



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



NOTICE FOR CONVENING EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2024-25 OF THE SHAREHOLDERS OF ADITYA INFOTECH LIMITED SCHEDULED TO BE HELD ON SEPTEMBER, 14, 2024 AT 11.00 AM AT ITS CORPORATE OFFICE AT A-12, SECTOR 4, NOIDA 201301, UTTAR PRADESH, INDIA AT SHORTER NOTICE TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES: -

Item No. 1

TO CONSIDER AND APPROVE APPOINTMENT OF MR. CHETAN KAJARIA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit to approve appointment of Mr. Chetan Kajaria 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 recommendation of the Nomination and Remuneration Committee and Board of Directors of Aditya Infotech Limited (the “Company” and such board of directors, the “Board”) and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (**“Companies Act”**), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force)(**“SEBI Listing Regulations”**), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Mr. Chetan Kajaria (DIN:00273928) , who has provided his consent in writing to act as an independent director of the Company and possesses relevant expertise and experience and has submitted a declaration in writing that he meets the criteria for appointment as an independent director under the Companies Act and the SEBI Listing Regulations and is eligible for appointment, be and is hereby appointed as an independent director on the board of directors of the Company (the “Board”), who shall hold office for a term of five (5) years commencing on September 10, 2024, and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Chetan Kajaria shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as approved and amended by the Board/Committee or by any other person as authorised by the Board from time to time.

RESOLVED FURTHER THAT the Board takes on record that Mr. Chetan Kajaria is registered under the Independent Director’s Databank of Indian Institute of Corporate Affairs.

RESOLVED FURTHER THAT the Board takes on record the consent letter in the Form DIR-2, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, received from Mr. Chetan Kajaria providing his consent and eligibility to act as an independent director of the Company.



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RESOLVED FURTHER THAT, the Board took note the declaration in writing from Mr. Chetan Kajaria 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 the recommendation from its Nomination and Remuneration Committee for appointment of Mr. Chetan Kajaria as an independent director.”

RESOLVED FURTHER THAT the terms of appointment of independent directors in terms of the provisions of the Companies Act, 2013, a draft of which was circulated to the Board, be and are hereby approved and recorded.

RESOLVED FURTHER THAT the code of conduct for the Board pursuant to the Companies Act be and is hereby placed before the Board for information and for further compliance thereof by Mr. Chetan Kajaria as Independent Director.

RESOLVED FURTHER THAT Mr. Aditya Khemka, Managing Director, Mr. Hari Shanker Khemka, Whole Time Director, Mr. Yogesh Chand Sharma, Chief Financial Officer and Ms. Roshni Tandon, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Mr. Chetan Kajaria as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, Delhi and Haryana at New Delhi and to do all such acts, deeds, matters and things as may be required to be done to give effect to the abovementioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to the concerned authorities for necessary action.”

Item No. 2

TO OFFER, ISSUE AND ALLOT 73,05,805 EQUITY SHARES BY WAY OF A PREFERENTIAL ALLOTMENT ON A PRIVATE PLACEMENT BASIS IN EXCHANGE OF ACQUIRING 95,00,000 EQUITY SHARES OF AIL DIXON TECHNOLOGIES PRIVATE LIMITED HELD BY DIXON TECHNOLOGIES (INDIA) LIMITED UNDER A SWAP DEAL

To consider and if thought fit to pass, with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force)(the “Act”) and pursuant to the Articles of Association of the Company, Share Subscription & Purchase Agreement (SSPA) and Shareholders’ Agreement (SHA) dated July 8, 2024 and the approval of Competition Commission of India (‘CCI’) dated September 10, 2024 received on September 10, 2024, the consent of the shareholders of the Company, be and is hereby accorded to offer, issue and allot up to 73,05,805 (Seventy-Three Lakh Five Thousand Eight Hundred Five Only), fully paid up Equity Shares having a face value of INR 1/- (Indian Rupee One only) each (“Subscription shares”) to Dixon Technologies (India) Limited (“Dixon”) at a premium of Rs. 339.32 per share i.e. at an issue price of INR 340.32 per share, by way of preferential allotment on a private placement basis for consideration other than cash which shall be discharged by Dixon by transfer of 95,00,000 (Ninety Five Lakhs only) equity shares of AIL Dixon Technologies Private Limited (“JV Company”) held by Dixon, having face value of INR 10 (Indian Rupees



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Ten only) each, constituting 50% (fifty percent) of the share capital of the JV Company on a fully diluted basis in favour of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above allotment of the Subscription Shares to Dixon, the Board of Directors and / or KMPs of the Company be and are hereby severally authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental to or expedient for the issue of the Subscription Shares and to resolve and settle all questions and difficulties that may arise in relation to the proposed issuance of the Subscription Shares, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board /Committee of the Board, KMPs or any officer(s) authorized by the Board of Directors be and are hereby authorized to take all the necessary steps for giving effect to this resolution, including issue corporate action form to the depositories, issue allotment letters (if required), incur necessary expenses including payment of stamp duty, if any, file necessary forms with the regulatory authorities in accordance with the applicable provisions of the Companies Act, to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds, matters and thing as deem necessary, proper or desirable in relation to the foregoing.”

