

## NOTICE

To,

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

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of Adroitec Information Systems Private Limited will be held on **Tuesday, the 30<sup>th</sup> day of September, 2025 at 12.30 P.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 Standalone Financial Statements and Audited Consolidated 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. **TO GIVE LOAN, GUARANTEE OR SECURITY AS PER THE PROVISIONS OF SECTION 185 OF COMPANIES ACT, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members 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 constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 20 Crores (Rupees Twenty Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things

in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

**Place: Noida**

**Date: 03.09.2025**

**By order of the Board**  
**For Adroitec Information Systems Private Limited**



**Vinod Kumar Pandey**

**Chairperson**

**DIN: 08370667**

**Address: Flat No K 1007**  
**Stellar One Phase I Plot No GH 09 Sector 1 Greater**  
**Noida, Gautam Budh Nagar**

**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.
2. 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.
3. 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.
4. 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.
5. Members are requested to notify change in address, if any, immediately to the Company.
6. The Company has canceled all existing share certificates and issued a new set following a board resolution dated September 4, 2024. These new certificates, along with the Notice for the 35th AGM held in 2024, were sent via courier. However, some certificates were returned to the Company due to address changes of the Shareholders. Members are requested to either collect their share certificates directly from the Company or email their updated address to [info@adroitecinfo.com](mailto:info@adroitecinfo.com) so that the certificates can be dispatched accordingly.
7. 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.
8. 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 :** Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting. It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 2 of the notice. The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only. The Board of Directors recommend the resolution set forth in Item no. 2 of the notice for your approval as a Special Resolution. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Place: Noida**  
**Date: 03.09.2025**

**By order of the Board**  
**For Adroitec Information Systems Private Limited**



**Vinod Kumar Pandey**  
**Chairperson**  
**DIN: 08370667**  
**Address: Flat No K 1007**

**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: U74899DL1988PTC030359**

**Name of the Company: Adroitec Information Systems 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:

!! 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 **37th Annual General Meeting of the Members of Adroitec Information Systems Private Limited will be held on Tuesday, the 30<sup>th</sup> day of September, 2025 at 12.30 P.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.**

<b>S.No.</b>	<b>Resolution</b>	<b>For</b>	<b>Against</b>
1.	Adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors' and Auditors' thereon.		

2.	To Give Loan, Guarantee or Security as per the Provisions Of Section 185 Of Companies Act, 2013		
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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 INFORMATION SYSTEMS PRIVATE LIMITED

CIN: U74899DL1988PTC030359

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

### 37<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 37<sup>th</sup> Annual General Meeting of the Members of Adroitec Information Systems Private Limited will be held on Tuesday, the 30<sup>th</sup> day of September, 2025 at 12.30 P.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

