

Date: 11.11.2022

To, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street ,Mumbai – 400001 Tel:022-22721233/34 Fax: 022-22722131/1072/2037/2061/41 Email: corp.relations@bseindia.com corp.compliance@bseindia.com Scrip Code: 532172	To, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai: 400051 Tel: 022-26598235/36/452 Fax: 022-26598237/38 Email: cmlist@nse.co.in Scrip Code: ADROITINFO
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Subject: Intimation under Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding receipt of In-principle Approval for issue and allotment of Equity Shares and Share Warrants on Preferential Basis

Dear Sir/Madam,

This is to inform that the Company has received the In-principle approval from BSE Limited and National Stock Exchange of India Limited for issue and allotment of (a) 10,00,000 (Ten Lakhs) Equity Shares by way of conversion of loan into equity shares; (b) 10,00,000 (Ten Lakhs) Equity Shares by way of preferential allotment of Equity Shares; (c) 10,00,000 (Ten Lakhs) Equity Shares by way of swapping of Equity Shares of the Company with the Equity Shares of Verso Altima India Private Limited; (d) 58,00,000 (Fifty Eight Lakhs) share warrants on preferential basis.

The In-principle approvals received from the respective Stock Exchanges are enclosed herewith.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Adroit Infotech Limited


Sudhakiran Reddy Sunkerneni
Managing Director
DIN: 01436242

LOD/PREF/JR/FIP/2789/2022-23

“E-Letter”

November 10, 2022

The Company Secretary,
Adroit Infotech Ltd
Plot No. 7A, Road No. 12, MLA Colony,
Hyderabad, Telangana, 500034

Dear Sir,

Re: ‘In-principle’ approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We refer to your application seeking our “in-principle” approval for the issue of 10,00,000 equity shares and 58,00,000 warrants convertible into 58,00,000 equity shares of Rs. 10/- each to be issued at a price not less than Rs. 25/- to promoters & non-promoters for cash consideration and 10,00,000 equity shares of Rs. 10/- each to be issued at a price not less than Rs. 25/- to promoter against the conversion of loan amount aggregating to Rs. 2,50,00,000/- and 10,00,000 Equity Shares of Rs. 10/- each to be issued at a price not less than Rs. 25/- to non-promoters for Consideration Other than cash pursuant to share swap basis on a preferential basis.”

The Exchange hereby grants its ‘in-principle’ approval for the aforesaid issue. This ‘in-principle’ approval should not be construed as our approval for listing of aforesaid security and you are required to duly and separately comply with the requirements in respect thereof.

You are advised to ensure that the issue and allotment of securities is strictly in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, etc. made there under, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) and the Listing Agreement signed with us. In addition, you shall also obtain such statutory and other approvals as are required for the purpose.

On allotment of securities pursuant to this ‘in principle’ approval you are required to make a listing application without delay, with applicable fees, in terms of Regulation 14 of the LODR Regulations and comply with the post issue formalities. Listing application and the checklist for post issue listing formalities can be downloaded from the link:<https://www.bseindia.com/static/about/downloads.aspx>. Further, it should be noted by Depositories and the Company that in case of allotment of Convertible Securities, there would be automatic release of excess lock-in period of Pre-Preferential Holding of allottees by Depositories in compliance with SEBI(ICDR) Regulations,2018 without requirement of any NOC by the Exchange.

In addition to above, the company should note that as per Schedule XIX – Para (2) of ICDR Regulations and as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019, “the issuer or the issuing company, as the case may be, shall, make an application for listing, **within twenty days** from the date of allotment, to one or more recognized stock exchange(s)” along with the documents specified by stock exchange(s) from time to time. Any Non-compliance with the above requirement will attract, the fine as mentioned in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019.

The Exchange reserves its right to withdraw this ‘in-principle’ approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or if it contravenes any Rules, Bye-laws and Regulations of the Exchange, LODR Regulations, ICDR Regulations and Guidelines/ Regulations issued by any statutory authorities etc.

Yours faithfully,

Sd/-
Sabah Vaze
Senior Manager

Sd/-
Jeetendra Rangnani
Deputy Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/31680

November 10, 2022

The Company Secretary
Adroit Infotech Limited
Plot N. 7A MLA colony
Road No.12, Banjara Hills
Hyderabad-500034.

Kind Attn: Ms. Suchita Dugar

Dear Madam,

Sub: In - Principle approval under Regulation 28(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are in receipt of your application regarding In-principle approval for issue of 3000000 Equity shares of Rs. 10/- each and 5800000 Equity shares of Rs. 10/- each to be allotted on conversion of warrants to be issued under preferential basis in terms of Regulation 28(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. In this regard, the Exchange is pleased to grant in-principle approval for the said issue subject to the Company fulfilling the following conditions:

1. Filing the listing application at the earliest from the date of allotment.
2. Receipt of statutory and other approvals and compliance of guidelines/regulations issued by the statutory authorities including SEBI, RBI, MCA, etc.
3. Compliance with all the applicable guidelines, regulations, directions of the Exchange or any statutory authorities as on the date of listing application.
4. Compliance of all conditions as per the SEBI (LODR) Regulations, 2015 as on date of listing, Companies Act, 1956 / Companies Act, 2013 and other applicable laws.
5. Submissions of documents as may be required by NSE and payment of applicable fees.

Further, the company is advised to strengthen internal controls (to monitor trades being executed by the proposed allottees in the scrip of the company) before allotment of securities in order to avoid any non-compliances in respect of trades being executed by the allottees in contravention of provisions of Chapter V of SEBI (ICDR) Regulations.

“Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.”

The Exchange reserves its right to withdraw its in-principle approval at a later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or in contravention of any Rules, Bye-laws and Regulations of the Exchange, SEBI (LODR) Regulations, 2015, Guidelines/ Regulations issued by statutory authorities, etc.

Yours faithfully,
For National Stock Exchange of India Limited

Jiten Patel
Manager

This Document is Digitally Signed

Cc:

National Securities Depository Limited
4th Floor, Trade World
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013.

Central Depository Services Limited
Marathon Futurex, A-Wing, 25th
floor, NM Joshi Marg, Lower Parel,
Mumbai-400013.

P.S. Checklist of all the further issues is available on website of the exchange at the following URL:
<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed

Signer: Jiten Bharat Patel
Date: Thu, Nov 10, 2022 21:34:33 IST
Location: NSE