

Adtech Systems Limited
2/796, A Wing, Second Floor, Sakshi Towers, First Main Road,
Kazura Gardens, Neelankarai, Chennai - 600 015
Email: mr@adtechindia.in. Website : www.adtechindia.com

NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting (AGM) of the Members of ADTECH SYSTEMS LIMITED ("The Company") (CIN: L33111TN1990PLC018678) will be held on Monday, September 30th 2024, at 11:00 AM (IST), through Video Conferencing or Other Audio-Visual Means (VC/OAVM), to transact the following businesses.

The proceedings of the 33rd AGM shall be deemed to be conducted at the Registered Office of the Company at 2/796, Second Floor, A Wing, Sakshi Towers, First Main Road, Kazura Gardens, Neelankarai, Chennai - 600 115

ORDINARY BUSINESS -

ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2024, the Audited Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date, and the reports of the Board of Directors and the Statutory Auditors thereon.

To consider and if though fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon as placed before this Annual General Meeting, be and are hereby considered and adopted".

ITEM NO. 2: DECLARATION OF DIVIDEND

To declare a dividend of Re.1/- per share on the fully paid Ordinary (Equity) Shares of face value Rs.10/- each for the financial year 2023-24

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT a dividend at the rate of Re 1/- (Rupee One Only) per equity share, i.e., 10 percent on the face value of Rs. 10/- (Rupees Ten Only) each, be and is declared for the financial year ended March 31, 2024, and the same be paid out of the profits of the Company for the financial year ended March 31, 2024"

ITEM NO. 3: RE-APPOINTMENT OF DIRECTOR

To consider and re-appoint Shri.M.R. Narayanan (DIN: 00044926), who retires by rotation and being eligible, offers himself for reappointment.

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, if any(including any statutory modification(s) or enactment(s) thereof), and the Articles of Association of the Company, Shri M R Narayanan (DIN 00044926) who retires by rotation at the 33rd Annual General Meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as a Non-Executive Director of the Company liable to retire by rotation."

SPECIAL BUSINESS -

ITEM NO. 4: APPOINTMENT OF Ms SUMA SANKARAN (DIN10730509) AS INDEPENDENT & WOMAN DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on 14th August 2024, and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”), (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of members of the Company be and is hereby accorded for the appointment of Ms. Suma Sankaran(DIN 10730509), who has submitted a declaration confirming the criteria of independence under Section 149 of the Companies Act, read with the SEBI (LODR) Regulations, 2015, as amended from time to time and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as non-executive Independent and Woman Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a period of 5 consecutive years on the Board of the Company with effect from 24th September 2024 up to 23rd September 2029 (both days including). “

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee) and /or the Company Secretary of the Company be and are hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution and for matters concerned or incidental thereto.”

By Order of the Board of Directors

For Adtech Systems Limited

Sd/-

S Balamurali

Company Secretary & Compliance Officer

ACS 11779

Thiruvananthapuram, August 14, 2024

Registered Office:

2/796, 2nd Floor, A Wing
Sakshi Towers, First Main Road
Kazura Gardens, Neelankara
Chennai 600 115

EXPLANATORY STATEMENT -

Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India read with Regulation 36(3) and 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)

In conformity with the provisions of Section 102(1) of the Companies Act, and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India read with applicable provisions of LODR, 2015, the following explanatory statement and Annexure A thereto setting out all material facts relating to the business mentioned under item no 3 and 4 of the accompanying notice, should be taken as forming part of this Notice.

