

NOTICE

To,

**All Shareholders;
Board of Directors; and
Statutory Auditors of the Company**

Notice is hereby given that the 07th Annual General Meeting of the Members of **Adroitec Engineering Solutions Private Limited** will be held on **Wednesday, the 26th day of September, 2018 at 11:30 A.M. at Rockland Hotels, B 207, Chitranjan Park, Outer Ring Road, New Delhi-110019**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors' and Auditors' thereon.
2. **Re-appointment of M/s MJMJ & Associates LLP, Chartered Accountants (FRN: 027706N/C400013), retiring auditors of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, M/s MJMJ & Associates LLP, Chartered Accountants (FRN: 027706N/C400013), retiring auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 07th Annual General Meeting until the conclusion of the 08th Annual General Meeting of the Company, at such remuneration plus service tax, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

3. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 61(1) and Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 5,00,000 (Rupees Five Lacs only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 50,00,000 (Rupees Fifty Lacs) divided into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and

such new Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company.”

4. **ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to alter the Clause V of the Memorandum of Association of the Company consequent to the Increase in the Authorised Share Capital of the Company and accordingly, the existing Clause V of the Memorandum of Association of the Company, relating to share capital, be and is hereby substituted by new Clause V which shall read as follows:

V. The Authorised Share Capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lacs only) divided into 5,00,000 (Five Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each.

Place: Noida
Date: 27/08/2018

By order of the Board
For Adroitec Engineering Solutions Private
Limited

Saroop Chand

Saroop Chand
Director
DIN: 01495222
Address: 298, RPS Flats, Sheikh Sarai Phase
-I, New Delhi-110017

NOTES:

1. A member entitled to attend and vote is entitled to appoint one or more proxy (ies) to A member entitled to attend and vote is entitled to appoint one or more proxy (ies) to attend and vote on poll at the meeting instead of himself/herself and the proxy need not be a member. An instrument appointing a proxy, i.e. Form MGT-11 (Enclosed), in order to be valid /effective must be duly filled in all respects and should be lodged with Company at its registered office at least 48 hours before the commencement of the meeting.

A person appointed as a Proxy shall act on behalf of such number of Member(s) not exceeding Fifty and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Bodies Corporate members are requested to send a certified copy of the board resolution authorizing their representative/s to attend and vote at the meeting pursuant to provisions of section 113 of the Companies Act, 2013.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of the Notice.
4. Members are requested to notify change in address, if any, immediately to the Company.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically.
6. The Register of Director's and their Shareholding, Register of Contracts with related Party and contracts and Bodies in which directors are interested and Resister of Proxies would be available for Inspection by the Members at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102 (1) of the Companies Act, 2013 the following Statement sets out all material facts relating to the business under item No. 3 and 4 of the accompanying notice dated 27.08.2018

Item No. 3

At present the Authorised Share Capital of the Company is Rs. 5,00,000/- (Rupees Five Lakhs) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each. Due to increased business opportunities, the Company wishes to increase its capital and therefore it has decided to increase its Authorised share capital from Rs. 5,00,000 (Rupees Five Lacs only) to Rs. 50,00,000 (Rupees Fifty Lacs only) and such new Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

The Board of Directors recommends the Resolution at Item No.3 of the accompanying Notice for the approval of the Members of the Company as Ordinary Resolution.

None of the Directors or Key Managerial Personnel or relatives of Directors or KMP are concerned or interested in this resolution.

Item No. 4

Consequent to increase in authorized share capital of the Company, the Clause V of the Memorandum of Association of the Company with respect to Share Capital be altered as set out in the Item No. 4 respectively of the Notice.

The Board of Directors recommends the Resolution at Item No.4 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or relatives of Directors or KMP are concerned or interested in this resolution.

Place: Noida
Date: 27/08/2018

By order of the Board
For Adroitec Engineering Solutions Private
Limited

DeWand

Saroop Chand
Director
DIN: 01495222
Address: 298, RPS Flats, Sheikh Sarai Phase
-I, New Delhi-110017

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72200DL2011PTC216900

Name of the Company: **Adroitec Engineering Solutions Private Limited**

Registered office: **298, RPS Flats, Sheikh Sarai Phase -I, New Delhi-110017**

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

I/ We being the member(s) ofShares of the above named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:, or failing him/her

2. Name:

Address:

E-mail Id:

Signature:or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 07th Annual General Meeting of the Company, to be held on **Wednesday, the 26th day of September, 2018 at 11:30 A.M. at Rockland Hotels, B 207, Chitranjan Park, Outer Ring Road, New Delhi-110019**, and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No.

S.No.	Resolution	For	Against
1.	Adoption of Audited Financial Statements for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors' and Auditors' thereon.		

2.	Re-appointment of M/s MJMJ & Associates LLP, Chartered Accountants (FRN: 027706N/C400013), retiring auditors of the Company.		
3.	Increase in Authorised Share Capital of the Company.		
4.	Alteration of capital clause of Memorandum of Association of the Company.		

Signed this day of..... 2018

Signature of Shareholder

Signature of Proxy holder(s)

<p>Affix Revenue Stamp</p>

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

ADROITEC ENGINEERING SOLUTIONS PRIVATE LIMITED

CIN: U72200DL2011PTC216900

Regd. Office: 298, RPS Flats, Sheikh Sarai Phase -I, New Delhi-110017

07TH ANNUAL GENERAL MEETING

Name of Member/Proxy (In Block Letters):.....

Registered Folio No.:.....

No. of Shares held:.....

I/We certify that I am a Member/proxy for the member(s) of the Company.

I/We hereby record my presence at the 07th Annual General Meeting of the Company being held on Wednesday, the 26th day of September, 2018 at 11:30 A.M. at Rockland Hotels, B 207, Chitranjan Park, Outer Ring Road, New Delhi-110019.

Signature of the Member/Proxy

NOTE:

Please fill up this Attendance Slip and hand it over at the entrance of the meeting hall.

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING

