

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting (AGM) of the Members of ADTECH SYSTEMS LIMITED ("The Company") (CIN: L33111TN1990PLC018678) will be held on Tuesday, September 30th 2025, at 11:00 AM (IST), through Video Conferencing or Other Audio-Visual Means (VC/OAVM), to transact the below mentioned businesses.

The proceedings of the 34th 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 2025, 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 thought 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 2025 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 2024-25

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, 2025, and the same be paid out of the profits of the Company for the financial year ended March 31, 2025"

ITEM NO. 3: RE-APPOINTMENT OF Shri M.R. NARAYANAN (DIN 00044926) AS NON-EXECUTIVE DIRECTOR, BEYOND THE AGE OF 75.

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 a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") 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 34th Annual General Meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed, beyond the age of 75, as a Non-Executive Director of the Company liable to retire by rotation."

ITEM NO. 4: TO APPOINT M/s MAHESH V & CO, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation made by the Audit Committee and the Board of Directors, the Company hereby appoints M/s Mahesh V & Co, Chartered Accountants, Plot No 21, 2nd Floor, Rukmani Nagar, Main Road, Perumbakkam, Chennai, Tamilnadu 600 100 (Firm Regn No -0191085) (Peer Review Certificate Number 018894) as the Statutory Auditors of the Company, for five consecutive years, who shall hold office from the conclusion of this 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company scheduled in the year 2030 (FY 2025-26 to 2029-30) at such remuneration and terms as may be mutually agreed between the Board of Directors and the Statutory Auditors from time to time".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors and to take all necessary steps and to do all such acts, deeds and things that may be necessary or desirable to give effect to this resolution."

SPECIAL BUSINESS -

ITEM NO. 5: APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, M/s Sajee & Associates, a firm of Practicing Company Secretaries (Firm Registration Number S2015KE345500) be and are hereby appointed as Secretarial Auditors of the Company for a term of five years commencing from 01st April 2025 up to 31st March 2030 at such remuneration, including out of pocket expenses, as may be mutually agreed between the Board of Directors or any Committee of the Board and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

ITEM NO 6 : REGULARISATION OF REMUNERATION PAID TO MANAGING DIRECTOR FOR THE PERIOD 01ST SEPTEMBER 2024 TO 31ST MARCH 2025

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents and permissions as may be necessary, the consent of the members be and is hereby accorded to waive the recovery of the excess remuneration paid to Shri M.R.Subramonian, Managing Director of the Company, for the period from 01st September 2024 to 31st March 2025, which exceeded the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 due to inadequacy of profits during the said financial period.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO 7 : REGULARISATION OF REMUNERATION PAID TO EXECUTIVE DIRECTOR FOR THE PERIOD 01ST SEPTEMBER 2024 TO 31ST MARCH 2025

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents and permissions as may be necessary, the consent of the members be and is hereby accorded to waive the recovery of the excess remuneration paid to Shri M.R.Krishnan, Executive Director of the Company, for the period from 01st September 2024 to 31st March 2025, which exceeded the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 due to inadequacy of profits during the said financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO 8: APPROVAL FOR PAYMENT OF REMUNERATION TO MANAGING DIRECTOR FOR THE PERIOD FROM 01ST APRIL 2025 TILL 31ST AUGUST 2026

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with and subject to Schedule V, Part II, Section II and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(6) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, permissions and sanctions as may be required, the approval of the members be and is hereby accorded for the payment of remuneration to Shri M.R.Subramonian, Managing Director for the period from 01st April 2025 to 31st August 2026 as detailed in the table below, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 in the absence or inadequacy of profits during the said period, subject however, to the limits prescribed in Schedule V, Part II, Section II of the Companies Act, 2013, to Shri M.R. Subramonian, Managing Director, on the terms and conditions as set out in the explanatory statement annexed hereto.

