niranjan & narayan
Chartered Accountants

FRN : 005899S
GSTIN : 36AACFN0604K1ZJ

first floor, h.no: 7-1-28/1/A/21
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hyderabad - 500016
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TO WHOMSOEVER IT MAY CONCERN

We the Statutory Auditors of Adroit Infotech Limited, a Company incorporated under the provisions of Companies Act, 1956, having its Registered office at # Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad-500034, Telangana, India, and listed on the Bombay Stock Exchange (Scrip Code- 532172) and National Stock Exchange (Symbol-ADROITINFO), ("**Company**")have reviewed the draft Scheme of Reduction of Capital of the Company and do and hereby certify that the requirement of obtaining a Valuation Report as per Clause 4 of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended by SEBI Circular No. SEBI/ HO/ CFD/DIL 1/ CIR/P/ 2020/215 dated November 03, 2020 ("**SEBI Circular**") is not applicable to the proposed Scheme forReduction of Capital vide the exemption provided in sub-para 4(b) of Para I(A) of Annexure I to the SEBI Circular, since there is no change in the shareholding pattern, i.e. –

i. There is no change in the proportion of shareholding of any of the existing shareholders of the Company;
ii. No new shareholders are proposed to be allotted any equity shares of the Company; and
iii. All the shareholders of the Company before the Scheme for Reduction of Capitalshall remain the shareholder of the Company even after the implementation of the Scheme for Reduction of Capitaland shall hold the shares in the same percentage and proportion except for the reduction of proportionate number of shares held by them;

This Certificate is issued at the request of the Company for onward submission with the Merchant Banker and any other authority as maybe required.

For Niranjan &Narayan
Chartered Accountants
FRN: 005899S

Niranjan & Narayan FRN: 005899S Hyderabad Chartered Accountants

M.Niranjan
Membership No.029552
UDIN:21029552AAAAEL7691

Date: April 14, 2021
Place: Hyderabad