



ADTECH SYTEMS LIMITED
Registered Office: 2/796,2nd Floor, A Wing, Sakshi Towers.
First Main Street, Kazura Gardens, Neelankara, Chennai 600 115
Website: www.adtechindia.com E Mail: balamuralis@adtechindia.in
Telephone 91 44 2449 5157 CIN L33111TN1990PLC018678

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given to the Members of Adtech Systems Limited ("the Company") pursuant to Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means ('**remote e voting**'). The Company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide remote e-voting facility.

The Board of Directors of the Company ('the Board'), at its meeting held on December 11, 2024, has approved the appointment of M/s Mahesh V & Co, Chartered Accountants (Firm Registration No. 019108S) as Statutory Auditors of the Company in casual vacancy created by the resignation of M/s Mahadev & Co, Chartered Accountants (Firm Registration No. 001924S), former Statutory Auditors, as envisaged by section 139(8) of the Companies Act, 2013 which stipulates that the casual vacancy caused by the resignation of auditor can only be filled up by the Company after taking consent of the members.

In terms of the MCA Circulars viz. General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, 20/20 dated May 05, 2020, 22/2020 dated 15th June 2020, 33/20 dated September 28, 2020, 39/20 dated December 31, 2020 10/2021 dated June 23, 2021, 20/2021 dated December 8.2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28,2022 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to all its Members to cast their votes electronically, instead of filling and dispatching the postal ballot form. Postal Ballot Notice is being sent by email to all its shareholders who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system.

The Explanatory Statement pursuant to Section 102 of the Companies Act setting out material facts and the reasons for the Resolution is annexed hereto.

The remote e-voting period commences from 9.00 a.m. (1ST) on Wednesday, 18th December 2024 and ends at 5.00 p.m. (1ST) on Thursday, 16th January 2025 after which the remote e-voting module will be turned off. The Scrutinizer will submit his report to the Chairman of the Company ('the

Chairman'] or to any other person authorized by the Chairman after the completion of the scrutiny. The results of the postal ballot shall be announced within 2 working days of the end of e voting period and shall be communicated to the stock exchanges, to the Depositories and also be displayed on the Company's website www.adtechindia.com

SPECIAL BUSINESS

ORDINARY RESOLUTION:

- 1. To Appoint M/s. Mahesh V & CO., Chartered Accountants, as Statutory Auditors of the Company to fill up casual vacancy, caused due to resignation of M/s Mahadev & Co, Chartered Accountants.**

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors] Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force] and upon recommendation of the Audit Committee, M/s Mahesh V & Co, Chartered Accountants, (FRN 019108S) be and are hereby appointed as Statutory Auditors of the Company w.e.f November 13,2024, until the conclusion of the next Annual General Meeting of the Company to fill up the causal vacancy caused by the resignation of M/s Mahadev & Co, Chartered Accountants, and that they shall conduct the Statutory Audit for the financial year beginning from 01st April 2024 to 31st March 2025, on such remuneration mentioned in the statement annexed herewith pursuant to Section 102 of the Companies Act, 2013, in addition to taxes and re imbusement for out of pocket expenses incurred by the Auditors on audit.

RESOLVED FURTHER THAT Shri S Balamurali, Company Secretary & Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution."

By Order of the Board
For Adtech Systems Limited
Sd/-

S Balamurali
Company Secretary & Compliance Officer
Membership No A 11779

Thiruvananthapuram
December 11, 2024

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

NOTES:

- 1) The business set out in the Notice shall be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
- 2) The Statement pursuant to Section 102(1) of the Companies Act, 2013 and other applicable provisions, if any, setting out all material facts concerning the item of business to be transacted as contained in this notice dated December 11, 2024, is annexed hereto.
- 3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members as on December 13, 2024. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
- 4) The Notice of Postal Ballot is being sent to the members in electronic form only to the e-mail addresses registered with the Company as on cut-off date. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by emailing particulars of shares held along with KYC documents and PAN card copy to <https://www.integratedindia.in/EmailUpdation.aspx> if the shares are held in physical form or by sending mail with documents to balamuralis@adtechindia.in on or before January 09, 2025 so that copy of this Postal Ballot Notice and documents can be mailed to such shareholders along with e-voting user ID and password...
- 5) In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
- 6) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of CDSL as the Authorised Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are annexed to the Notice.
- 7) Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at an extraordinary general meeting of the members convened in that behalf.
- 8) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on December 13, 2024.
- 9) Facility to exercise vote through electronic means will be available during the period

from 9.00 a.m. (1ST] on Wednesday, 18th December 2024 and ends at 5.00 p.m. (1ST] on Thursday, 16th January 2025.

- 10) The Board of Directors has appointed Shri Sajee Nair (M. No. F8705, C. P. No.12772] of Sajee & Associates, Company Secretaries in Practice as the Scrutinizer ('Scrutinizer'] for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
- 11) The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman'] or to any other person authorized by the Chairman after the completion of the scrutiny. The results of the postal ballot shall be announced within 2 working days of the end of e voting period and shall be communicated to the stock exchange and also be displayed on the Company's website www.adtechindia.com
- 12) The resolution, if approved, shall be deemed to have been passed on the last date specified for receipt of the postal ballot or e-voting, i.e., January 16,2025.
- 13) In case of any query/grievance with respect to voting through electronic means, please visit Help & FAQ's section and e voting manual available at www.evotingindia.com or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no 1800 21 09911
- 14) All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e voting.
- 15) Alternately, Members may also send their requests to balamuralis@adtechindia.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- 16) Members who have not registered their e-mail addresses are requested to register the same with the Company for sending future communication(s) in electronic form.
- 17) Instructions for process to be followed by members opting to vote through electronic means are given elsewhere in this notice.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No 1

M/s Mahadev and Co, Chartered Accountants have resigned from the office of Statutory Auditors of the Company due to health issues, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

The Audit Committee and the Board of Directors in their respective meetings held on December 11, 2024 have considered and recommended appointment of M/s. Mahesh V & Co., Chartered Accounts, Plot No 21, 2nd Floor, Rukmani Nagar Main Road,

Perumbakkam, Chennai (FRN 019108S) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mahadev & Co, Chennai. M/s. Mahesh V & Co., Chartered Accounts, Chennai, if appointed in the Extraordinary General Meeting, will be holding office of Statutory Auditors until the conclusion of the next annual general meeting.

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 2024-25 shall be Rs. 2.00 lakhs
Terms of appointment	<p>a) To hold the office of Statutory Auditors of the Company from the conclusion of this Postal Ballot until the conclusion of the ensuing Annual General Meeting.</p> <p>b) To conduct the Statutory Audit for the financial year beginning from April 01, 2024 to March 31, 2025 including that of Limited Review for the quarters ending on 31st December 2024 and 31st March 2025.</p>

M/s. Mahesh V and Co, Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they satisfy the criteria provided in Section 141 of the Act.

Accordingly, the Ordinary Resolution as embodied in the Notice is proposed by the Board of Directors for consideration and approval of the shareholders.

None of the Directors or Key Managerial Personnel or their relatives is, directly or indirectly, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their shareholding.

The Board accordingly recommend the Ordinary Resolution set forth in the Notice for approval of the Members.

INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- 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.

- (i) The voting period begins on Wednesday, December 18, 2024 from 9.00 am and ends on Thursday January 16, 2024 till 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 13, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue, in the case of Annual or Extra Ordinary General Meetings .
- (iii) 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.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 evoting 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>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
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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 and NSDL

Login type	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 no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) 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-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; balamuralis@adtechindia.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. 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 **Company/RTA email id.**

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

3. 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