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ADITYA INFOTECH LTD.

Corporate Office : Khemka Square, A-11 & 12, Sector 4, NOIDA - 201301 (NCR-Delhi) INDIA
CIN NO : U74899DL1995PLC0667&4, Tel: +91 120 4555 666 Fax : +91 120 4555 600
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NOTICE OF TWENTY EIGHTH (28th) ANNUAL GENERAL MEETING

NOTICE is hereby given that the **28th Annual General Meeting of Aditya Infotech Limited** is scheduled to be held on Saturday, October 28, 2023 at the Registered Office of the Company situated at F-28, Okhla Industrial Area, Phase-1, Delhi - 110020 at 14:00 HRS at a shorter notice to transact the following businesses:

ORDINARY BUSINESSES:

To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolutions:

1. TO RECEIVE, CONSIDER AND ADOPT STANDALONE AND CONSOLIDATED ANNUAL AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR FINANCIAL YEAR ENDED MARCH 31, 2023

To receive, consider and adopt the Standalone and Consolidated Annual Audited Balance Sheet as at March 31, 2023, the Standalone and Consolidated Financial Statement of Profit & Loss Account for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of the Auditors and Directors thereon and pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 129 and section 134 of the Companies Act, 2013 and the rules made thereunder and any amendment made thereto, the audited Standalone and Consolidated Financial Statement of Profit & Loss Account for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of the Auditors and Directors thereon be and the same are hereby received, considered and adopted.”

2. TO RE-APPOINT MR. ADITYA KHEMKA (DIN-00514552) AS THE DIRECTOR, WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

To consider and if thought fit to approve re-appointment of Mr. Aditya Khemka as the Director of the Company and pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of section 152(6) of the Companies Act, 2013 and the rules made thereunder and any amendment made thereto, Mr. Aditya Khemka (DIN: 00514552), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company whose office shall be liable to retire by rotation.”

3. TO DECLARE FINAL DIVIDEND ON EQUITY SHARES OF THE COMPANY

To consider and if thought fit to declare final dividend on equity shares of the Company for the year ended March 31, 2023 at INR 4.88/- approx. (Indian Rupees Four and Eight Eighty Paise approximately) per Equity Share of INR10/- (Indian Rupees Ten only) each aggregating to INR 1,00,00,000/- (Indian Rupees One Crore only) on equity share capital of the Company and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the final dividend on equity shares for the year ended March 31, 2023 at INR 4.88/- approx.. per Equity Share of INR 10/- (Indian Rupees Ten only) each aggregating to INR 1,00,00,000/- (Indian Rupees One Crore only) on equity share capital of the Company as recommended by the Board of Directors of the Company at their meeting held on 23.10.2023 be and is hereby approved and declared by the Shareholders of the Company.”

SPECIAL BUSINESSES:

4. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. HARI SHANKER KHEMKA AS THE CHAIRMAN CUM WHOLE TIME DIRECTOR:

To consider and if thought fit to approve re-appointment of Mr. Hari Shanker Khemka as the Chairman cum Whole Time Director of the Company and in this regard, pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152(6), Section 196(3), Section 197 and Section 198 of the Companies Act, 2013 along with the rules made thereunder, each as amended (“**Companies Act**”) and other applicable provisions thereof, if any and provisions of Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Hari Shanker Khemka as Chairman Cum Whole Time Director of the Company for another term of five (5) years commencing from the date of passing of this resolution by the Shareholders of the Company till next five years and shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Hari Shanker Khemka shall be entitled to receive the remuneration as in the manner as detailed below:

1. Salary of INR. 25,00,000/- (Indian Rupees Twenty Five Lakhs only) per month;
2. Rent-free accommodation etc. which shall not exceed INR. 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month;
3. Other Benefits & Perquisites as per the Company’s policy not exceeding INR. 4,00,000/- (Indian Rupees Four Lakh only) per month.

RESOLVED FURTHER THAT the Board took note of the declaration made by Mr. Hari Shanker Khemka in Form No. DIR-8 confirming that he is not disqualified under Section 164 of the Companies Act, 2013 from acting as a director of the Company.

RESOLVED FURTHER THAT notwithstanding anything stated herein, where in any financial year during the tenure of Mr. Hari Shanker Khemka, the Company has no profits or its profits are inadequate to pay the aforementioned remuneration, the Company shall pay the above remuneration, benefits and amenities as the minimum remuneration by way of salary, performance pay, other allowances and benefits and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration payable to Mr. Hari Shanker Khemka, within the limits as approved by the Shareholders of the Company from time to time,

basis on the recommendation received from the Nomination and Remuneration Committee and the Board of Directors of the Company.

RESOLVED FURTHER THAT, the Board took note the disclosure made by Mr. Hari Shanker Khemka in Form No. MBP-1 confirming his nature of interest in other bodies corporate as required under Section 184 of the Companies Act, 2013.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to do all such other acts, deeds and things which are necessary in relation to the appointment of Mr. Hari Shanker Khemka as a Chairman cum Whole Time Director of the Company, including filing of the necessary forms with the Registrar of Companies, NCT of Delhi and Haryana, at New Delhi.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director wherever required.”

5. TO CONSIDER AND APPROVE REVISION OF REMUNERATION OF MR. ADITYA KHEMKA, MANAGING DIRECTOR OF THE COMPANY FOR FINANCIAL YEAR 2023-24

To consider and if thought fit to approve revision of remuneration of Mr. Aditya Khemka, Managing Director of the Company for the financial year 2023-24 and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification of the earlier resolution passed by the Shareholders of the Company at their meeting held on March 27, 2023 and pursuant to the provisions of Sections 178 and 197 or any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the rules made thereunder and the Articles of Association of the Company including any statutory modification thereof, and on the recommendation made by the Board of Directors, the Shareholders of the Company be and hereby approved the revised remuneration of Mr. Aditya Khemka, Managing Director of the Company for financial year commencing from April 1, 2023 to March 31, 2024, in the manner as detailed below:

1. Salary of INR. 42,50,000/- (Indian Rupees Forty Two Lakhs Fifty Thousand only) per month;
2. Tour and travel expenses INR. 3,50,00,000/- (Indian Rupees Three Crore Fifty Lakhs) annually;
3. Other benefits & perquisites as per Company’s policy not exceeding INR. 4,00,000/- (Indian Rupees Four lakhs only) per month.
4. Performance Linked Incentive shall be payable as follows:

a)	0.35% on Total Net Sales/ Net Turnover	Payable on Monthly/Annually basis on actual sales.
b)	0.35% additional incentive on Net Incremental Sales/ Net Turnover	Payable on Monthly/Annually for each financial year based on sales of immediately preceding financial year.

