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# ADITYA INFOTECH LTD.

**Corporate Office :** Khemka Square, A-11 & 12, Sector 4, NOIDA - 201301 (NCR-Delhi) INDIA  
**CIN NO :** U74899DL1995PLC066784, **Tel:** +91 120 4555 666 **Fax :** +91 120 4555 600  
**Email :** sales@adityagroup.com **Website :** www.adityagroup.com



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## NOTICE FOR CONVENING EXTRA ORDINARY GENERAL MEETING

**NOTICE OF THE FIRST EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2022-23 OF THE SHAREHOLDERS OF ADITYA INFOTECH LIMITED SCHEDULED TO BE HELD ON MONDAY, JANUARY 09, 2023 AT 11:30 AM AT ITS CORPORATE OFFICE AT A-12, SECTOR 4, NOIDA 201301, UTTAR PRADESH, INDIA TO TRANSACT THE FOLLOWING SPECIAL BUSINESS :-**

### SPECIAL BUSINESS:

#### **1. TO CONSIDER AND APPROVE BUY-BACK OF 4,50,000 EQUITY SHARES BY THE COMPANY**

"**RESOLVED THAT** pursuant to the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, read with rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, if any, (including any amendment or modification or re-enactment thereof for the time being in force), and in accordance with Article 58 of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to buyback of its own fully paid equity shares of face value of INR 10/- each, up to a maximum of 4,50,000 (Four Lakh Fifty Thousand only) number of equity shares (representing 18% of the total number of fully paid equity shares in the paid up share capital of the Company or 20.47% of the aggregate of the total paid-up equity capital and free reserves of the Company), from the existing shareholders of the Company, on a proportionate basis, at the price of INR 1443/- (Indian Rupees One Thousand Four Hundred Forty Three only) per equity share, payable in cash, for an aggregate amount not exceeding INR 64,93,50,000 /- (Indian Rupees Sixty Four Crores Ninety Three Lakhs Fifty Thousand only) (**the "Buyback Offer Size"**), from those Shareholders whose names are appearing in the Register of Members of the Company, as on January 10, 2023, out of the free reserves of the Company amounting to INR 314,66,73,290/- (Indian Rupees Three Hundred Fourteen Crores Sixty Six Lakhs Seventy Three Thousand Two Hundred and Ninety only), as per the unaudited financials accounts along with the Limited review report issued by the Statutory Auditors of the Company, as on September 30, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to fix the open and close date of the Buyback offer and to initiate and execute the process of Buy-Back of fully paid equity shares of face value of Rs. 10/- each of the Company, up to a maximum of 4,50,000 (Four Lakh Fifty Thousand only) number of equity shares (representing 18% of the total number of fully paid equity shares in the paid up share capital of the Company or 20.47% of the aggregate of the total paid-up equity share capital and free reserves of the Company), from the existing shareholders of the Company, at a total consideration of INR 64,93,50,000 /- (Indian Rupees Sixty Four Crores Ninety Three Lakhs Fifty Thousand only).

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds,

matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the aforesaid resolution.”

FOR ADITYA INFOTECH LIMITED



Hari Shanker Khemka  
Director (DIN: 00514501)  
B-51, Greater Kailash,  
Delhi-110048

Date:

Place:

**NOTES:**

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, DULY STAMPED, COMPLETED AND SIGNED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE EGM.
4. IF ALL THE SHAREHOLDERS CONFIRMS THEIR ACCEPTANCE OR DENIAL FOR THE BUY-BACK OFFER AS REFERRED IN THE ENCLOSED OFFER LETTER, THE COMPANY MAY CLOSE THE BUY-BACK OFFER PRIOR TO THE CLOSURE DATE AS DEFINED IN THE SAID OFFER LETTER. (In reference to proviso to rule 17(5) of the Companies (Share Capital & Debentures) Rules, 2014).
5. **Section 105(8) : Requirement of giving three days' notice by a member for inspecting the proxies lodged**  
Every Member entitled to vote at a meeting of the Company, or on any resolution to be moved in the meeting, shall be entitled to inspect the proxies lodged by giving not less than 3 days' written notice of his/ her intention of doing the inspection.
6. **Section 170: Register of Directors and KMP and their shareholding**

In accordance with the requirement of the Section 170 of the Companies Act, 2013, registrar of Directors and KMP and their shareholding shall be kept open for inspection by the Members and shall also be made accessible to any person attending the Annual General Meeting.

**7. Section 189: Register of Contracts or arrangements in which directors are interested**

In accordance with the requirement of the Section 189 of the Companies Act, 2013, register of Contracts or arrangements in which directors are interested shall be placed the Annual General Meeting and shall also remain open and accessible to any person having right to attend the meeting during the continuance of the said meeting.

8. All documents referred to in the accompanying Notice and the Statement are open to inspection by the members at the registered office of the Company on all working days up to the date of Extra-Ordinary General Meeting between 11:00 AM and 1:00 PM.

9. Route map to the venue of the meeting is annexed. .