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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ADISOFT TECHNOLOGIES LIMITED ON SATURDAY, THE 20TH DAY OF SEPTEMBER, 2025 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PRATHAMESH COMPLEX & TRADING PLOT NO. PAP-BG-102, 103, 104 & 105, 1ST AND 2ND FLOOR, MIDC CHINCHWAD INDUSTRIAL AREA, BHOSARI I.E., PUNE - 411026, MAHARASHTRA, INDIA.

SPECIAL RESOLUTION

ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER):

"RESOLVED THAT in terms of Sections 62 (1) (c), 23(1) (a) and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015, as amended ("SEBI LODR Regulations), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the "Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Stock Exchange, and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion, the consent of the Shareholders/ Members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Individual Investors (II), Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having face value of Rs.10.00 each (Rupees Ten Only) at such premium by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company, as the Board of Directors may deem fit and proper, to create, offer, issue and allot up to **43,08,000 Equity shares** and to enlist Equity Shares on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Lead Manager (LM)/Book Running Lead Manager (BRLM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant SEBI(ICDR) Regulations 2018, as amended from time to time and any other applicable statue."

"RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed off by Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/Investment Institutions/Foreign Institutional Investors/Bodies Corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to the SEBI ICDR Regulations and other regulations, as applicable."

"RESOLVED FURTHER THAT the new equity shares so issued shall upon allotment shall have the same rights of voting as the equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and in subsequent years."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Book Running Lead Manager/Lead Manager(s), Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository (ies), Registrars and other intermediaries or agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares."

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"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

CERTIFIED TRUE COPY
FOR ADISOFT TECHNOLOGIES LIMITED

Adisoft Technologies Limited

Ajay

AJAY CHANDRASHEKHAR PRABHU
DIN: 06473412
CHAIRMAN AND MANAGING DIRECTOR
R/O: D-4 B, ANIL RAJ PARK, SURVEY NO 167/2B,
NEHRU NAGAR ROAD, NEAR MONICA CENTER,
KAMGAR NAGAR, KHARATWADI, PIMPRI,
PUNE – 411018.

DATE: 20-09-2025
PLACE: PUNE

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EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

The Board of Directors of the Company is of the view that listing the equity shares of the Company on the stock exchange will enhance the Company's visibility, provide access to capital markets for future growth and create liquidity for the shareholders. Considering the growth opportunities and in order to derive the benefits of listing, the Board of Directors of the Company, at its meeting held on 18th September, 2025, approved the proposal to undertake an Initial Public Offering (IPO) of the equity shares of the Company and to list the equity shares on the SME Platform of the stock exchange.

The Company proposes to create, offer, issue and allot up to **43,08,000** (Forty-Three Lakh Eight Thousand) Equity Shares of face value of Rs. 10/- each of the Company (the "**Equity Shares**"), on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares.

The Issue may also include a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under SEBI ICDR Regulations (the "Reservation"). Unless the context requires otherwise, the term, "Issue", as used in these resolutions, includes the Reservation.

The Company may further offer a discount to the price at which the Equity Shares are offered pursuant to the Issue, to any category or categories of persons as permitted SEBI ICDR Regulations.

Material information pertaining to the Issue is as follows:

(i) **Issue Price**: The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) **Objects of the Issue**: The objects of the Issue shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Issue.

(iii) **Intention of Directors/Key managerial personnel to subscribe to the Issue:** The Company has not made and will not make an offer of Equity Shares to any of the promoter, members of promoter group. However, except for the directors who are part of promoter and part of promoter group, directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations, the Companies Act 2013 and any other applicable laws.

(iv) **Whether a change in control is intended or expected**: No change in control is intended or expected as a result of the Issue.

(v) **Allotment:** The allotment of Equity Shares pursuant to the Issue shall be completed within such time period as may be prescribed under applicable law.

(vi) **Pre-issue and post-issue shareholding pattern:** The pre-issue and post-issue shareholding pattern (to the extent applicable) shall be as disclosed in the final offer documents filed in connection with the Issue.

Accordingly, the Board recommends the resolution set out in the Notice for the approval of members by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act are, in any way, financially or otherwise, concerned or interested in this resolution, except to the equity shares held by them in the Company.

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AJAY CHANDRASHEKHAR PRABHU
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