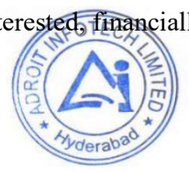
17. **Contribution of promoters/directors:** The proposed allottees and their respective contributions shall be disclosed in the prescribed format.

The Board of Directors is of the opinion that the proposed preferential issue is in the best interest of the Company and its Members.

Accordingly, the approval of the Members is sought by way of a Special Resolution.

Except the proposed allottees, who are part of the Promoter and Promoter Group, and their respective relatives, to the extent of their shareholding or interest in the Company,

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



EQUITY SHAREHOLDING PATTERN BEFORE AND AFTER THE PREFERENTIAL ISSUE:

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A	**PROMOTER AND PROMOTER GROUP HOLDING**				
	Indian				
	Individual	11,934,647	21.85	21,934,647	33.94
	Bodies Corporate	11,585,745	21.21	11,585,745	17.93
	Any Other	-	-	-	-
	Sub-total	**23,520,392**	**43.06**	**33,520,392**	**51.87**
B	**PUBLIC HOLDING**				
B1	Institutions (Domestic)	-	-	-	-
B2	Institutions (Foreign)	-	-	-	-
	Foreign Portfolio Investors Category I	-	-	-	-
	Foreign Portfolio Investors Category II	-	-	-	-
B2	**Central Government/ State Government(s)/ President of India**				
B4	**Non-Institution**				
	Indian public	24,450,076	44.76	24,450,076	37.83
	Non-Resident Indians (NRIs)	217,402	0.40	217,402	0.34
	Bodies Corporate	4,331,516	7.93	4,331,516	6.70
	Any Other (specify)	2,576	0.00	2,576	0.00
	HUF	2,106,558	3.86	2,106,558	3.26
	Sub-total (B)	**31,108,128**	**56.94**	**31,108,128**	**48.13**
	GRAND TOTAL (A) + (B)	**54,628,520**	**100.00**	**64,628,520**	**100.00**

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The pre-issue Share Holding Pattern is as per the shareholding pattern as on September 30, 2026.
* The post issue paid-up capital is arrived after considering all the preferential allotment and conversion of entire number of Warrants, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to be the shareholders of the Company.

II. CHANGE OF NAME OF THE COMPANY FROM "ADROIT INFOTECH LIMITED" TO "VERSO ALTIMA GROUP LIMITED"

The Company is presently operating under the name "Adroit Infotech Limited". In view of the Company's proposed business strategy, expansion plans, diversification initiatives and broader business objectives, the Board of Directors considers it appropriate to change the name of the Company to better reflect its proposed business identity and future growth aspirations.

Accordingly, the Board of Directors, at its meeting held on 17th November 2026, considered and approved the proposal for changing the name of the Company from **"Adroit Infotech Limited"** to **"Verso Altima**

Group Limited", subject to availability and approval of the proposed name by the Registrar of Companies and other necessary statutory and regulatory approvals.

The proposed change of name is intended to provide a distinct corporate identity aligned with the Company's strategic vision, technology-oriented business operations and proposed expansion into international markets.

The proposed change of name will not affect the legal status, rights, obligations, liabilities or continuity of the Company. All contracts, agreements, licenses, registrations, approvals, assets and liabilities of the Company shall continue in full force and effect notwithstanding the change of name.

The proposed change of name shall be subject to:

a. Availability and reservation of the proposed name by the Registrar of Companies;
b. Approval of the Members of the Company by way of Special Resolution under Section 13 of the Companies Act, 2013;
c. Approval of the Registrar of Companies and issuance of a fresh Certificate of Incorporation consequent upon change of name; and
d. Such other approvals from the Stock Exchanges and statutory/regulatory authorities as may be applicable.

Upon receipt of the requisite approvals, the name clause of the Memorandum of Association and the Articles of Association of the Company shall be altered accordingly.

The Board recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

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

III. PROPOSED ACQUISITION OF 60% SHAREHOLDING 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,* AND EXECUTION OF SHARE PURCHASE AGREEMENT

The Company is continuously exploring opportunities to expand its business operations, strengthen its international presence and enhance its growth prospects through strategic investments, acquisitions and business collaborations in domestic as well as international markets.