RESOLVED FURTHER THAT notwithstanding anything stated herein, where in any financial year during the tenure of Mr. Aditya Khemka, the Company has no profits or its profits are inadequate to pay the aforementioned remuneration, the Company shall pay the above remuneration, benefits and amenities including the performance based linked incentive, as the minimum remuneration by way of salary, performance pay, other allowances and benefits and that the perquisites pertaining to contribution to

provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration payable to Mr. Aditya Khemka, within the limits as approved by the Shareholders of the Company from time to time, basis on the recommendation received from the Nomination and Remuneration Committee and the Board of Directors of the Company.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to do all such other acts, deeds and things which are necessary in relation to the aforesaid matter including but not limiting to filing of the necessary forms with the Registrar of Companies, NCT of Delhi and Haryana, at New Delhi.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director wherever required."

6. TO CONSIDER AND APPROVE APPOINTMENT OF MS. AMBIKA SHARMA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:

To consider and if thought fit to approve appointment of Ms. Ambika Sharma as a Non-Executive Independent Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read along with the rules made thereunder, each as amended ("**Companies Act**") and other applicable provisions thereof, if any, Ms. Ambika Sharma (DIN:08201798), who has submitted the requisite disclosures and declaration that she meets the criteria for appointment as a Non-Executive Independent Director under the Companies Act, 2013 and is eligible for such appointment be and is hereby appointed as a Non-Executive Independent Director on the board of directors of the Company (the "**Board**" or "**Board of Directors**"), who shall hold office for a term of five (5) years commencing with effect from November 1, 2023 till October 31, 2028 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Ambika Sharma shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and such other remuneration as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT, the Board took note of the declaration in writing from Ms. Ambika Sharma in Form No. DIR-8 confirming that she is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

RESOLVED FURTHER THAT, the Board took note of the disclosure in writing from Ms. Ambika Sharma in Form No. MBP-1 confirming her nature of interest in other bodies corporate as required under Section 184 of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board took note of the declaration in writing from Ms. Ambika Sharma confirming that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board took note of the consent letter in the Form DIR-2 received from Ms. Ambika Sharma providing her consent to act a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the terms of appointment of independent director pursuant to the provisions of the Companies Act, 2013 shall be such as mutually agreed between Ms. Ambika Sharma and the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Hari Shanker Khemka and Mr. Aditya Khemka, Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary in relation to the appointment of Ms. Ambika Sharma as a Non-Executive Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, NCT of Delhi and Haryana, at New Delhi.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director wherever required."

7. TO CONSIDER AND APPROVE APPOINTMENT OF MR. MANISH SHARMA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:

To consider and if thought fit to approve appointment of Mr. Manish Sharma as a Non-Executive Independent Director of the Company and in this regard, pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended ("**Companies Act**") and other applicable provisions thereof, if any, Mr. Manish Sharma (DIN:06549914), who has submitted the requisite disclosures and declaration that he meets the criteria for appointment as a Non-Executive Independent Director under the Companies Act and is eligible for such appointment be and is hereby appointed as a Non-Executive Independent Director on the board of directors of the Company (the "**Board**" or "**Board of Directors**"), who shall hold office for a term of five (5) years commencing with effect from November 1, 2023 till October 31, 2028 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Manish Sharma shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and such other remuneration as may be determined by the Board from time to time.

RESOLVED FURTHER THAT, the Board took note of the declaration in writing from Mr. Manish Sharma in Form No. DIR-8 confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

RESOLVED FURTHER THAT, the Board took note of the disclosure in writing from Mr. Manish Sharma in Form No. MBP-1 confirming his nature of interest in other bodies corporate as required under Section 184 of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board took note of the declaration in writing from Mr. Manish Sharma confirming that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board took note of the consent letter in the Form DIR-2 received from Mr. Manish Sharma providing his consent to act a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the terms of appointment of independent director pursuant to the provisions of the Companies Act, 2013 shall be such as mutually agreed between Mr. Manish Sharma and the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Hari Shanker Khemka and Mr. Aditya Khemka, Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary in relation to the appointment of Mr. Manish Sharma as a Non-Executive Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, NCT of Delhi and Haryana, at New Delhi.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director wherever required."

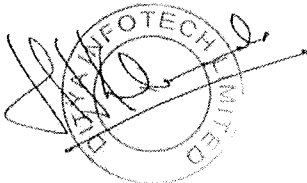
8. TO CONSIDER AND APPROVE GRANT OF LOAN TO AIL DIXON TECHNOLOGIES PRIVATE LIMITED, A JOINT VENTURE COMPANY

The following resolution was passed as **Special Resolution** by the Members of the Company:

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to grant loan for an amount not exceeding to INR 10,50,00,000/- (Indian Rupees Ten Crore and Fifty Lakh only) to AIL Dixon Technologies Private Limited, a Joint venture company to be used as working capital for expansion of its existing business ;

"RESOLVED FURTHER THAT Mr. Hari Shanker Khemka and Mr. Aditya Khemka, Directors of the Company be and are hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid loan and to execute all such documents, instruments and to make necessary filings with the Ministry of Corporate Affairs (MCA) and to do all necessary acts in order to comply with all legal and procedural formalities and to do all such other acts, deeds or things as may deem incidental or expedient thereto."

By the order of the Board
For **Aditya Infotech Limited**



Hari Shanker Khemka
Chairman (DIN: 00514501)
Add.: B-51, Greater Kailash-01,
Delhi-110048

Date: October 23, 2023

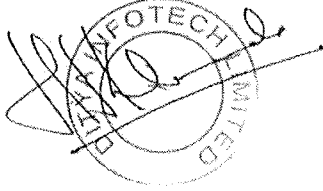
Place: NOIDA

NOTES:

1. Section 105(2): A SHAREHOLDER ENTITLED TO ATTEND THE ANNUAL GENERAL MEETING (THE "MEETING") IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF/HERSELF, AND SUCH A PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY SUBJECT TO PROVISIONS OF THE ARTICLES OF ASSOCIATION. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. THE PROXY FORM IN THE PRESCRIBED FORMAT MGT-11 IS ATTACHED FOR DOING THE NEEDFUL, IF REQUIRED.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. **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.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution/ authorization letter, authorizing their representative to attend and vote on their behalf at the Meeting.
5. Explanatory statement as required under section 102 of the Companies Act, 2013 in respect of Special Business under item no.3, 4, 5 & 6 is annexed.
6. Members are requested to notify any change in their address/ mandate/ other details immediately to the Company at its registered office.
7. The documents, if any referred to in the resolution mentioned are available for inspection during 10.00 a.m. to 1.00 p.m. up to the Meeting except holidays at the Registered Office of the Company and copies thereof shall also be made available for inspection at the venue of Meeting.
8. **Section 170: Register of Directors and their shareholding**
In accordance with the requirement of the Section 170 of the Companies Act, 2013, register of Directors 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.
9. **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 at 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.