ITEM NO. 3: RE APPOINTMENT OF DIRECTOR SHRI. M. R. NARAYANAN (DIN: 00044926)

As required Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, particulars of Director, Shri. M. R. Narayanan (DIN: 00044926) who is proposed to be reappointed at this Meeting is given below-

Name	M. R. Narayanan
Director Identification Number	00044926
Designation	Non-Executive Director
Date of Birth	April 17, 1951
Age (Years)	73 years
Nationality	Indian
Original Date of Appointment	January 06, 1992
Qualification	B. Tech
Expertise	Rich Experience of more than 35 years in technical matters, especially in electronics. Currently heads the renewable project division of the Company.
Other Directorships excluding private limited and foreign companies	In 13 Companies, all private limited companies.
Relationship, if any between Directors inter-se	Brother of Shri M. R. Subramonian, Managing Director and Shri M. R. Krishnan, Executive Director of the Company
Shareholding in the Company	2227825 shares (18.70 % of paid-up Capital)
Names of listed entities in which the person holds the directorship and the membership of Committees of the Board	Nil
Names of listed entities from which the person has resigned in the past three years	Nil
Number of Equity shares held in the Company for any other person on a beneficial basis	Nil
Number of Stock Options Granted	Not applicable
Terms and conditions of re-appointment	Re-appointment as a Non-Executive, Non-Independent Director in terms of Section 152(6) of the Companies Act, 2013
Number of meetings of the Board attended during the financial year 2023-24	4 (Four)
Details of Remuneration sought to be paid	He would be entitled to sitting fees for attending meetings of Board of Directors.
Skills and capabilities required for the role and the manner in which Director meets such requirements	Not applicable

**ITEM NO. 4: APPOINTMENT OF Ms SUMA SANKARAN
(DIN10730509) AS INDEPENDENT & WOMAN DIRECTOR OF
THE COMPANY**

The Board of Directors of the Company, pursuant to recommendation of the Nomination and Remuneration Committee at its meeting held on 14th August 2024 has appointed Ms Suma Sankaran as Independent Woman Director with effect from 24th September 2024 for a period of 5 years upto 23rd September 2029, not liable to retire by rotation, subject to approval by Shareholders at Annual General Meeting by a Special Resolution, pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Ms Suma Sankaran's appointment as Independent Woman Director with effect from 24th September 2024 for a period of 5 years is made upon completion of tenure of current Independent Woman Director Smt P K Anandavally Ammal on 23rd September 2024.

Ms Suma Sankaran is a qualified Company Secretary with experience of over 27 years. She holds a Degree in Law, and has Post Graduate Honours Diploma in Personnel Management, and Post Membership qualification in Arbitration from ICSI

She has extensive experience in development of projects in public private partnership mode, in contract management, dispute resolution, and in legal and personnel aspects.

She is currently serving as Company Secretary & Chief Administration Officer in Vizhinjam International Seaport Limited

The Company has received a declaration from her confirming that she meets the criteria of independence

as prescribed under Section 149(6) of the Act and SEBI LODR, 2015. Ms Suma Sankaran is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority and is not disqualified from being appointed as Director in terms of Section 164 of the Act. She has given her consent to act as an Independent Director.

The requisite details of Ms Suma Sankaran pursuant to SEBI LODR and Secretarial Standard 2 are provided in the Annexure to this Notice.

In the opinion of the Board, Ms Suma Sankaran is a person of integrity, possesses relevant expertise and fulfills the conditions specified in the Act, rules made thereunder, and SEBI LODR and is independent of the management. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for appointment as an Independent Director of the Company.

A copy of the draft letter of appointment of Ms Suma Sankaran setting out the terms and conditions of appointment is available for inspection at the Registered Office of the Company on all working days (except Sundays and Public Holidays) between 11.00 am to 1.30 pm upto the date of AGM and will also be available for inspection during the AGM. A brief profile of Ms Suma Sankaran is also available on the website of the Company ie www.adtechindia.com

Accordingly, the Board recommends passing of the Special Resolution in relation to Ms Suma Sankaran an Independent Woman Director for a period of 5 years with effect from 24th September 2024 till 23rd September 2029. Except Ms Suma Sankaran, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested financially or otherwise, in the special resolution as set out at Item No 4.