1	Basic pay	:	Rs. 395,000 per month with 10 percent increase every year, and one month salary as yearly Bonus subject to approval by the Nomination and Remuneration Committee every year
2	Designation	:	Managing Director
3	Location of Work	:	At the Corporate (Head) Office of the Company
4	Period of appointment	:	Up to 31 st August 2026 as per resolution passed by Shareholders at the 30 th Annual General Meeting held on 30 th September 2021
5	Medical Benefits	:	Reimbursement of actual medical expenses incurred for self and family subject to a yearly ceiling of one months salary. Unavailed medical benefits for any year not to be carried forward.
6	Leave Travel Concession	:	To and Return Passage for self and family once a year by air to country of Choice
7	Car	:	Free use of Company car with Driver for official use. Use of car for personal purpose shall be billed for
8	Telephone, Electricity, Water	:	Free telephone and internet facility will be provided at residence, payment of electricity and water charges at residence

9	Reporting	:	Managing Director shall functionally be responsible for the business of the Company and report to the Board of Directors
10	Termination of term of Office	:	Term of Office shall be terminated by the Company or by the Managing Director by giving six months notice to other party
11	Income tax liability arising out of the above will have to borne by the Managing Director		

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee) be and is hereby authorized to revise, alter or vary the terms and conditions of the remuneration, including annual increment, within the limits prescribed under Schedule V ,Part II, Section II of the Companies Act, 2013 or any amendment thereto, as may be agreed to between the Board and Shri.M.R.Subramonian, Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to sign and execute all such documents, instruments and writings as may be required to give effect to this resolution."

ITEM NO 9: APPROVAL FOR PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTOR FOR THE PERIOD FROM 01ST APRIL 2025 TILL 31ST AUGUST 2026

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with and subject to Schedule V, Part II, Section II and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(6) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 , and subject to such approvals, permissions and sanctions as may be required, the approval of the members be and is hereby accorded for the payment of remuneration to Shri M.R.Krishnan, Executive Director for the period from 01st April 2025 to 31st August 2026 as detailed in the table below, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 in the absence or inadequacy of profits during the said period, subject however, to the limits prescribed in Schedule V, Part II, Section II of the Companies Act, 2013, to Shri M.R. Krishnan,Executive Director, on the terms and conditions as set out in the explanatory statement annexed hereto.

1	Basic pay	:	Rs. 395,000 per month with 10 percent increase every year, and one month salary as yearly Bonus subject to approval by the Nomination and Remuneration Committee every year
2	Designation	:	Executive Director
3	Location of Work	:	At the Registered Office of the Company
4	Period of appointment	:	Up to 31 st August 2026 as per resolution passed by Shareholders at the 30 th Annual General Meeting held on 30 th September 2021
5	Medical Benefits	:	Reimbursement of actual medical expenses incurred for self and family subject to a yearly ceiling of one months salary. Unavailed medical benefits for any year not to be carried forward.
6	Leave Travel Concession	:	To and Return Passage for self and family once a year by air to country of Choice
7	Car	:	Free use of Company car with Driver for official use. Use of car for personal purpose shall be billed for
8	Telephone, Electricity, Water	:	Free telephone and internet facility will be provided at residence, payment of electricity and water charges at residence

9	Reporting	:	Executive Director shall functionally be responsible for the business of the Company and report to the Managing Director
10	Termination of term of Office	:	Term of Office shall be terminated by the Company or by the Executive Director by giving six months' notice to other party
11	Income tax liability arising out of the above will have to borne by the Executive Director		

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee) be and is hereby authorized to revise, alter or vary the terms and conditions of the remuneration, including annual increment, within the limits prescribed under Schedule V ,Part II, Section II of the Companies Act, 2013 or any amendment thereto, as may be agreed to between the Board and Shri.M.R.Krishnan, Executive Director.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to sign and execute all such documents, instruments and writings as may be required to give effect to this resolution."

**ITEM NO 10: DETERMINATION OF FEES FOR DELIVERY OF DOCUMENTS TO MEMBERS
UNDER SECTION 20 OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Company to levy such fees as may be decided by the Board of Directors from time to time, not exceeding ₹50 (Rupees Fifty only) per document, in addition to the actual postage expenses, to cover the cost of delivery of any document, notice, annual report, financial statements or other communication to any Member through a particular mode as requested by such Member, other than delivery through electronic mode, which shall continue to be sent free of cost.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For Adtech Systems Limited

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

Sd/-
S Balamurali
Company Secretary & Compliance Officer
ACS 11779
Thiruvananthapuram, August 14,2025

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 to 10 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)

Approval for continuation of Directorship of Shri M.R. Narayanan (DIN:00044926) as Non-Executive, Non-Independent Director after attaining the age of 75 years

Shri M.R. Narayanan, one of the promoters of the Company, has been actively associated with the Company since inception and has played a significant role in its strategic direction and governance oversight. He is presently serving as a Non-Executive, Non-Independent Director, liable to retire by rotation.

