

March 29, 2023

<p>To, Listing Department, THE NATIONAL STOCK EXCHANGE LIMITED, Exchange Plaza, BandraKurla Complex, Bandra (East), Mumbai: 400051 Tel: 022-26598235/36/452 Fax: 022-26598237/38 Email: cmlist@nse.co.in Scrip Code: ADROITINFO</p>	<p>To, Listing Operations Department, BSE Limited, J. Towers, Dalal Street, Mumbai – 400 001 BSE Scrip Code: 532172</p>
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Subject: Outcome of Extra Ordinary General Meeting held on Wednesday, March 29, 2023 at 09.00 AM (IST) through Video Conferencing (VC).

Dear Sir/Madam,

We are pleased to inform you that the 1st Extraordinary General Meeting ('EGM') of Adroit Infotech Limited for the financial year 2022-23 held on Wednesday, March 29, 2023 at 09.00 AM concluded at 11:30 A.M (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

The outcome of the Extra Ordinary General Meeting, inter alia, is as under:

I. THE SHAREHOLDERS APPROVED TO INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provision of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Authorized share capital of the Company be and is hereby increased from Rs. 39,41,50,000 (Rupees Thirty-Nine Crores Forty-One Lacs Fifty Thousand Only) divided into 3,94,15,000 (Three Crores Ninety-Four Lacs Fifteen Thousand) Equity shares of Rs. 10/- each to Rs. 65,00,00,000 (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- each by creation of additional 2,55,85,000 (Two Crores Fifty-Five Lacs Eighty-Five) Equity Shares of Rs. 10/- each aggregating Rs. 25,58,50,000/- (Rupees Twenty-Five Crores Fifty-Eight Lacs Fifty Thousand Only) ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

“The Authorized share capital of the Company is Rs. 65,00,00,000 (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- each.”

II. THE SHAREHOLDERS APPROVED SCHEME OF “AIL ESOP-2023” FOR THE EMPLOYEES 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 the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), (“**Act**”) read with the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, (“**Rules**”) and in accordance with the applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant circular(s)/ notification(s)/clarification(s) etc., issued by SEBI in this regard (collectively referred to as the “**SEBI SBEB Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and other applicable laws, rules and regulations, including in each case any modifications thereof or supplements thereto (collectively, “**Applicable Laws**”), and the provisions of Memorandum and Articles of Association of the Company and subject to such approvals, permissions and sanctions of any regulatory or other authorities as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee, including the Nomination & Remuneration Committee (“**NRC**”), which the Board has constituted or may hereafter constitute to act as the “**Compensation Committee**” under the SEBI SBEB Regulations, to exercise its powers including the powers conferred by this Resolution), the consent of members of the Company be and is hereby accorded to the Board to introduce and implement the “Adroit Infotech Limited - Employee Stock Options Plan 2023” (“**AIL ESOP-2023**”), the salient features of which are detailed in the Explanatory Statement to this resolution, and to create, grant, vest, offer, issue and allot, from time to time, in one or more tranches, to or for the benefit of such person(s) who are employees as designated by the Company, exclusively working in India or outside India and to such other person(s) as may be decided by the Board and/ or permitted under the SEBI SBEB Regulations and other Applicable Laws (other than promoters or persons belonging to the promoter group of the Company, Independent Directors, and Directors who either himself or through his relative or through anybody corporate, holding directly or indirectly more than 10% of the outstanding equity shares of the Company) selected on the basis of criteria decided by the Board in terms of the AIL ESOP-2023 (hereinafter collectively referred to as the “**Eligible Employees**”), up to 50,00,000 (Fifty Lakh) stock options exercisable into equity shares of the Company (such stock options, the “**Options**”) under the AIL ESOP-2023, in one or more tranches, exercisable into not more than 50,00,000 (Fifty Lakh) fully paid-up equity shares in the Company in aggregate of face value of Rs. 10 (Rupees Ten) each of the Company, at such price or prices, and on such terms and conditions as may be fixed or determined by the Board in accordance with the AIL ESOP-2023 and in compliance with the SEBI SBEB Regulations and other Applicable Laws.”

Please take the above information on record.

Thanking You,

for Adroit Infotech Limited

Sudhakiran Reddy Sunkerneni
Managing Director
DIN: 01436242