In furtherance of the Company's long-term business strategy and growth objectives, the Board of Directors of the Company, at its meeting held on 17th November 2026, considered and approved, subject to the approval of the Members and other applicable statutory and regulatory approvals, the proposal to acquire **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** (hereinafter referred to as the "Target Company").

The proposed acquisition is contemplated to be undertaken by way of purchase of existing equity shares from the existing shareholders of the Target Company pursuant to a Share Purchase Agreement ("SPA") to be entered into between the Company and the existing shareholders of the Target Company.

Upon completion of the proposed acquisition, the Target Company is expected to become a subsidiary of the Company, subject to completion of the transaction and satisfaction of the applicable legal and regulatory requirements

ADROIT INFOTECH LIMITED Hyderabad

1) **Strategic Rationale and Business Objectives**

The proposed acquisition is expected to provide the Company with an opportunity to expand its geographical footprint in the European market and strengthen its international business operations.

The key objectives and expected benefits of the proposed acquisition are as follows:

a. To establish and strengthen the Company's presence in Croatia and other European markets.

b. To expand the Company's international business operations and customer base.

c. To explore new business opportunities, strategic alliances and potential collaborations in Europe.

d. To enhance the Company's technological capabilities, operational efficiencies and service delivery.

e. To diversify the Company's business operations and revenue streams.

f. To create long-term business synergies and enhance shareholder value through strategic international expansion.

2) **Proposed Transaction and Consideration**

The Company proposes to acquire 60% of the total issued and paid-up share capital carrying voting rights of the Target Company from its existing shareholders.

The principal terms of the proposed acquisition are as follows:

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 final purchase consideration shall be determined based on the valuation of the Target Company, commercial negotiations, due diligence findings and other relevant factors, in accordance with applicable laws and regulatory requirements.

3) **Execution of Share Purchase Agreement**

For the purpose of implementing the proposed acquisition, the Company proposes to enter into a Share Purchase Agreement with the existing shareholders of the Target Company.

The SPA shall contain customary commercial and legal provisions, including:

a. Details of the shares proposed to be acquired and the purchase consideration.



b. Representations and warranties of the parties.

c. Conditions precedent and conditions subsequent to completion.

d. Payment terms and closing arrangements.

e. Indemnification provisions and allocation of liabilities.

f. Rights and obligations of the parties.

g. Management and governance rights of the Company following completion of the acquisition.

h. Other customary terms and conditions as may be mutually agreed between the parties.

The Board shall be authorised to negotiate, finalise, execute and implement the SPA and all other ancillary documents required for completion of the proposed acquisition.

4) **Regulatory Approvals and Compliance**

The proposed acquisition shall be undertaken subject to compliance with the applicable provisions of the Companies Act, 2013, FEMA, the Foreign Exchange Management (Overseas Investment) Rules, 2022, the Foreign Exchange Management (Overseas Investment) Regulations, 2022, RBI directions, SEBI LODR Regulations and other applicable laws in India and Croatia.

The Company shall obtain all necessary approvals, permissions, acknowledgements and registrations from the RBI, the Authorised Dealer Category-I Bank and other regulatory authorities, wherever applicable, and shall complete all prescribed reporting and disclosure requirements in connection with the overseas investment.

Further, the Company shall comply with the applicable provisions of Section 186 of the Companies Act, 2013, including obtaining shareholders' approval by way of Special Resolution, wherever the prescribed investment limits are exceeded.

5. **Interest of Directors, Key Managerial Personnel and Their Relatives**

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company and/or the Target Company, details of which, where required under Section 102 of the Companies Act, 2013, shall be disclosed below:

[Insert details of any Director, Promoter, Manager, KMP or their relatives holding 2% or more of the paid-up share capital of the Target Company, if applicable.]

6. **Inspection of Documents**

Copies of the draft Share Purchase Agreement, relevant valuation report, due diligence documents and other material documents, if any, in connection with the proposed acquisition shall be available for inspection by the Members electronically and/or at the Registered Office of the Company during business hours on working days up to the date of the Extraordinary General Meeting.