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

By the order of the Board
For **Aditya Infotech Limited**



Hari Shanker Khemka
Chairman (DIN: 00514501)
Add.: B-51, Greater Kailash-01, Delhi-110048

Date: October 23, 2023
Place: NOIDA



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Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 4:

The Shareholder are informed that Mr. Hari Shanker Khemka is turning to seventy (70) years of age in the coming month i.e. on November 8, 2023 however his spirit and enriched experience is very much required for the growth, development and expansion of Business operations of the Company, hence the Board is of the opinion that it is important to re-appoint Mr. Hari Shanker as the Chairman cum Whole Time Director of the Company for another term of five (5) years.

pursuant to the provisions of Section 152(6) and Section 196(3) of the Companies Act, 2013 along with the rules made thereunder, each as amended ("Companies Act") and other applicable provisions thereof, if any and provisions of Articles of Association of the Company, Mr. Hari Shanker Khemka is proposed to be re-appointed as the Chairman cum Whole Time Director of the Company, in accordance with applicable laws, including the Companies Act, 2013

The Board of Directors has recommended the appointment of Mr. Hari Shanker Khemka as the Chairman cum Whole Time Director of the Company for a term of five (5) years at the in the manner as detailed below subject to him being continuing to satisfy the criteria of being appointed as Director in terms of the Companies Act, 2013 and the rules made thereunder, and shall be liable to retire by rotation.

1. Salary of INR. 25,00,000/- (Indian Rupees Twenty Five Lakhs only) per month;
2. Rent-free accommodation etc. which shall not exceed INR. 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month;
3. Other Benefits & Perquisites as per the Company's policy not exceeding INR. 4,00,000/- (Indian Rupees Four Lakh only) per month.

The Company has received the requisite disclosures and declaration from Mr. Hari Shanker Khemka as required under the provisions of the Companies Act, 2013. Keeping in view his rich knowledge and experience, which could be utilized to put appropriate strategies for growth of business activities of the Company, it was thought fit to propose the appointment of Mr. Hari Shanker Khemka as the Chairman cum Whole Time Director of the Company.

Further, the information as required under Section II (iv) of Part II of Schedule V of the Companies Act, 2013 is as follows:

I. GENERAL INFORMATION		
1.	Nature of Industry	Information Technology, Security & Surveillance
2.	Date of commencement of commercial production	The Company was incorporated on 27.03.1995 and the commencement of business certificate was received on 21.04.1995.

3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance (Based on Standalone Financial Statements of the Company)	Financial Year (Audited)	Profit Before Tax (Rupees in Crores)	Profit after Tax (Rupees in Crores)
		2020-21	36.51	26.14
		2021-22	116.53	83.64
		2022-23	137.19	102.13
5.	Foreign investments or collaborators, if any	The investments made by the Company in its Foreign Subsidiaries as on March 31, 2022 (Basis the last Standalone Audited Financial Statements) is detailed herein below:		
		Company Name	Country	Investment (INR)
		Shenzhen CP Plus International Limited	China	1,11,88,775/-
II. INFORMATION ABOUT THE APPOINTEE				
1.	Background details	<p>Mr. Hari Shanker Khemka aged 69 years is the Chairman and the Whole Time Director of Aditya Infotech Limited. Under his leadership, Aditya Infotech Limited has achieved a remarkable growth in security & surveillance products distribution. Due to his rich experience and enormous support, the Company has launched its own brand in the name of "CP PLUS" in the year 2007.</p> <p>The Company has shown tremendous growth over the years under his expert guidance and has expanded in many folds by entering into the market of many other line of products introduced in the Industry.</p>		
2.	Past Remuneration	<p>The remuneration received by Shri Hari Shanker Khemka during the FY 2023-24 is as follows:</p> <ol style="list-style-type: none"> Salary of INR 25,00,000/- (Indian Rupees Twenty Five Lakhs only) per month; Rent-free accommodation etc. which shall not exceed INR. 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month; Other Benefits & Perquisites as per the Company's policy not exceeding INR. 4,00,000/- (Indian Rupees Four Lakh only) per month. 		
3.	Recognition or awards	<p>Under his leadership, the company has received various awards and recognitions, few of the recent awards and recognition received by the Company are as follows:-</p> <ol style="list-style-type: none"> Enterprise IT CMO - SME Channels (2020 & 2017) Brand of the Year - CEO Magazine (2019) CMO of the Year – VARINDIA (2019) Brand of the Year -VARINDIA (2019) Surveillance Brand of the Year - SME Channels (2019 & 2017) Shield Awards – SECUITECH (2018) Best Surveillance Camera - NCN (2018) 		

		<ol style="list-style-type: none"> 8. Silver Abby - GoaFest (2017) 9. Asia's Most Admired Brand - White Page International (2018) 10. Company of the Year Award - Frost & Sullivan (2018) 11. Best Electronics Security Company Of The Year - VARINDIA (2019) 12. India Electronic Security Company of the Year Award - Frost & Sullivan (2017) 13. Prestigious Rising Brands of Asia - Herald Global (2017) 14. Electronic Security Brand of the Year – IISSM (2017) 15. ET Best Brands 2021.- CP PLUS 16. Outstanding Security Equipment Manufacturer 2021 – Business world 17. Outstanding New product – Business world – CP Plus Video door Bell 18. E4M Pride of India: Best of Bharat Awards 2022 – CP PLUS 19. CMO of the year - Varindia 2022 20. Outstanding New Security Product Award 2023 - BW Security World and OSPAs 21. Outstanding Police/Law Enforcement Award 2023 - BW Security World and OSPAs 22. Most Trusted Brand of the Year Award 2023 - India Today 23. Best B2B Customer Experience - Award - Smart CX Technology Summit & Awards 2023 24. Customer Service CEO of the Year Award - Smart CX Technology Summit & Awards 2023
4.	Job profile and his suitability	He is the Whole Time Director of the Company and is fully engaged in managing the affairs of the Company and exercises all relevant powers under the supervision and superintendence of the Board of the Company
5.	Remuneration proposed	<ol style="list-style-type: none"> 1) Salary of INR 25,00,000/- (Indian Rupees Twenty Five Lakhs only) per month; 2) Rent-free accommodation etc. which shall not exceed INR 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month; 3) Other Benefits & Perquisites as per the Company's policy not exceeding INR. 4,00,000/- (Indian Rupees Four Lakh only) per month.
6.	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 w.r.t the country of his origin)	The proposed remuneration has been benchmarked with the remuneration being drawn by employees holding similar position in various other Companies of the relevant industry and the same being recommended by the Nomination and Remuneration Committee of the Company considering the terms to be fair, reasonable and justifiable.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<p>Mr. Hari Shanker Khemka is directly and indirectly holding majority of the Equity Shares of the Company.</p> <p>Mr. Hari Shanker Khemka is the father of both Mr. Aditya Khemka, Managing Director and Mr. Rishi Khemka, Director of the Company.</p>