As per the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of directorship of a non-executive director who has attained or will attain the age of 75 years requires approval of shareholders by way of a special resolution, with appropriate justification stated in the explanatory statement.

Shri M.R. Narayanan will attain the age of 75 years on 17th April 2026. In view of the next Annual General Meeting (AGM) being scheduled after that date, it is proposed to obtain shareholders' approval in advance at this AGM for his continuation as Non-Executive Director beyond the age of 75 years.

The Board, on the recommendation of the Nomination and Remuneration Committee, considers that Shri M.R. Narayanan's vast experience, vision, and long-standing association with the Company continue to be of immense benefit. His continuation on the Board will provide strategic insight and stability to the Company.

Accordingly, approval of members is sought by way of a special resolution for the continuation of Shri M.R. Narayanan as a Non-Executive, Non-Independent Director, liable to retire by rotation, beyond the age of 75 years.

None of the Directors, Key Managerial Personnel or their relatives, except Shri M.R. Narayanan, and his brothers viz. Shri M.R. Subramonian, Managing Director and Shri M.R. Krishnan, Executive Director, are concerned or interested financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the members.

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	0044926
Designation	Non-Executive Director
Date of Birth	April 17, 1951
Age (Years)	74 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 and is Chairman of the Board of Directors
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 2024-25	5 (Five)
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: TO APPOINT M/s MAHESH V & CO, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.

M/s Mahesh V & Co, Chartered Accountants were appointed as Statutory Auditors for the financial year 2024-25 in the casual vacancy caused due to resignation by M/s Mahadev & Co by Postal Ballot resolution passed by Shareholders of the Company on 16th January 2025 to hold office till conclusion of 34th Annual General Meeting scheduled to be held on 30th September 2025

It is therefore necessary to appoint Statutory Auditor from the conclusion of the 34th AGM for a period of 5 years until the conclusion of 39th AGM scheduled to be held in the year 2030

Pursuant to the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 14, 2025 has proposed the appointment of M/s Mahesh V & Co, Chartered Accountants (Firm Registration No. [019108S], (peer Review Certificate No 018894) as the Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of the 34th AGM until the conclusion of the 39th AGM.

M/s Mahesh V & Co, Chartered Accountants, have consented to the appointment and confirmed that they satisfy the eligibility criteria prescribed under Section 141 of the Companies Act, 2013, and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules made thereunder.

Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are given below for the information of members.

Proposed audit fee payable to auditors	The fee payable to be M/s Mahesh V & Co towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) for the financial year 2025-26 shall be Rs. 2.00 lakhs subject to revision as mutually agreed by the Board of Directors and the Statutory Auditor from time to time.
Terms of appointment	<p>a) To hold the office of Statutory Auditors of the Company for a period of 5 consecutive years from the conclusion of this (34th AGM) until the conclusion of the 39th Annual General Meeting scheduled to be held in 2030.</p> <p>b) To conduct the Statutory Audit for the five consecutive financial years beginning from April 01, 2025 to March 31, 2030 including that of Limited Review for the quarters within the aforementioned financial years.</p>

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of the Ordinary Resolution set out in Item No. 4 of the accompanying Notice.

ITEM NO 5. APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY

The Board of Directors of the Company at its meeting held on 24th May 2025, based on the recommendation of the Audit Committee, after evaluating and considering various factors like experience, competency of the audit team, efficiency in conduct of Audit and independence, has approved the appointment of M/s Sajee & Associates, Company Secretaries (CP No 12772) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s Sajee & Associates, Company Secretaries is a peer reviewed Company Secretaries' Proprietorship firm based in Thiruvananthapuram. Established in 2013, Sajee & Associates has extensive professional experience in providing corporate and secretarial advisory services, due diligence services, regulatory compliances (including FEMA) certifications and Secretarial Audits. Over the years, the firm has catered to a wide spectrum of clients including Indian subsidiaries of foreign companies, public limited companies, NBFCs, Government Companies. The firm has experienced and qualified resources to undertake Secretarial Audits.