Name	Ms. Suma Sankaran
Director Identification Number	10730509
Designation	Non-Executive Independent Woman Director
Date of Birth	June 30, 1968
Age (Years)	56 years
Nationality	Indian
Original Date of Appointment	September 24, 2024
Qualification	Ms Suma Sankaran is a qualified company secretary from the Institute of Company Secretaries of India (ICSI), with a degree in law from Kerala University, a Post Graduate Honours Diploma in Personnel Management, a Post Membership Qualification Course on Arbitration from ICSI

Expertise	As provided in the Explanatory Statement.
Other Directorships excluding private limited and foreign companies	Nil
Relationship, if any between Directors inter-se	Not related to any other Director in the Company
Shareholding in the Company	Nil
Names of listed entities in which the person holds the directorship and the membership of Committees of the Board	Nil
Names of listed entities from which the person has resigned in the past three years	Nil
Number of Equity shares held in the Company for any other person on a beneficial basis	Nil
Number of Stock Options Granted	Not applicable
Terms and conditions of appointment	Appointment as a Non-Executive, Independent Woman Director in terms of Section 149(1) and 149(6) of the Companies Act, 2013
Number of meetings of the Board attended during the financial year 2023-24	Not Applicable
Details of Remuneration sought to be paid	She would be entitled to sitting fees for attending meetings of Board of Directors.
Skills and capabilities required for the role and the manner in which Director meets such requirements	As provided in explanatory statement.

NOTES AND SHAREHOLDER INFORMATION

CONVENING OF ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING OR ANY OTHER AUDIO-VISUAL FACILITY

1. The Ministry of Corporate Affairs (“MCA”) has, vide its general circular no. 09/2023 dated September 25, 2023 and 10/2022 dated December 28, 2022 read with circular nos. 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8th, 2020 (collectively referred to as “MCA Circulars”), inter-alia, permitted conduct of Annual General Meeting (“AGM”) through Video Conferencing or any Other Audio-Visual Means (“VC/OAVM”) facility. In compliance with the MCA Circulars, the Company will be convening its 33rd AGM through VC/OAVM facility provided by Central Depository Services (India) Limited (“CDSL”) without the physical presence of the Shareholders at a common venue. The registered office of the Company as stated in this Notice shall be the deemed venue of the AGM.
2. The Members can join the AGM in VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the “Act”).
4. Pursuant to the provisions of Section 108 of the Act 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 (“SEBI Listing Regulations”) (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8th, 2020, April 13, 2020 and May 5th, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. 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 agency. The facility of casting votes by a Member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.
5. Since the 32nd AGM will be held through VC, route map is not relevant and hence not annexed to this notice.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS

UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-Voting.
2. Only those Members/ Shareholders, who will be present in the AGM 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 in the AGM.
3. 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.
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 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at

- balamuralis@adtechindia.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at balamuralis@adtechindia.in. 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 AGM/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/AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 11. 11. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 12. 12. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT

1. In accordance with the MCA General Circular No 20/2020 dated may 5,2020, MCA General Circular No 09/2023 dated 25th September 2023, SEBI Circular No SEBI/HO/CFD/2023 dated October 7,2023 and SEBI Circular No SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6,2023 which provided relaxations to companies from dispatching physical copies of the financial statements (including Board's Report, Auditor's report or other documents required to be attached therewith) to the Shareholders for the AGMs to be conducted till September 30, 2024. Accordingly, the Annual Report for Financial Year ("FY") 2023-24 comprising the Audited Financial Statements, Report of the Board of Directors and Statutory Auditors' thereon and other documents required to be attached thereto including the Notice of the 33rd AGM of the Company are being dispatched only through electronic mode to those Shareholders whose e-mail address is registered with the Company, the Depositories or the Depository Participant(s) ("DPs") or with Integrated Registry Management Services Private Limited, Registrar & Share

Transfer Agent ("Integrated/RTA").

2. A physical copy of the Annual Report for FY 2023-24 and Notice of AGM will be dispatched only to those Share-holders who submit a written request for the same at the Company's investor desk, balamuralis@adtechindia.in
3. Shareholders may note that the Notice of the AGM along with the Annual Report for FY 2023-24 is also uploaded and available electronically at the following links: • <https://www.adtechindia.com/> • <https://www.msei.in/> • <https://www.bseindia.com> • <https://www.evotingindia.com/>

GENERAL INFORMATION

- 1 The Company notifies Closure of Register of Members and Share Transfer Books thereof from Thursday, 26th September 2024 to Monday, 30th September, 2024 (both days inclusive) for the purpose of Annual General Meeting. Dividend, if declared at the Annual General Meeting will be paid to those Shareholders whose name appear on the Register of Members and on the list of Beneficiary Owners (BOs) downloaded from NSDL and CDSL as on 25th September 2024 (the Record Date).