III. Other Information		
1.	Reasons of loss or inadequate profits	The Company's profits are inadequate since its orders / projects are under implementation.
2.	Steps taken or proposed to be taken for improvement	The Company's profits are projected to be increased with expansion and growth in the Business during the financial year 2024.
3.	Expected increase in productivity and profits in measurable terms	Unless any unforeseen exceptional circumstances occurs, the Company is expecting tremendous growth in its business which in turn increase the revenue and profits margins nearly 20% to 25% in comparison to the previous financial year's revenue and profit margins.
IV. Disclosures		
1.	Since the Company is not listed with any of the Stock Exchanges, hence is not required to prepare a Corporate Governance Report being part of the Board Report. However, all the elements of remuneration proposed to be paid to Mr. Aditya Khemka are disclosed in the resolution proposed to be passed by the shareholders of the Company.	

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Chairman (Shri Hari Shanker Khemka) seeking appointment as Whole Time Director and/ revision in remuneration: -

Age	69 years	
Qualifications	Graduation: Bachelor of Science	
Experience	45 years	
Terms and conditions of appointment or reappointment	N.A.	
Last Drawn Remuneration	The remuneration received by Shri Hari Shanker Khemka during the FY 2023-24 is as follows: 1) Salary of Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) per month; 2) Rent-free accommodation etc. which shall not exceed Rs. 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month; 3) Other Benefits & Perquisites as per the Company's policy not exceeding Rs. 4,00,000/- (Rupees Four Lakh only) per month.	
Date of First Appointment on Board	27.03.1995	
No. of shares held in Company	3,94,385 equity shares	
Relationship with other Directors	Mr. Aditya Khemka	Son
	Mr. Rishi Khemka	Son
No. of Board Meeting attended during this FY (till date)	There were Four (4) Board Meetings held during the Financial Year 2023-24(till date) and Mr. Hari Shanker Khemka was physically present at all the Four (4) meeting held during the period.	
Other Directorship in Indian companies / LLP	1. ARK Infosolutions Private Limited 2. Trendsetters Infoservices LLP 3. Aditya Colonizers LLP 4. Trend Setter Promoters LLP	

Further, as per the provisions of section 178 and section 197 and/or any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the rules made thereunder, in case of no

profit or inadequate profit, the Company has an option to pay remuneration to its Managerial Personnel within the limits prescribed under Section II (A) of Schedule V of the Act. However, as per the proviso of Section II (A) of Schedule V of the Act, a Company may pay a remuneration to its Managerial Personnel in excess of the limits as prescribed under Section II(A) of Schedule V after taking approval from its Shareholders by way of a special resolution. Hence, your directors recommend the resolution as set out at Item No. 4 for the approval of shareholders of the Company by passing the Special Resolution.

None of the directors, key managerial personnel or their relatives is/are interested in the said resolution except to the extent of their shareholding and directorship in the Company.

Your Directors recommend the resolution as set out at Item No.4 as a special resolution for the approval of shareholders.

None of the directors, key managerial personnel or their relatives is/are interested in the said resolution except to the extent of their shareholding or directorship, if any in the Company.

Item No. 5:

The Shareholders have been informed that the Company has shown a tremendous growth during the period under the incredible leadership of Mr. Aditya Khemka. To perform his responsibilities, Mr. Khemka has an extensive travel plan across the globe during the year 2023-24. Considering the extra-ordinary performance of the Company and the contribution made by Mr. Aditya Khemka and basis the recommendation made by the Board of Directors of the Company, it is proposed to approve the revision of his tour and travel expenses from INR 2.5 Crs. per annum to INR 3.5 Crs. Per annum, for the financial year commencing from April 1, 2023 to March 31, 2024 and thereafter the revised remuneration and performance linked incentive structure shall be such as mentioned in the proposed resolution no. 5.

Further, the information as required under Section II (iv) of Part II of Schedule V of the Companies Act, 2013 are as follows:

I. GENERAL INFORMATION				
1.	Nature of Industry	Information Technology, Security & Surveillance		
2.	Date of commencement of commercial production	The Company was incorporated on 27.03.1995 and the commencement of business certificate was received on 21.04.1995.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance (Based on Standalone Financial Statements of the Company)	Financial Year	Profit Before Tax (Rupees in Crores)	Profit after Tax (Rupees in Crores)
		2020-21	36.51	26.14
		2021-22	116.53	83.64
		2022-23	137.19	102.13