Sajee & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of SEBI (LODR), 2015. The services to be rendered by Sajee & Associates as Secretarial Auditors is within the purview of the said Regulation read with SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024

Proposed fee for Secretarial Audit for Financial Year 2025-26 is Rs 75,000 (Rupees Seventy Five Thousand) plus applicable taxes and reimbursement of out-of-pocket expenses. For subsequent year(s) of their term, secretarial audit fees shall be mutually agreed with M/s Sajee & Associates subject to approval by the Board on recommendation of the Audit Committee.

In addition to the Secretarial Audit, M/s Sajee & Associates shall provide such other services in the nature of certifications and other professional work on such terms and remuneration as approved by the Board of Directors.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, financially or otherwise, concerned or interested in the said Resolution.

The Board of Directors recommend passing of the Resolution as set out in Item No 5 as an Ordinary Resolution.

**ITEM NO 6 : REGULARISATION OF REMUNERATION PAID TO MANAGING DIRECTOR FOR THE PERIOD
01ST SEPTEMBER 2024 TO 31ST MARCH 2025**

The Company had paid remuneration to Shri M.R. Subramonian, Managing Director of the Company, for the period from 01st September 2024 to 31st March 2025, in accordance with the terms of appointment approved by the shareholders at the 30th Annual General Meeting held on 30th September 2021. Though the appointment was for a period of 5 years from 01st September 2021, remuneration limits prescribed under Schedule V Part II, Section II are applicable for a period of not exceeding three years ie up to 31st August 2024. Due to inadequacy of profits for the financial period from 01st September 2024 till 31st March 2025, the remuneration paid exceeded the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 as detailed below.

Remuneration payable for 7 months from 01st September 2024 till 31st March 2025 as per Section 197 read with Schedule V Part I is Rs. 22.01 lakhs whereas the actual remuneration paid was Rs 29.11 lakhs resulting in excess payment of Rs. 7.09 lakhs, the recovery of which is sought to be waived by way of a Special Resolution at the 34th AGM.

As per the provisions of Section 197(9) and (10) of the Act, where a company has no profits or its profits are inadequate, any remuneration paid in excess of the limits prescribed shall be refunded by the director unless the company waives the recovery by passing a special resolution within two years from the date the sum becomes refundable.

Considering the contribution and efforts of Shri M.R.Subramonian during the challenging business environment, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the company seeks shareholders' approval for waiver of recovery of the excess remuneration paid to the Managing Director for the above-mentioned period.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri.M.R.Subramonian, Managing Director, Shri M.R.Krishnan, Executive Director and Shri M.R.Narayanan, Director, to the extent of the remuneration involved, are concerned or interested in the resolution.

The Board recommends the resolution for approval of the shareholders as a Special Resolution.

**ITEM NO 7 : REGULARISATION OF REMUNERATION PAID TO EXECUTIVE DIRECTOR FOR THE PERIOD
01ST SEPTEMBER 2024 TO 31ST MARCH 2025**

The Company had paid remuneration to Shri M.R.Krishnan, Executive Director of the Company, for the period from 01st September 2024 to 31st March 2025, in accordance with the terms of appointment approved by the shareholders at the 30th Annual General Meeting held on 30th September 2021. Though the appointment was for a period of 5 years from 01st September 2021, remuneration limits prescribed under Schedule V Part II, Section II

are applicable for a period of not exceeding three years ie up to 31st August 2024. Due to inadequacy of profits for the financial period from 01st September 2024 till 31st March 2025, the remuneration paid exceeded the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 as detailed below.

Remuneration payable for 7 months from 01st September 2024 till 31st March 2025 as per Section 197 read with Schedule V Part I is Rs. 22.01 lakhs whereas the actual remuneration paid was Rs 29.11 lakhs resulting in excess payment of Rs. 7.09 lakhs, the recovery of which is sought to be waived by way of a Special Resolution at the 34th AGM.