Item No. 3

TO CONSIDER AND APPROVE APPOINTMENT OF MR. ATUL B. LALL AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of Aditya Infotech Limited (the “Company” and such board of directors, the “Board”) and pursuant to the provisions of Sections 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“**Companies Act**”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force)(“**SEBI Listing Regulations**”), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Mr. Atul B. Lall (DIN: 00781436), who has provided his consent in writing to act as a non-executive director of the Company, possesses relevant expertise and experience , be and is hereby appointed as a non-executive director on the Board, with effect from September 12, 2024, liable to retire by rotation.

RESOLVED FURTHER THAT the Board takes on record the consent letter in the Form DIR-2, the disclosure of interest under Section 184 in the Form MBP-1 received from Mr. Atul B. Lall providing his consent and eligibility to act as a non-executive director of the Company.



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RESOLVED FURTHER THAT, the Board took note the declaration in writing from Mr. Atul B. Lall 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 the recommendation from the Nomination and Remuneration Committee for appointment of Mr. Atul B. Lall as a non-executive director.

RESOLVED FURTHER THAT the code of conduct for the Board pursuant to the Companies Act be and is hereby placed before the Board for information and for further compliance thereof by Mr. Atul B. Lall as non-executive Director.

RESOLVED FURTHER THAT Mr. Aditya Khemka, Managing Director, Mr. Hari Shanker Khemka, Whole Time Director,, Mr. Yogesh Chand Sharma, Chief Financial Officer and Ms. Roshni Tandon, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all the acts, deeds, matters and things which are necessary to give effect to the appointment of Mr. Atul B. Lall as non-executive Director.of the Company, including filing of the necessary forms with the Registrar of Companies, Delhi and Haryana at New Delhi and to do all such acts, deeds, matters and things as may be required to be done to give effect to the abovementioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to the concerned authorities for necessary action.”

FOR ADITYA INFOTECH LIMITED

Sd/-

Roshni Tandon
Company Secretary & Compliance Officer
A-12, Sector-4,
Noida- 201301

Date: **12.09.2024**
Place: Noida

NOTES:

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESSES 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.



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4. **Section 105(8) : Requirement of giving 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 a written notice of his/ her intention of doing the inspection.
5. **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.
6. **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 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.
7. 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.
8. A draft consent letter for convening the meeting at shorter notice is enclosed with the EGM Notice. Members are requested to give their consent by sending the executed copy of the consent letter to the Company.
9. Route map to the venue of the meeting is annexed.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1

Mr. Chetan Kajaria is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including Sections 149 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended ("**Companies Act**") and the provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") each as amended, and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, in connection with the Offer of the Equity Shares. In this connection, the board of directors of the Company (the "**Board**") is of the opinion that Mr. Chetan Kajaria fulfils the criteria for independent directors, as set out in the Companies Act, related rules framed thereunder and the SEBI Listing Regulations and that Mr. Chetan Kajaria is independent of the management of the Company.

Information of director seeking appointment at the forthcoming Extraordinary General Meeting (pursuant to the Schedule IV of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India).

Name of the Director	Mr. Chetan Kajaria
Directors Identification Number	00273928
Date of Birth (Age in years)	24.12.1974 (50 years)
Original date of appointment	September 10, 2024
Qualifications	Bachelor in Petro Chemical Engineering (B.E.) MBA from Boston College, U.S.A.
Experience and expertise in specific functional area	Mr. Kajaria started his journey at Kajaria Ceramics Limited in the year 2000 and has been instrumental in giving a new dimension to the Company by opening international standard tile showrooms across the country which has today become an industry trend. Mr. Kajaria is spearheading the ceramic tile vertical. He is responsible for the first ever acquisition in the Company's history- acquiring a ceramic tile plant in Gujarat for feeding the Western and Southern markets



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	in February 2011.
Date of First appointment on the Board	None
Shareholding in the Company	Nil
Remuneration last drawn	Nil
No. of Board meetings attended during the year	None
Terms and conditions of appointment and remuneration	As per Appointment Letter
Relationship with other Directors or KMPs	None
Directorships held in other companies in India	<ol style="list-style-type: none"> 1. Kajaria Ceramics Limited 2. Kajaria Natural Resources Pvt. Ltd. 3. Kajaria Portfolio Pvt. Ltd. 4. Kajaria Plywood Private Limited 5. RK Trustee Private Limited 6. Kajaria Adhesive Private Limited 7. PHD Chamber of Commerce and Industry 8. Indian Council of Ceramic Tiles and Sanitaryware
Membership / Chairmanship of committees in public limited and listed companies in India	One (1)
Justification	In Compliance of SEBI ICDR Regulations, 2015 and keeping in view of rich knowledge and experience of Mr. Chetan Kajaria, which could be utilized to put appropriate strategies for growth of business activities of the Company, the Board has recommended the appointment of Mr. Chetan Kajaria as a Non-Executive Independent Director of the Company.
Brief Resume of the Director	<p>Mr. Chetan Kajaria is a Bachelor in Petro Chemical Engineering (B.E.) from Pune University and holds an MBA from Boston College, U.S.A.</p> <p>He is the Joint Managing Director of Kajaria Ceramics Limited ('the Company') and a member of the Promoter Group of the Company. He is also a member of the Corporate Social Responsibility Committee, the</p>