5.	Foreign investments or collaborators, if any	The investments made by the Company in its Foreign Subsidiaries as on March 31, 2023 (Basis the last Standalone Audited Financial Statements) is detailed herein below:			
		<table border="1"> <tr> <td data-bbox="585 405 810 510">Shenzhen CP Plus International Limited</td> <td data-bbox="815 405 1050 510">China</td> <td data-bbox="1054 405 1406 510">INR 1,11,88,775/-</td> </tr> </table>	Shenzhen CP Plus International Limited	China	INR 1,11,88,775/-
Shenzhen CP Plus International Limited	China	INR 1,11,88,775/-			
II. INFORMATION ABOUT THE APPOINTEE					
1.	Background details	<p>Mr. Aditya Khemka aged 49 years is the Managing Director of Aditya Infotech Limited. He holds an Honors degree in Commerce from Shri Ram College of Commerce (DU) and a GNIIT diploma in Software programming from NIIT. He pursued his Master's degree in International Business from Fore School of Management, Delhi. Under his leadership, Aditya Infotech Limited has achieved a remarkable growth in security & surveillance products distribution. Due to his rich experience and enormous support, the Company has launched its own brand in the name of "CP PLUS" in the year 2007.</p> <p>The Company has shown tremendous growth over the years under his expert guidance and has expanded in many folds by entering into the market of many other line of products introduced in the Industry..</p>			
2.	Past Remuneration	<ol style="list-style-type: none"> 1. Salary of INR 42,50,000/- (Indian Rupees Forty Two Lakhs Fifty Thousand only) per month; 2. Tour and travel expenses INR 2,50,00,000/-(Indian Rupees Two Crore Fifty Lakhs) annually; 3. Other benefits & perquisites as per Company's policy not exceeding INR. 4,00,000/- (Indian Rupees Four lakhs only) per month. 4. Performance Linked Incentive shall be payable as follows: <ol style="list-style-type: none"> c) 0.35% on Total Net Sales/ Net Turnover : Payable on Monthly/ Annually basis on actual sales. d) 0.35% additional Incentive on Net Incremental Sales/ Net Turnover :Payable on Monthly/ Annually for each financial year based on sales of immediately preceding financial year. 			
3.	Recognition or awards	<ol style="list-style-type: none"> 1. Under his leadership, the company has received various awards and recognitions, few of the recent awards and recognition received by the Company are as follows:-Enterprise IT CMO - SME Channels (2020 & 2017) 2. Brand of the Year - CEO Magazine (2019) 3. CMO of the Year – VARINDIA (2019) 4. Brand of the Year -VARINDIA (2019) 5. Surveillance Brand of the Year - SME Channels (2019 & 2017) 6. Shield Awards – SECUTECH (2018) 7. Best Surveillance Camera - NCN (2018) 8. Silver Abby - GoaFest (2017) 9. Asia's Most Admired Brand - White Page International (2018) 10. Company of the Year Award - Frost & Sullivan (2018) 11. Best Electronics Security Company Of The Year - VARINDIA (2019) 12. India Electronic Security Company of the Year Award - Frost & Sullivan (2017) 			

		<p>13. Prestigious Rising Brands of Asia - Herald Global (2017)</p> <p>14. Electronic Security Brand of the Year – IISSM (2017)</p> <p>15. ET Best Brands 2021.- CP PLUS</p> <p>16. Outstanding Security Equipment Manufacturer 2021 – Business world</p> <p>17. Outstanding New product – Business world – CP Plus Video door Bell</p> <p>18. E4M Pride of India: Best of Bharat Awards 2022 – CP PLUS</p> <p>19. CMO of the year - Varindia 2022</p> <p>20. Outstanding New Security Product Award 2023 - BW Security World and OSPAs</p> <p>21. Outstanding Police/Law Enforcement Award 2023 - BW Security World and OSPAs</p> <p>22. Most Trusted Brand of the Year Award 2023 - India Today</p> <p>23. Best B2B Customer Experience - Award - Smart CX Technology Summit & Awards 2023</p> <p>24. Customer Service CEO of the Year Award - Smart CX Technology Summit & Awards 2023</p>						
4.	Job profile and his suitability	He is the Managing Director of the Company and is engaged in the day-to-day affairs of the Company. He is fully dedicated towards the operations of the Company and work closely with the Management and Board of Directors of the Company towards the growth of the Company. .						
5.	Remuneration proposed	<p>1. Salary of INR. 42,50,000/- (Indian Rupees Forty Two Lakhs Fifty Thousand only) per month;</p> <p>2. Tour and travel expenses INR 3,50,00,000/- (Indian Rupees Three Crore Fifty Lakhs) annually;</p> <p>3. Other benefits & perquisites as per Company's policy not exceeding INR 4,00,000/- (Indian Rupees Four lakhs only) per month.</p> <p>4. Performance Linked Incentive shall be payable as follows:</p> <table border="1"> <tr> <td>a)</td> <td>0.35% on Total Net Sales/ Net Turnover</td> <td>Payable on Monthly/Annually basis on actual sales.</td> </tr> <tr> <td>b)</td> <td>0.35% additional incentive on Net Incremental Sales/ Net Turnover</td> <td>Payable on Monthly/Annually for each financial year based on sales of immediately preceding financial year.</td> </tr> </table>	a)	0.35% on Total Net Sales/ Net Turnover	Payable on Monthly/Annually basis on actual sales.	b)	0.35% additional incentive on Net Incremental Sales/ Net Turnover	Payable on Monthly/Annually for each financial year based on sales of immediately preceding financial year.
a)	0.35% on Total Net Sales/ Net Turnover	Payable on Monthly/Annually basis on actual sales.						
b)	0.35% additional incentive on Net Incremental Sales/ Net Turnover	Payable on Monthly/Annually for each financial year based on sales of immediately preceding financial year.						
6.	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 w.r.t the country of his origin)	The proposed remuneration has been benchmarked with the remuneration being drawn by employees holding similar position in various other Companies of the relevant industry and the same being recommended by the Nomination and Remuneration Committee of the Company considering the terms to be fair, reasonable and justifiable.						
7.	Pecuniary relationship directly or indirectly with the Company, or relationship	<ul style="list-style-type: none"> Mr. Aditya Khemka is directly and indirectly holding majority of the Equity Shares of the Company. 						

	with the managerial personnel, if any	<ul style="list-style-type: none"> Mr. Aditya Khemka is the Son of Mr. Hari Shanker Khemka-who is the Chairman and Whole Time Director of the Company.
III. Other Information		
1.	Reasons of loss or inadequate profits	The Company's profits are inadequate since its orders / projects are under implementation.
2.	Steps taken or proposed to be taken for improvement	The Company's profits are projected to be increased with expansion and growth in the Business during the financial year 2024.
3.	Expected increase in productivity and profits in measurable terms	Unless any unforeseen exceptional circumstances occurs, the Company is expecting tremendous growth in its business which in turn increase the revenue and profits margins nearly 20% to 25% in comparison to the previous financial year's revenue and profit margins.
IV. Disclosures		
1.	Since the Company is not listed with any of the Stock Exchanges, hence is not required to prepare a Corporate Governance Report being part of the Board Report. However, all the elements of remuneration proposed to be paid to Mr. Aditya Khemka are disclosed in the resolution proposed to be passed by the shareholders of the Company.	