As per the provisions of Income Tax Act, 1961 ('the Act'), dividend declared, paid or distributed by a Company on or after April 1, 2020, shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax at source (TDS)/ With Holding Tax at the time of payment of dividend at the applicable tax rates. The rates of TDS would depend upon the category and residential status of the shareholder. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereto. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company / Company's RTA, (if shares are held in physical form).

2. The Company has appointed Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, North Usman Road, T Nagar, Chennai as the Registrar and Share Transfer Agent of the Company to deal with the physical as well as electronic share registry.
3. As per the applicable provisions and rules thereunder any Dividend remaining unpaid and unclaimed at the end of 7th year thereafter, shall be transferred to the Investor Education and Protection Fund (IEPF).
4. Members holding shares in the same name or same order under different ledger folios are requested to apply for clubbing into one folio.
5. Members are requested to notify immediately any change in their address to the Registrar and Share

- Transfer Agents at their address as given above in the case of physical holdings and to their respective Depository Participant in case of demat shares.
6. Members may kindly update their email address with the Company/Registrar-Integrated Registry Management Service Private Limited such that correspondence reaches members without fail. Members are requested to furnish details of their nominee in the nomination form that can be obtained from the Company on request or which form (SH-13) can be downloaded from www.adtechindia.in
7. Members are requested to note that transfer/trading of Company's shares through Stock Exchange/Off Market is permitted only in electronic/ demat form. Those members who have not yet converted their holdings into the electronic form may please consider opening an account with an authorized Depository Participant and arrange for dematerialization.

Members desiring any information as regards the accounts are requested to write to the Company so as to reach the Registered Office at least 5 days before the date of meeting to enable the management to keep the information ready.

DIVIDEND RELATED INFORMATION

Dividend recommended by Board	:	Re 1/- per equity share of Rs. 10 each, fully paid (10 percent)
Ex-Dividend/ Record Date	:	25 th September 2024
Date of Dividend pay-out	:	On or after Saturday 07th October 2024 and within prescribed timelines.
Mode of Dividend pay-out	:	Electronic credit: Electronic Clearing Services (ECS)/National Electronic Clearing Services (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit.
		Share Warrants: In the absence of complete details for electronic payments or in cases where electronic payments have failed/ rejected by the Bank

1. SEBI has mandated all companies to use the bank account details furnished by Depositories and maintained by the Registrar and Share Transfer Agents ("RTA") for payment of Dividend to the Shareholders electronically. All Shareholders are requested to kindly ensure that details such as Permanent Account Number ("PAN"), residential status, category of holding, e-mail ID, full bank account details (IFSC, MICR etc.), postal address are updated, with DPs (demat Shareholders) / RTA (physical Shareholders) on or before Wednesday 25th September, 2024 for seamless electronic pay-out and receipt of subsequent communications on dividend.
 - i. Shareholders holding shares in demat mode are requested to register/update their bank account details with their respective DPs before Wednesday 25th September, 2024.
 - ii. Shareholders holding shares in physical mode are requested to send the following documents in original to Integrated by e-mail at srirams@integrated.in or by courier at Integrated Registry Management Services P Ltd, II Floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017, by Wednesday, September 25th 2024:
 - (a) Form ISR-1 along with the supporting documents. The said form is available on the website of the Company at <https://www.adtechindia.com>
 - (b) Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
 - cancelled cheque in original.
 - bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
2. Please note that instructions, if any, already given by Shareholders in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held by them in demat form.
3. How to update bank account details for electronic credit of dividend?
 - i. Shareholders holding shares in demat mode are requested to register/update their bank account details with their respective DPs before Wednesday 25th September, 2024.

