

NOTICE

To,

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

Notice is hereby given that the 35th Annual General Meeting of the Members of **Adroitec Information Systems Private Limited** will be held on **Saturday, the 30th day of September, 2023 at 02.00 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, 2023, together with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To authorize Associate Company, **Algotech India Private Limited** to make an application to the Registrar of Companies for striking off the name of **Algotech India Private Limited** from the register of Companies and write off of the loan given to the Associate Company.

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

RESOLVED THAT the consent of the members of the Company be and is hereby accorded to **Algotech India Private Limited**, the Associate Company, to make an application to the Registrar of Companies, for the striking off of the name of **Algotech India Private Limited** from the register of Companies, in accordance with the applicable provisions of the Companies Act.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to authorise Board of Directors to write-off of the outstanding loan extended by the Company to the Associate Company, **Algotech India Private Limited**, from the Company's books of accounts. This loan shall be considered unrecoverable due to the financial distress faced by the Associate Company.

RESOLVED FURTHER THAT Mr. Saroop Chand, Director of the company be and is hereby authorized to take all necessary steps, execute all documents, and provide any information required for the purpose of striking off the name of the Associate Company, **Algotech India Private Limited**, from the registrar of Companies and for effecting the write-off of the loan.

3. To appoint **Mr. Vinod Kumar Pandey** as a Director of the Company.

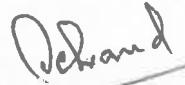
To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution :

“RESOLVED THAT in pursuance of the provisions of Section 152 read with Rule 8, 9, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other relevant provisions of the Companies Act, 2013, along with its pertinent rules (including any statutory amendments or re-enactments in force), as well as the stipulations within the Articles of Association of the Company, the shareholders hereby grant their approval to appoint **Mr. Vinod Kumar Pandey** (DIN: 08370667) as a Director of the company. This appointment is effective from 30.09.2023.

FURTHER RESOLVED THAT Mr. Saroop Chand, Director of the company is granted the authority to carry out all necessary actions, execute deeds, and undertake tasks essential for the formalization of the aforesaid individual's position as a director of the Company."

Place: Noida
Date: 04.09.2023

By order of the Board
For Adroitec Information Systems Private Limited



Saroop Chand
Director
DIN: 01495222
Address: 298, RPS Flats, Sheikh Sarai Phase-1 New
Delhi 110017

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. 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.
7. 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 : To authorize Associate Company, Algotech India Private Limited to make an application to the Registrar of Companies for striking off the name of Algotech India Private Limited from the register of Companies and write off of the loan given to the Associate Company. To authorize Associate Company, Algotech India Private Limited to make an application to the Registrar of Companies for striking off the name of Algotech India Private Limited from the register of Companies and write off of the loan given to the Associate Company.

Algotech India Private Limited, the Associate Company, has been facing severe financial difficulties and operational challenges, which have rendered its business operations unviable. These challenges have made it increasingly unlikely that the Associate Company can recover or continue its operations effectively. The resolution authorizes Algotech India Private Limited, the Associate Company, to initiate the process of striking off its name from the Registrar of Companies.

This action will be taken in accordance with the applicable provisions of the Companies Act and other relevant laws. Striking off the name of a company from the register essentially results in the dissolution of that company, and it ceases to exist as a legal entity. This step is taken when a company is no longer operational or financially viable. The resolution also authorizes the write-off of a loan extended by the Company to its Associate Company, Algotech India Private Limited. The decision to write off the loan is based on the understanding that the financial difficulties faced by the Associate Company make it improbable that the loan can be fully repaid. Writing off a loan means that the outstanding amount of the loan is removed from the Company's books of accounts as an unrecoverable debt.

Item No. 3 : To appoint Mr. Vinod Kumar Pandey as a Director of the Company.

The company's Board of Directors, through a board resolution dated September 4th, 2023, has proposed the appointment of Mr. Vinod Kumar Pandey as a director, effective from September 30th, 2023, in accordance with the provisions of Section 152 of the Companies Act, 2013. Mr. Vinod Kumar Pandey has made significant contributions to the company's growth over the past nine years.

The company has received Mr. Vinod Kumar Pandey's written consent to serve as a director, and the Board believes that his association would greatly benefit the company. Therefore, it is deemed desirable to utilize his services as a Director. Consequently, the Board recommends Resolution No. 2, concerning Mr. Vinod Kumar Pandey's appointment as a Director of the company, for approval by the company's shareholders.

It is important to note that Mr. Vinod Kumar Pandey has been an employee of the company since November 6th, 2014, and he also holds the position of Director in the associate company, Algotech India Private Limited. In light of this, Mr. Vinod Kumar Pandey is considered to have an interest in this proposal.

Place: Noida
Date: 04.09.2023

By order of the Board
For Adroitec Information Systems Private Limited


Saroop Chand
Director

DIN: 01495222
Address: 298, RPS Flats, Sheikh Sarai
Phase-I, New Delhi-110017.

Details of Directors seeking appointment at the ensuing Annual General Meeting

Particulars	Vinod Kumar Pandey
Age	49 Years
Date of first Appointment	-
Qualification	MBA
Experience	23 Years
Directorships held in other Companies (excluding foreign Companies)	3D Printing Association of India Algotech India Private Limited
Memberships/Chairmanships of Committees of other Companies	Nil
Number of shares held in the Company	Nil
Number of the Meetings of the Board attended during the year	1 as a Special Invitee

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:

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 **35th Annual General Meeting of the Members of Adroitec Information Systems Private Limited will be held on Saturday, the 30th day of September, 2023 at 02.00 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.

S.No.	Resolution	For	Against
1.	Adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors' and Auditors' thereon.		
2.	To authorize Associate Company, Algotech India Private Limited to make an application to the Registrar of Companies for striking off the name of Algotech India Private Limited from the register of Companies and write off of the loan given to the Associate Company.To authorize Associate Company, Algotech India Private Limited to make an application to the Registrar of Companies for striking off the name of Algotech India Private Limited from the register of Companies and write off of the loan given to the Associate Company.		
3.	To appoint Mr. Vinod Kumar Pandey as a Director of the Company.		

Signed this day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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

35th 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 35th Annual General Meeting of the Members of Adroitec Information Systems Private Limited will be held on Saturday, the 30th day of September, 2023 at 02.00 P.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