As per the provisions of Section 197(9) and (10) of the Act, where a company has no profits or its profits are inadequate, any remuneration paid in excess of the limits prescribed shall be refunded by the director unless the company waives the recovery by passing a special resolution within two years from the date the sum becomes refundable.

Considering the contribution and efforts of Shri M.R. Krishnan during the challenging business environment, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the company seeks shareholders' approval for waiver of recovery of the excess remuneration paid to the Executive Director for the above-mentioned period.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri M.R. Krishnan, Executive Director, Shri. M.R. Subramonian, Managing Director, and Shri M.R. Narayanan, Director, to the extent of the remuneration involved, are concerned or interested in the resolution.

The Board recommends the resolution for approval of the shareholders as a Special Resolution.

ITEM NO 8: APPROVAL FOR PAYMENT OF REMUNERATION TO MANAGING DIRECTOR FOR THE PERIOD FROM 01ST APRIL 2025 TILL 31ST AUGUST 2026

Shri M.R.Subramonian was appointed as the Managing Director of the Company, for the period from 01st September 2021 to 30th August 2026, in accordance with the terms of appointment approved by the shareholders at the 30th Annual General Meeting held on 30th September 2021.Appointment was for a period of 5 years from 01st September 2021, remuneration limits prescribed under Schedule V Part II, Section II are applicable for a period of not exceeding three years from the date of appointment.

In view of the responsibilities and significant contributions made by Shri M.R. Subramonian, Managing Director and in the management and affairs of the Company, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the payment of remuneration for the period 01st September 2025 to 31st August 2026, subject to approval by Shareholders by Special Resolution at the 34th Annual General Meeting scheduled on 30th September 2025.

Due to possible inadequacy of profits or absence of profits during this period, the remuneration is proposed to be paid in accordance with Schedule V, Part II, Section II of the Companies Act, 2013, which permits companies to pay remuneration to managerial personnel in case of inadequate profits, subject to approval by members by way of a special resolution.

Information required under Section II, Part II of Schedule V of The Companies Act, 2013.

Shri.M.R.Subramonian, aged 65 years is the son of Shri. M.N.Ramakrishnan (Late), has a Bachelor's Degree in Electronics Engineering and has more than 38 years of professional experience in the overall managerial and marketing areas. He holds 2784525 shares representing 23.37 percent of paid-up share capital of the Company.

General Information	
Nature of Industry	Electronic Surveillance Systems
Date or expected date of commencement of commercial production	Company was incorporated on 05 th February 1990 and the Certificate of Commencement of Business was dated 14 th November 1990.
In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
Financial performance based on given indicators	Details of financial performance of the Company for the years 2023-24 and 2024-25 are provided in the Annual Report 2025 which accompanies this Notice
Foreign investments or collaborations, if any	Nil
II. Information about the appointee	
Background details	Shri.M.R.Subramonian is the Managing Director of the Company
Past remuneration	Rs. 395,000 per month as salary, One month salary as bonus, use of Company Car with Driver, medical reimbursement of upto one months salary, Leave travel concession as per Company rules as applicable to other employees, and reimbursement of house electricity and water charges.
Recognition of Awards	Under the leadership of Shri. M.R.Subramonian, the Company got awarded as under during the past 5 years 1. Best SME award from Business Today in 2015 2. One of the best 50 retails Professionals in India by ET Now and Asia Retail Congress 2013 3. Managerial Excellence award from Madras Management Association 2013 4. Kerala State best productivity performance award 2011-12 5. Partner of the year Award from Mobotix Germany for 2011, 2012 and 2013 6. Invue USA- Outstanding Asia Pacific Performance Award 2013 7. Tyco -Sensormatic Outstanding Performance Award 2013. 8. Invue Presidents club winner 2007, 2008, 2010, 2011
Remuneration Proposed	Details of proposed remuneration are presented in the resolution and also in the statement under Section 102 of the Companies Act, 2013
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person(in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013, read with Schedule V and is comparable to the remuneration of MD level of similar sized companies in the same field.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration and holding of 23.37 percent of shares in the Company, Shri. M.R.Subramonian does not have any other pecuniary relationship with the Company. He is also the promoter of the Company along with his brothers Mr.M.R.Narayanan, Chairman and Shri.M.R.Krishnan, Executive Director
III Other Information	
Reasons of loss of inadequate profits	Due to intense competition, the Company's revenue and profits declined. The Company has invested in marketing infrastructure and for appointing of marketing heads in order to increase revenue
Steps taken or proposed to be taken for improvement	Appointment of National Marketing Head in both verticals of Retail will increase the revenue. Steps are being taken to increase export revenue by exploring new avenues.
Expected increase in productivity and profits in measurable terms	The aforementioned steps taken/to be taken by the Company are expected to improve the Company's performance and profitability in future.
Disclosure: As required, information is provided under Corporate Governance Section of Annual Report.	