7. **Approval of Members**

Considering the strategic importance of the proposed acquisition and the need to obtain the necessary

corporate and regulatory approvals, the Board of Directors recommends the resolution set out at Item No. 1 of the accompanying Notice for approval of the Members as a Special Resolution.

The approval of the Members is accordingly sought for the proposed acquisition of 60% shareholding in the Target Company and for authorising the Board of Directors to execute the Share Purchase Agreement and undertake all necessary actions, deeds and matters incidental or consequential thereto.

The Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

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

The Board of Directors of the company at their Meeting dated 17th November, 2026 has decided to increase the Authorized share capital of the Company from Rs. 65,00 00,000 (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity shares of Rs. 10/- each to Rs. 75,00,00,000 (Rupees Seventy-Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lacs) Equity Shares of Rs. 10/- each by creation of additional 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- each aggregating Rs. 10,00,00,000/- (Rupees Ten Crores Only) ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

Consequent upon the proposed increase of Authorised Share Capital, Clause V of the Memorandum of Association of the Company will require corresponding alteration.

"V. The Authorized Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy-Five Crores Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each"

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 4 to this Notice. In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of an Special Resolution for increasing the Authorised Share Capital of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company.

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

The consent of the members is, therefore, being sought for passing the resolution in Item No. 4 of the notice as an Ordinary Resolution.

By order of Board of Directors
For Adroit Infotech Limited

Place: Telangana
Date:17th Nov'2026

Piyush Prajapathi
Company Secretary &
Compliance Officer

Information at a glance

Particulars	Details
Date and time of EGM	Thursday, December 10th, 2026, 9:00 AM IST
Mode	Video Conference and Other Audio-Visual means
Participation through videoconferencing	https://us02web.zoom.us/meeting/register/as87KQnoR2qBgvIT4zqg9A
Helpline number for VC participation	+91-40-23552284 +91-40-23552285
Cut-off date of e-voting	Monday, November 30, 2026, 5:00 PM IST
E-voting start time and date	Monday, December 07, 2026, 9:00 AM IST
E-voting End time and date	Wednesday, December 09, 2026, 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 or call toll free no. 1800 21 09911
Name, address and contact details of Registrar and Transfer Agent.	**Contact Name/s:** Mr. Ram/ Mr. Srinivas **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, Hyderabad – 500 032 **E mail:** info@vccilindia.com **Contact Nos:** +91 040-23818475/23818476 /23868023, Fax: +91 040-23868024



INSTRUCTIONS FOR PARTICIPATION THROUGH VC

Please follow the below steps for registration and participation:

<table>
<tr><td>Step 1 :</td><td>Access the VC portal by clicking this link: https://us02web.zoom.us/meeting/register/as87KQnoR2qBgvIT4zqg9A (or)
You could also join the EGM by visiting the investor page on our Company's website: https://www.adroitinfotech.com/investors.html</td><td rowspan="2">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.
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
Application:
Download & Install Zoom App (https://zoom.us/download)
Helpline numbers</td></tr>
<tr><td>Step2:</td><td>Fill the Meeting Registration details by using your DP ID and Client ID / Folio Number together with your PAN Number.
a) Members with NSDL account: a-character DP ID followed by 8-digit Client ID
(For example, if your DP ID is iN300*** and Client ID is 12******, then your user ID is IN300***12******).
b) Members with CDSL account:16-digit Beneficiary ID
(For example, if your Beneficiary ID is 12**********, then your user ID is 12**********).
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 ITLO*****)
Click “Register/Join Meeting in Progress”.</td></tr>
<tr><td></td><td colspan="2">Note: Institutional/ corporate shareholders are required to upload the Board Resolution/ Authorization letter authorizing its representatives to attend the EGM through VC.</td></tr>
<tr><td>Step3:</td><td colspan="2">Click “Open Zoom Meetings”. Click “Join with video” to join the virtual EGM.</td></tr>
<tr><td>Step4:</td><td colspan="2">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.</td></tr>
<tr><td>Step5:</td><td colspan="2">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/</td></tr>
</table>

General guidelines for VC participation

i. Members may note that the 1st EGM of the Company will be convened through VC incompliance 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/meeting/register/as87KQnoR2qBgvIT4zqg9A

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 glitches.

Solutions. Simplified...

Adroit Infotech Limited

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