

NOTICE**To,**

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

Notice is hereby given that the 14th Annual General Meeting of the Members of Adroitec Engineering Solutions Private Limited will be held on **Tuesday, the 30th day of September, 2025** 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, 2025, together with the Reports of the Board of Directors' and Auditors' thereon.

SPECIAL BUSINESS:**2. 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. 50,00,000 (Rupees Fifty Lacs only) divided into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each **to** Rs. 2,10,00,000 (Rupees Two Crores Ten Lacs) divided into 21,00,000 (Twenty One 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.”

3. 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 **Ordinary 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. 2,10,00,000/- (Rupees Two Crores Ten Lacs only) divided into 21,00,000 (Twenty One Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each.

4. To Consider And Approve The Issue Of Bonus Shares To The Existing Shareholders Of The Company.

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

"RESOLVED THAT in pursuance of Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies(Share Capital and Debentures)Rules, 2014(including any Statutory modification(s) or re-enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded that a sum of Rs. 1,68,00,000 be capitalized out of reserve and set free for distribution amongst the equity shareholders by issue of four equity share for every one equity share held on the record date to be decided by the Board and that such new shares, as and when issued shall rank pari passu with the existing shares.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid Resolution along with necessary E-form with the Registrar of Companies."

Place: Hyderabad

Date: 03.09.2025

**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.

Item No. 3

At present the Authorised Share Capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lakhs) divided into 500,000 (Five Lacs) 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 to 21,00,000 (Twenty One Lacs) Equity Shares of face value 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.

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 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. 5 :

As per the provisions of Section 63 of the Companies Act, 2013 and rules thereunder, the Company is proposing to issue 16,80,000 equity shares of Rs. 10/- each (hereinafter referred to as new shares) of an aggregate nominal value of Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lacs Only), as bonus shares to the existing shareholders out of the Free Reserves of the Company, to increase the equity base of the Company.

Your directors hence seek your consent for the issue of Bonus shares to the existing shareholders of the Company in the ratio of 4 (Four) New shares for every 1 (one) share held in the General Meeting by passing of the said resolution as Ordinary Resolution.

Mr. Saroop Chand, Director of the Company is holding 100 shares in the Company on behalf of its holding Company Adroitec Information Systems Private Limited. Further, Mr. Saroop Chand is also holding 44.285% of the shares of Adroitec Information Systems Private Limited. To this extent, Mr. Saroop Chand is interested in this proposal.

All the proposed Bonus shares of the Company i.e. 16,80,000 shares will be allotted to the shareholders of the Company.

None of the Key Managerial Personnel of the Company or their relatives is concerned or in any way interested in this resolution.

Place: Hyderabad

Date: 03.09.2025

**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/ Client 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 14th Annual General Meeting of the Members of Adroitec Engineering Solutions Private Limited will be held on **Tuesday, the 30th day of September, 2025** 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, 2025, together with the Reports of the Board of Directors' and Auditors' thereon.		
2.	Increase in Authorised Share Capital Of The Company		

3.	Alteration of Capital Clause of Memorandum of Association of the Company		
4.	To Consider and approve the Issue of Bonus Shares to the existing Shareholders of the Company		

Signed this day of....., 2025

Signature of Shareholder

Affix
Revenue
Stamp

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 ENGINEERING SOLUTIONS PRIVATE LIMITED

CIN: U72200DL2011PTC216900

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

14th 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 14th Annual General Meeting of the Members of Adroitec Engineering Solutions Private Limited will be held on Tuesday, the 30th day of September, 2025 at 11.00 a.m. at 298, RPS Flats, Sheikh Sarai Phase-1 New Delhi 110017.

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