All other terms and conditions of appointment as per Shareholders Resolution at the 30th Annual General Meeting held on 30th September 2021 shall remain unchanged.

The proposed remuneration is in line with the provisions of Schedule V and is considered appropriate given their experience, leadership, and continued service to the Company.

Except for Shri M.R. Subramonian, Shri M.R. Krishnan, Shri M.R.Narayanan and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this resolution.

The Board recommends the resolution for approval of the shareholders as a special resolution.

ITEM NO 9: APPROVAL FOR PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTOR FOR THE PERIOD FROM 01ST APRIL 2025 TILL 31ST AUGUST 2026

Shri M.R.Krishnan was appointed as the Executive Director of the Company, for the period from 01st September 2021 to 30th August 2026, in accordance with the terms of appointment approved by the shareholders at the 30th Annual General Meeting held on 30th September 2021.Appointment was for a period of 5 years from 01st September 2021, remuneration limits prescribed under Schedule V Part II, Section II are applicable for a period of not exceeding three years from the date of appointment._

In view of the responsibilities and significant contributions made by Shri M.R. Krishnan, Executive Director and in the management and affairs of the Company, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the payment of remuneration for the period 01st September 2025 to 31st August 2026, subject to approval by Shareholders by Special Resolution at the 34th Annual General Meeting scheduled on 30th September 2025.

Due to possible inadequacy of profits or absence of profits during this period, the remuneration is proposed to be paid in accordance with Schedule V, Part II, Section II of the Companies Act, 2013, which permits companies to pay remuneration to managerial personnel in case of inadequate profits, subject to approval by members by way of a special resolution.

Information required under Section II, Part II of Schedule V of The Companies Act, 2013.

Shri.M.R.Krishnan, aged 62 years is the son of Shri. M.N.Ramakrishnan(Late), has a Bachelors Degree in Electrical Engineering and has more than 34 years of professional experience in the overall managerial and marketing areas. He holds 2610075 shares representing 21.90 percent of paid up share capital of the Company.

General Information	
Nature of Industry	Electronic Surveillance Systems
Date or expected date of commencement of commercial production	Company was incorporated on 05 th February 1990 and the Certificate of Commencement of Business was dated 14 th November 1990.
In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
Financial performance based on given indicators	Details of financial performance of the Company for the years 2023-24 and 2024-25 are provided in the Annual Report 2025 which accompanies this Notice
Foreign investments or collaborations, if any	Nil
II. Information about the appointee	
Background details	Shri.M.R.Krishnan is the Executive Director of the Company
Past remuneration	Rs. 395,000 per month as salary, One month salary as bonus, use of Company Car with Driver, medical reimbursement of upto one months salary, Leave travel concession as per Company rules as applicable to other employees, and reimbursement of house electricity and water charges.
Recognition of Awards	Under the leadership of Shri. M.R.Krishnan, the Company got awarded as under during the past 5 years 1. Best SME award from Business Today in 2015 2. One of the best 50 retails Professionals in India by ET Now and Asia Retail Congress 2013 3. Managerial Excellence award from Madras Management Association 2013 4. Kerala State best productivity performance award 2011-12 5. Partner of the year Award from Mobotix Germany for 2011,2012 and 2013 6. Invue USA- Outstanding Asia Pacific Performance Award 2013 7. Tyco-Sensormatic Outstanding Performance Award 2013. 8. Invue Presidents club winner 2007,2008,2010,2011
Remuneration Proposed	Details of proposed remuneration are presented in the resolution and also in the statement under Section 102 of the Companies Act, 2013

