

## NOTICE

To,

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

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of the Members of **Adroitec Engineering Solutions Private Limited** will be held on **Wednesday, the 25th day of September, 2024 at 11.00 a.m. at 298, RPS Flats, Sheikh Sarai Phase-1 New Delhi 110017**, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors' and Auditors' thereon.

### **SPECIAL BUSINESS:**

2. **TO CONSIDER AND APPROVE ALTERATION OF ARTICLES OF ASSOCIATION BY INSERTING CLAUSES FOR DEMATERIALIZATION OF SECURITIES.**


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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of Companies Act, 2013 read with rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the approval of members of the company, be and is hereby accorded for inserting the following clauses:

1. Add pt 1(c) "Depositories Act" means the Depositories Act, 1996, as amended from time to time in Clause I **INTERPRETATION**

### **2. DEMATERIALIZATION OF SHARES**

90. Notwithstanding anything contained in these Articles, the company shall be entitled to dematerialize its shares, debentures, and other securities dematerialized form and rematerialize its shares, debentures or other securities held in depositories and/or offer its securities in dematerialised form.
91. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security. Here Beneficial owners definition as per The Depositories Act, 1996.
92. Beneficial owners deemed as Absolute Owners : Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the Beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares,

  
**Adroitec Engineering Solutions Pvt. Limited**

Corporate/Correspondence Office : D-68, Sector-2, Noida-201301 (U.P.)  
Registered Office : A - 43A, Shop No.:3, Panchsheel Vihar,  
Malviya Nagar, New Delhi-110017

Tel. : 0120-4864300 Fax : 0120-4864333  
Email : info@adroitecinfo.com  
www.adroitecengg.com  
CIN No. : U72200DL2011PTC216900

interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.

93. In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.
94. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company in that behalf.
95. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

**“RESOLVED FURTHER THAT** Any of the Directors of the Company, be and is hereby authorized to execute such documents as may be required, with the Registrar of Companies and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

**Place: Noida**

**Date: 28.08.2024**

**By order of the Board**

**For Adroitec Engineering Solutions Private Limited**



**Ayush Nadimpalli**

**Director**

**(DIN- 03265826)**

**R/o: 17-1-391/51,**

**Subramanya Nagar, Saidabad,**

**Hyderabad-500059**

## NOTES:

1. 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 are requested to notify change in address, if any, immediately to the Company.
3. 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.
4. The Register of Director's and their Shareholding, Register of Contracts with related Party and contracts and Bodies in which directors are interested and Register of Proxies would be available for Inspection by the Members at the meeting.

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

**Item No. 2** : The Ministry of Corporate Affairs (MCA) has taken significant step towards transparency by issuing notification dated 27th October 2023. This notification introduces new rules under the Companies (Prospectus & Allotment of Securities) Second Amendment Rules, 2023 making the dematerialization of shares mandatory for Non-small Private Companies.

In view of the same the Articles of Association of the Company needs to be re-aligned by adding a new Clause for Dematerialization for Shares as per Rule 9B.

The Board of Directors in its meeting held on 28<sup>th</sup> August, 2024 decided (subject to the approval of members) to adopt a new set of Articles of Association by adding new clause for Dematerialization of shares.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of altered set of Articles of Association of the Company.

None of the Directors, key managerial personnel and their relatives is in any way concerned or interested in the resolution.

The Board recommends the resolution for the approval of the Members by the way of Special Resolution.

**Place: Noida**

**Date: 28.08.2024**

**By order of the Board  
For Adroitec Engineering Solutions Private Limited**



**Ayush Nadimpalli  
Director  
(DIN- 03265826)  
R/o: 17-1-391/51,  
Subramanya Nagar, Saidabad,  
Hyderabad-500059**

**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: A-43A, Shop No. 3, Panchsheel Vihar Malviya Nagar, 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) of .....Shares 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 13<sup>th</sup> Annual General Meeting of the Members of **Adroitec Engineering Solutions Private Limited** will be held on **Wednesday, the 25th day of September, 2024 at 11.00 a.m. at 298, RPS Flats, Sheikh Sarai Phase-1 New Delhi 110017** 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, 2024, together with the Reports of the Board of Directors' and Auditors' thereon.		
2.	To Consider And Approve Alteration Of Articles Of Association By Inserting Clauses For Dematerialization Of Securities.		

Signed this ..... day of..... 2024

Affix  
Revenue  
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

**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**

**ADROITEC ENGINEERING SOLUTIONS PRIVATE LIMITED**

**CIN: U72200DL2011PTC216900**

**Regd. Office: A-43A, Shop No. 3, Panchsheel Vihar Malviya Nagar, New Delhi - 110017**

**13<sup>th</sup> 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 13<sup>th</sup> Annual General Meeting of the Members of Adroitec Engineering Solutions Private Limited will be held on Wednesday, the 25<sup>th</sup> day of September, 2024 at 11.00 a.m. at 298, RPS Flats, Sheikh Sarai Phase-1 New Delhi 110017.**

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**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