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Managing Director (Mr. Aditya Khemka) seeking re-appointment / revision in remuneration: -

Age	49 years
Qualifications	Post-Graduation: Master's degree in international business from Fore School of Management, Delhi Graduation: Honors degree in Commerce from Shri Ram College of Commerce (DU) Certification: GNIIT diploma Certification in Software programming from NIIT.
Experience	29 years
Terms and conditions of appointment or reappointment	N.A.
Last Drawn Remuneration	The remuneration received by Mr. Aditya Khemka for FY 2023-24 is as follows: <ol style="list-style-type: none"> Salary of INR. 42,50,000/- (Indian Rupees Forty Two Lakhs Fifty Thousand only) per month; Tour and travel expenses INR. 2,50,00,000/- (Indian Rupees Two Crore Fifty Lakhs) annually; Other benefits & perquisites as per Company's policy not exceeding INR. 4,00,000/- (Indian Rupees Four lakhs only) per month. Performance Linked Incentive shall be payable as follows: <ol style="list-style-type: none"> 0.35% on Total Net Sales/ Net Turnover : Payable on Monthly/ Annually basis on actual sales. 0.35% additional Incentive on Net Incremental Sales/ Net Turnover : Payable on Monthly/ Annually for each financial year based on sales of immediately preceding financial year.
Date of First Appointment on Board	27.03.1995

No. of shares held in Company	12,22,299 equity shares	
Relationship with other Directors	Mr. Hari Shanker Khemka	Father
	Mr. Rishi Khemka	Brother
No. of Board Meeting attended during this FY	There were Four (4) Board Meetings held during the Financial Year 2023-24 (till date) and Mr. Aditya Khemka was physically present at all the Four (4) meeting held during the period.	
Other Directorship in Indian companies / LLP	<ol style="list-style-type: none"> 1. ARK Infosolutions Private Limited 2. AIL Dixon Technologies Private Limited 3. Liberty Shoes Limited 4. YPO (Delhi Chapter) 5. Aditya Colonizers LLP 6. Trend Setter Promoters LLP 7. YPO Gurgaon Chapter Association 	

Further, as per the provisions of section 178 and section 197 and/or any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the rules made thereunder, in case of no profit or inadequate profit, the Company has an option to pay remuneration to its Managerial Personnel within the limits prescribed under Section II (A) of Schedule V of the Act. However, as per the proviso of Section II (A) of Schedule V of the Act, a Company may pay a remuneration to its Managerial Personnel in excess of the limits as prescribed under Section II(A) of Schedule V after taking approval from its Shareholders by way of a special resolution. Hence, your directors recommend the resolution as set out at Item No. 5 for the approval of shareholders of the Company by passing the Special Resolution.

None of the directors, key managerial personnel or their relatives is/are interested in the said resolution except to the extent of their shareholding and directorship in the Company.

Item No. 6:

Pursuant to the provisions of Sections 149, 150, 152, 161 and Schedule IV of the Companies Act, 2013 read with the rules made thereunder, each as amended ("Companies Act"), Ms. Ambika Sharma is proposed to be appointed as a Non-Executive Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013. In this connection, the Board is of the opinion that Ms. Ambika Sharma fulfils the criteria for independent director, as set out in the Companies Act, 2013, related rules framed thereunder and that Ms. Ambika Sharma is independent of the management of the Company.

A copy of the draft letter for appointment of Ms. Ambika Sharma setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 10:00 a.m. to 1:00 p.m. up to the date of AGM and will also be available for inspection at the venue of the AGM.

The Board of Directors has recommended the appointment of Ms. Ambika Sharma as a Non-Executive Independent Director for a term of five (5) years with effect from November 1, 2023 till the next five years subject to such Director continuing to satisfy the criteria of independence in terms of the Companies Act, 2013 and the rules made thereunder, and shall not be liable to retire by rotation.

The Company has received a declaration from Ms. Ambika Sharma confirming that she meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013. Keeping in view her rich knowledge and experience, which could be utilized to put appropriate strategies for growth of business activities of the Company, it was thought fit to propose the appointment of Ms. Ambika Sharma as a Non-Executive Independent Director.

Your Directors recommend the resolution as set out at Item No.5 as a special resolution for the approval of shareholders.

None of the directors, key managerial personnel or their relatives is/are interested in the said resolution except to the extent of their shareholding, if any in the Company.

PART A

Information as required in terms of Schedule IV of the Companies Act, 2013 & Secretarial Standard - 2 issued by the Institute of Company Secretaries of India:

Brief Profile of Ms. Ambika Sharma	Refer Part B (As enclosed below)
DIN	08201798
Date of Birth	16/06/1962
Qualification	Ambika holds a Bachelor's degree in Economics and Master's degree in Business Economics from India's prestigious Delhi University, Ambika graduated summa cum laude with a gold medal.
Experience and expertise in specific functional area	With 37 years of diverse experience, Ambika was the first lady Director General - International at the Federation of Indian Chambers of Commerce and Industry (FICCI). She went on to lead the U.S. Chamber's U.S.-India Business Council (USIBC) as Managing Director, India. She joined USIBC in 2018, making it one of the most sought-after names as a policy advocacy organization in U.S.-India business relations. She has now moved into a strategic role as Advisor to USISPF
Terms and conditions of appointment	As per Appointment Letter
Details of remuneration	As per Appointment Letter
Date of First appointment on the Board	None
Details of shareholding in the Company	None
Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	None
Number of Board Meetings attended till date	None
Details of Directorships, Membership/ Committee Chairmanship	As a Director/ Advisor: 1. LT Foods Limited

	<ol style="list-style-type: none"> 2. Nature Bio Foods Limited 3. Eco Pure Educational Specialities Limited 4. Aakash Educational Services Limited 5. United States India Strategic Partnership Forum
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PART B – Profile/ Resume

Brief Profile of Ms. Ambika Sharma

Ambika Sharma is a global business strategist with over three-decade career in public affairs and international relations in India’s apex industry body as well as in a bilateral international organization.

A business economist by education, Ambika has dedicated her professional career towards building extensive international economic networks for business & industry, driving economic growth, job creation, innovation, inclusion, and entrepreneurship.

With 37 years of diverse experience, Ambika was the first lady Director General - International at the Federation of Indian Chambers of Commerce and Industry (FICCI). She went on to lead the U.S. Chamber’s U.S.-India Business Council (USIBC) as Managing Director, India. She joined USIBC in 2018, making it one of the most sought-after names as a policy advocacy organization in U.S.-India business relations. She has now moved into a strategic role as Advisor to USISPF.