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person(in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013, read with Schedule V and is comparable to the remuneration of MD level of similar sized companies in the same field.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration and holding of 21.90 percent of shares in the Company, Shri. M.R. Krishnan does not have any other pecuniary relationship with the Company. He is also the promoter of the Company along with his brothers Mr.M.R.Narayanan, Chairman and Shri.M.R.Subramonian, Managing Director
III Other Information	
Reasons of loss of inadequate profits	Due to intense competition, the Company's revenue and profits declined. The Company has also invested in marketing infrastructure and for appointing of marketing heads in order to increase revenue.
Steps taken or proposed to be taken for improvement	Appointment of National Marketing Head in both verticals of Retail will increase the revenue. Steps are being taken to increase export revenue by exploring new avenues.
Expected increase in productivity and profits in measurable terms	The aforementioned steps taken/to be taken by the Company are expected to improve the Company's performance and profitability in future.
Disclosure: As required, information is provided under Corporate Governance Section of Annual Report.	

All other terms and conditions of appointment as per Shareholders Resolution at the 30th Annual General Meeting held on 30th September 2021 shall remain unchanged.

The proposed remuneration is in line with the provisions of Schedule V and is considered appropriate given their experience, leadership, and continued service to the Company.

Except for Shri M.R. Subramonian, Shri M.R. Krishnan, Shri M.R.Narayanan and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this resolution.

The Board recommends the resolution for approval of the shareholders as a special resolution.

**ITEM NO 10 DETERMINATION OF FEES FOR DELIVERY OF DOCUMENTS TO MEMBERS
UNDER SECTION 20 OF THE COMPANIES ACT, 2013**

Section 20 of the Companies Act, 2013 provides that a document may be served on any Member by sending it to him/her by post, by registered post, by speed post, by courier service, or by electronic mode, or by any other mode as may be prescribed. The proviso to Section 20 of the Act further provides that a Member may request for delivery of any such document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its general meeting. In view of the above, it is proposed to enable the Company to levy such fees, not exceeding ₹50 (Rupees Fifty only) per document in addition to actual postage expenses, for furnishing documents to Members through a mode other than electronic mode, when so requested by them.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out in the accompanying Notice as an Ordinary Resolution for approval of the Members.

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. 09/2024 dated September 19, 2024 and other relevant circulars referred therein (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (SEBI) vide its circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, including the circulars referred therein (SEBI Circulars), inter-alia, permitted conduct of Annual General Meeting (“AGM”) through Video Conferencing or any Other Audio-Visual Means (“VC/OAVM”) facility without the physical presence of the Members at a common venue on or before September 30, 2025. In compliance with the MCA Circulars, the Company will be convening its 34th 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 34th 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. 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. 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.
13. Pursuant to Regulation 36(1) of SEBI (LODR) Regulations, 2015, the weblink including the exact path, where complete details of the Annual Report are available is being sent by post to those members who have not registered their email address either with the company or with any depository or with company's RTA.

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, 2025. Accordingly, the Annual Report for Financial Year ("FY") 2024-25 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 34th 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 2024-25 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 2024-25 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 Friday 26th September 2025 to Tuesday, 30th September, 2025 (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 2025 (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 2025
Date of Dividend pay-out	: On or after Tuesday 07 th October 2025 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 Thursday 25th September, 2025 for seamless electronic pay-out and receipt of subsequent communications on dividend.
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 Thursday 25th September, 2025.
 - 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 Thursday, September 25th 2025:
 - (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.
 - (c) Self-attested photocopy of the PAN Card of all the holders; and
 - (a) 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 Saturday, September 27, 2025 (9:00 a.m. IST) and ends on Monday September 29, 2025 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, September 23, 2025 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	<p>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.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at http://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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>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.nsdl.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 or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at http://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.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 or joining virtual meeting & voting during the meeting.</p> <p>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or join virtual meeting & voting during the meeting.

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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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	<p>Enter your 10 digit alpha-nu-meric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>❖ 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</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>❖ 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.</p>

- 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 the 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 delinked 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.

The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

- 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.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

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 favor 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.