- (c) Self-attested photocopy of the PAN Card of all the holders; and
- (d) self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

INSTRUCTIONS TO FURNISH/UPDATE PAN, BANK ACCOUNT, KYC AND NOMINATION DETAILS

SEBI vide its circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated all physical Shareholders to furnish their PAN, Nomination and KYC details (Contact Details, Bank Account Details & Specimen Signature) with companies. Further, linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes ("CBDT").

Brief procedure for updation of PAN, Bank Account, KYC and nomination details is given hereunder:

Shareholders holding shares in physical form should send a written request in the prescribed forms to Integrated Registry Management Services Private Limited (Integrated) either by e-mail (duly e-signed) at srirams@integratedindia.in or by post (self-attested & dated) to: Integrated Registry Management Services P Ltd, II Floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017

- (a) To register PAN, e-mail address, bank details and other KYC details or updation therein: Form ISR-1
- (b) To update signature of securities holder: Form ISR-2
- (c) For nomination pursuant to Rule 19(1) of Companies (Share Capital and debenture) Rules, 2014: Form SH-13
- (d) Declaration to opt out nomination: Form ISR-3
- (e) Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee: Form SH-14
- (f) For requesting issue of Duplicate Certificate and other service requests for securities held in physical mode: Form ISR-4
- (g) Request for Transmission of Securities by Nominee or Legal Heir: Form ISR-5
- (h) Shareholders holding shares in demat form: Please contact your DP to register your email address and bank account details in your demat account, as per the process advised by your DP

Please note that Physical Shareholders whose: • folios in which PAN/ KYC details and Nomination are not available will be frozen by The Integrated w.e.f. October 1st, 2023 or such extended date. • folios in which PAN is not linked to Aadhaar as

on March 31, 2023 or any other date as may be specified by the CBDT will also be frozen by the Integrated. The holders whose folio has been frozen can lodge grievance or raise any service request from the Integrated only after submission of all the KYC and Nomination details and dematerialization of such holdings. Integrated shall revert the frozen folios to normal status upon receipt of all the documents/details. The Shareholders who are eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the stated requirements;

Those folios which continue to remain frozen as on December 31, 2025, shall be referred to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to the aforementioned SEBI Circular in Form ISR-1.

INSPECTION OF DOCUMENTS

The Register of Directors and Key Managerial Personnel and their shareholdings and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 170 and 189 of the Act, respectively, the Memorandum of Association and Articles of Association of the Company and any other relevant documents referred to in the Notice and Annexures thereof shall be made available for electronic inspection to the Shareholders without any fees from the date of circulation of the Notice up to the date of AGM and also during the AGM

THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The instructions for e-voting are given herein below:

- The remote e-voting period commences on Friday, September 27, 2024 (9:00 a.m. IST) and ends on Sunday September 29, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, September 23, 2024 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 have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- The Board of Directors has appointed Mr. P. Sajee Nair FCS (FCS No 8705) and (C.P. No. 12772) Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- 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.

STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

Pursuant to above said 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	<ol style="list-style-type: none"> 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 http://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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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 http://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 http://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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.nsd.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.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at http://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsd.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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 & NSDL.

Types of Shareholders	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 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

STEP 2: 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 Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form -

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
- For CDSL: 16 digits beneficiary ID

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.

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.

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) <ul style="list-style-type: none"> 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 @ balamuralis@adtechindia.in or srirams@integratedindia.in
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (<i>in dd/mm/yyyy format</i>) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> 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.

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Adtech Systems Limited> on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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 mandatory 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. balamuralis@adtechindia.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

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 balamuralis@adtechindia.in or to srirams@integratedindia.in

- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 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.

If you have any queries or issues regarding 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

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

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

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.adtechindia.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to MSEI Limited, where the shares of the Company are listed.

Any Investor grievances/complaints may please be mailed to balamuralis@adtechindia.in

Members are requested to register their e-mail addresses with the Company/Share Transfer agent or with their Depositories

Members still holding shares in physical form are requested to kindly dematerialize their shareholdings by contacting your share brokers.