Over the years, Ambika has nurtured wide-ranging and robust relationships with the Government of India at the highest level, building a wide range of global network with businesses, including the diplomatic community, bureaucracy, reputed Chambers of Commerce and think tanks. She has led policy advocacy across sectors like healthcare, defense, digital economy, financial services, agri/food, supply chain management, to name a few. As the Director General of India’s national industry association FICCI, Ambika was the principal architect of Indian industry’s international outreach and partnership with industry associations and employers’ federations worldwide. Her contribution towards Indian industry’s endeavour in building an equitable business partnership in competitive international environments is acknowledged far and wide. Under her leadership, FICCI participated extensively in government initiatives to strengthen India’s business and investment presence abroad. She led FICCI’s global strategy for a wide base of membership comprising India’s established large business houses, conglomerates and newer technology-based entrants. She is also credited for building domain awareness for members equipping them to deal with international markets, new connections and knowledge expertise in global markets. Ambika also designed and organized business interactions with visiting Heads of State to India and abroad.

Ambika has committed herself to supporting organizations in their quest for sustainable growth and inclusive economic development. She is passionate about mentoring future leaders and building a pragmatic knowledge base on international relations.

A holder of Bachelor’s degree in Economics and Master’s degree in Business Economics from India’s prestigious Delhi University, Ambika graduated summa cum laude with a gold medal. She is also a certified MCA approved Independent Director. She has participated in several executive programmes including those conducted by EU and XLRI, Jamshedpur. She has worked extensively with the FICCI Women on Corporate Boards (WCB) initiative as well. She has received several awards towards her contribution in the field of economic diplomacy. Ambika is currently serving as Independent Women Director on the Boards of three eminent Indian food companies.

Also joined Aakash Educational Services Limited as Non-Executive Director. Earlier she also served as Member, Executive Council of Bureau of Indian Standards (BIS) to represent industry and support BIS in the activities of standardization, marking and quality certification of goods and related matters. She is passionate in her aspiration to contribute to India's growth story, both in domestic and international markets.

Item No. 7:

Pursuant to the provisions of Sections 149, 150, 152, 161 and Schedule IV of the Companies Act, 2013 read with the rules made thereunder, each as amended ("Companies Act"), Mr. Manish Sharma is proposed to be appointed as a Non-Executive Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013. In this connection, the Board is of the opinion that Mr. Manish Sharma fulfils the criteria for independent director, as set out in the Companies Act, 2013, related rules framed thereunder and that Mr. Manish Sharma is independent of the management of the Company.

A copy of the draft letter for appointment of Mr. Manish Sharma setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 10:00 a.m. to 1:00 p.m. up to the date of AGM and will also be available for inspection at the venue of the AGM.

The Board of Directors has recommended the appointment of Mr. Manish Sharma as a Non-Executive Independent Director for a term of five (5) years with effect from November 1, 2023 for the next five years subject to such Director continuing to satisfy the criteria of independence in terms of the Companies Act, 2013 and the rules made thereunder, and shall not be liable to retire by rotation.

The Company has received a declaration from Mr. Manish Sharma confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013. Keeping in view her rich knowledge and experience, which could be utilized to put appropriate strategies for growth of business activities of the Company, it was thought fit to propose the appointment of Mr. Manish Sharma as a Non-Executive Independent Director.

Your Directors recommend the resolution as set out at Item No. 7 as a special resolution for the approval of shareholders.

None of the directors, key managerial personnel or their relatives is/are interested in the said resolution except to the extent of their shareholding, if any in the Company.

PART A

Information as required in terms of Schedule IV of the Companies Act, 2013 & Secretarial Standard - 2 issued by the Institute of Company Secretaries of India:

Brief Profile of Mr. Manish Sharma	Refer Part B (As enclosed below)
DIN	06549914
Date of Birth	03/08/1972

Qualification	<ul style="list-style-type: none"> • Manish holds a Bachelor's degree in Engineering from BIT, Bhilai • Awarded 'Man of Electronics' by CEAMA (Consumer Electronics and Appliances Manufacturers Association) in 2019 • Recognized for his outstanding contribution to growth of Electronics industry by ELCINA (Electronic Industries Association of India) in 2016-17 • Nominated for the prestigious Asia Business Leaders Awards (ABLA) in 2017
Experience and expertise in specific functional area	Beginning with engineering and research assignments, his career of over 27 years has spanned from hands-on operations to strategic product and business planning in various electronic majors like LG Hotline, Samsung India and Haier India. Manish was appointed as youngest Executive Officer to Panasonic Corporation and has played an active role in group wide strategic affairs. He currently chairs the board for Panasonic Life Solutions India.
Terms and conditions of appointment	As per Appointment Letter
Details of remuneration	As per Appointment Letter
Date of First appointment on the Board	None
Details of shareholding in the Company	None
Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	None
Number of Board Meetings attended till date	None
Details of Directorships, Membership/Committee Chairmanship	As a Director: <ol style="list-style-type: none"> 1. Panasonic Life Solutions India Private Limited 2. Panasonic Avionics India Private Limited 3. Escorts Kubota Limited

PART B – Profile/ Resume

Brief Profile of Mr. Manish Sharma

Manish is currently serving as Chairman of Panasonic Life Solutions India with an extensive professional experience of over 27 years driving sustainable growth along with strategy planning and business development. Strong diplomatic skills and a natural affinity for cultivating relationships, which has resulted in some very prominent roles in Industry Associations and Government appointed Committees over the years. Versatile

professional with strong people management skills and has been focused on building people capabilities and culture. Applies qualities of integrity, credibility, and a passion for progress to strategic governance efforts.

In his current role, Manish is the Chairman of Panasonic Life Solutions India & South Asia overseeing the growth and development of the company in the region. He is responsible for driving profitable growth along with strategy planning and business development for the entire product portfolio of Panasonic's consumer, enterprise, and industry divisions propelling business growth across the B2C, B2B, and B2G segments.

Manish Sharma also holds an Independent Director position on the Board of Escorts Kubota Ltd.

Overall Experience:

Beginning with engineering and research assignments, his career of over 27 years has spanned from hands-on operations to strategic product and business planning in various electronic majors like LG Hotline, Samsung India and Haier India. Manish was appointed as youngest Executive Officer to Panasonic Corporation and has played an active role in group wide strategic affairs. He currently chairs the board for Panasonic Life Solutions India.

Key Accomplishments:

- Manish has held several management roles overseeing different functions of the business since joining in 2008. Just to give a perspective, Panasonic's revenue in India today is 10 times of what it was in 2007 and at the time, the majority of the business was coming from televisions and wiring devices.
- Been driving sustainable growth for the organization over the years. Despite the pandemic, Panasonic has recorded an 18% growth in their revenue over last year and reduced losses.
- Instrumental in driving investments to India. Today, Panasonic has 13 state-of-the-art factories across the country manufacturing home & kitchen appliances like Air Conditioners, Washing Machines, Refrigerators, Mixer Grinders, Electronic Cookers to electrical wiring devices, switches, fans, geysers. Panasonic also has manufacturing units for B2B products like dry-cell batteries, carbon rods, sensors, audio systems and welding machines.
- A tech enthusiast at-heart, he strongly believes in democratizing technology. He keeps a close tab on India's start-up ecosystem and how they're effectively utilizing the new-age technologies for greater good.
- Instrumental behind Panasonic launching their Spatial Solutions – Home and Enterprise automation under the Miraie brand.
- Focused on Governance and building Panasonic into a highly professional organization with the right talent mix.
- Manish was the youngest R&D Head for Samsung's TV division and was instrumental in establishing a strong foundation for development, customisation, value engineering and localisation of products.
- He was also an integral part of the launch team which started operations for Haier in India. He was involved in setting up the processes, building operational & supply chain capabilities into channel management and setting up manufacturing.

Industry Engagement

- Currently as the **Chair for FICCI Electronics & White Goods committee**, he has been instrumental in steering the industry and advising stakeholders on the importance of innovation, smart manufacturing and backward integration.
- More recently, Manish has been appointed to the **Steering Committee for Advancing Local Value-Add and Exports (SCALE)** formed by Ministry of Commerce and Industry and has been working closely with

Department for Promotion of Industry and Internal Trade (DPIIT) under guidance of the Ministry to drive India's local manufacturing agenda.

- Manish is also the **Chair for FICCI Energy Storage Committee** and **Co-Chair for Co-Chair for the India-Taiwan Business Cooperation Committee**.
- Manish has been the longest serving **President for CEAMA (Consumer Electronics and Appliances Manufacturers Association)** from 2014-18.

Education & Recognitions:

- Manish holds a Bachelor's degree in Engineering from BIT, Bhilai
- Awarded '**Man of Electronics**' by **CEAMA (Consumer Electronics and Appliances Manufacturers Association)** in 2019
- Recognized for his **outstanding contribution to growth of Electronics industry** by **ELCINA (Electronic Industries Association of India)** in 2016-17
- Nominated for the prestigious Asia Business Leaders Awards (ABLA) in 2017

Item 8

AIL Dixon Technologies Private Limited ("AIL Dixon") is a joint venture company wherein your Company and Dixon Technologies (India) Limited both holds 50% of the equity share capital, respectively. The principal business activities of AIL Dixon Inter-alia consists of manufacturing of Closed Circuit Television ("CCTVs") and Digital Video Recorders ("DVRs") and other allied products.

Whereas, AIL Dixon is in requirement of working capital in order to expand its business activity and has approached both of its shareholders to provide an unsecured loan upto an amount not exceeding to INR 10,50,00,000/- (Indian Rupees Ten Crore and Fifty Lakh only), respectively.

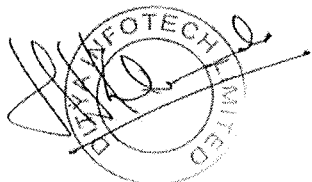
Considering the above stated requirement of AIL Dixon, the Board of Directors of your Company, hereby recommend to grant an unsecured loan for an amount not exceeding INR 10,50,00,000/- (Indian Rupees Ten Crore and Fifty Lakh only) to AIL Dixon, vide board resolution dated October 23, 2023.

Your Directors recommend the resolution set out at Item no. 08 to be passed as a special resolution by the members of the Company.

Except Mr. Aditya Khemka, none of the Directors or Key Managerial Personnel of the Company is interested or concerned in the Resolution set forth in Item No. 8.

Since the resolution under consideration for the approval of the members of the Company does not relate to or affects any other company in terms of provisions of Section 102(2) of the Act, there is no requirement of stating the extent of shareholding interest of every promoter, director, manager and other key managerial personnel of the company.

Certified to be true
For Aditya Infotech Limited



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

Date: 23.10.2023
Place: NOIDA

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I/We hereby record my/our presence at the 28th Annual General Meeting (Financial Year 2022-2023) of Aditya Infotech Limited held at 14:00 HRS on Saturday, 28th day of October, 2023 at F-28, Okhla Industrial Area, Phase-I, New Delhi 110020

NAME(S) OF THE MEMBERS(S)	Registered Folio No.
	No. of Shares held

Name of Proxy/ Authorized Representative (in block letters)
(To be filled in, if the Proxy attends instead of the Members)

Member's/Proxy's/ Authorized
Representative's Signature



FORM No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74899DL1995PLC066784

Name of the Company: ADITYA INFOTECH LIMITED

Registered office: F-28, Okhla Industrial Area, Phase-I, New Delhi 110020

Name of Member(s)	
Registered/Residential Address	
Email ID	
Folio No/Client ID	
DP ID	

I/ We being the member of Aditya Infotech Limited holding.....shares, hereby appoint

1. Name: Address:.....

E-mail Id:..... Signature:, or failing him

2. Name:..... Address:.....

E-mail Id:..... Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 28th Annual General Meeting of members of the Company, to be held on October 28, 2023 at 2 p.m. at registered office of the Company, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:-

S.No.	RESOLUTION	FOR	AGAINST
1.	To receive, consider and adopt Standalone and consolidated Annual Audited Financial Statements of the Company for Financial Year ended March 31, 2023;		
2.	To re-appoint Mr. Aditya Khemka (DIN-00514552) as the Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment;		
3.	To declare final dividend on Equity Shares of the Company;		
4.	To consider and approve re-appointment of Mr. Hari Shanker Khemka as the Chairman cum Whole Time Director;		
5.	To consider and approve revision of remuneration of Mr. Aditya Khemka, Managing Director of the Company for Financial Year 2023-24;		
6.	To consider and approve appointment of Ms. Ambika Sharma as a Non-Executive Independent Director;		
7.	To consider and approve appointment of Mr. Manish Sharma as a Non-Executive Independent Director.		
8.	To consider and approve grant of loan to ALL Dixon Technologies Private Limited, a Joint Venture Company		

Signed this Day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP OF VENUE