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	<p>Stakeholders Relationship Committee, the Risk Management Committee and the Business Responsibility & Sustainability Committee of the Company.</p> <p>He started his journey at Kajaria Ceramics Limited in the year 2000 and has been instrumental in giving a new dimension to the Company by opening international standard tile showrooms across the country which has today become an industry trend.</p> <p>Mr. Kajaria is spearheading the ceramic tile vertical. He is responsible for the first ever acquisition in the Company's history- acquiring a ceramic tile plant in Gujarat for feeding the Western and Southern markets in February 2011.</p> <p>He pioneered the concept of value added tiles in the ceramic tile vertical using digital technology from Spain by displaying at dealers' showroom across the country. He had also led the acquisition of a ceramic tile plant in Vijayawada, Andhra Pradesh in April 2012, marking the Company's entry into the growing markets of South India. He has played a key role in making Kajaria Ceramics Limited a leading manufacturer of ceramic wall & floor tiles in India.</p> <p>To entrench the presence of the Kajaria brand into every Indian household, he successfully contoured the Group's presence into the plywood & adhesive space by adopting an asset-light operating model.</p>
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Keeping in view his rich knowledge and experience, which could be utilized to put appropriate strategies for growth of business activities of the Company, the Board has recommended the appointment of Mr. Chetan Kajaria as a Non-Executive Independent Director for a term of five (5) years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

A copy of the draft letter for appointment of Mr. Chetan Kajaria 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 EGM and will also be available for inspection at the venue of the EGM.

The Board recommends the resolution for your approval. None of the Directors, key managerial personnel, senior management and relatives of Directors and/or key managerial personnel (as defined in the Companies



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Act, 2013) and/or senior management (as defined in the SEBI ICDR Regulations) are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM No. 2

The Board of Directors, in their meeting held on June 12, 2024, and the shareholders in their Extraordinary General Meeting held on June 17, 2024, approved a swap deal between the Company and Dixon Technologies (India) Limited for acquiring remaining 50% stake in AIL Dixon Technologies Private Limited ("JV Company"), consisting of 9,500,000 equity shares having a face value of INR 10 per share, from Dixon Technologies (India) Limited ("JV Partner" or "Dixon"). in exchange of fresh issue and allotment of 73,05,805 fully paid-up equity shares, having a face value of Rs. 1/- (Rupee One only) each ("Subscription Shares"), to Dixon, by way of preferential allotment on a private placement basis

In accordance with the Board's approval dated June 12, 2024, the Company entered into (a) a Share Subscription and Purchase Agreement ("SSPA") dated July 8, 2024, by and amongst the Company, Dixon Technologies (India) Limited ("Proposed Allottee" or "Dixon"), and AIL Dixon Technologies Private Limited ("JV Company"); and (b) a Shareholders' Agreement dated July 8, 2024, amongst the Company, Dixon Technologies (India) Limited, and the existing shareholders of the Company

Further, as the afore-mentioned transaction was subject to approval from Competition Commission of India ('CCI'), the Company applied and obtained the required CCI approval on September 10, 2024. It is now proposed to offer, issue, and allot 73,05,805 fully paid-up equity shares of the Company, having a par value of INR 1 per share, to Dixon in exchange /swapping of transfer of 95,00,000 equity shares having face value of INR 10 per share of AIL Dixon held by Dixon Technologies (India) Limited in favor of the Company. The Subscription Shares shall be issued and allotted free from encumbrance and shall rank pari passu with the existing equity shares of the Company in all respects, including with respect to voting rights and payment of dividends.

In terms of the provisions of Section 62(1)(c) and Section 42 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014, and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the approval of the shareholders of the Company is required by way of a special resolution for the issuance and allotment of the Subscription Shares to Dixon

The information as required to be disclosed under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in respect of Resolution at Item, No. 1 is as follows:

I. The Objects of the Issue:

Pursuant to a transaction duly approved by the Board of Directors at their meeting held on June 12, 2024 and by shareholders at the 1st EGM of financial year 2024-25 held on June 17, 2024, the issue of Subscription Shares to Dixon Technologies (India) Limited is made as purchase consideration for and against the acquisition of the remaining 50% stake in AIL Dixon Technologies Private Limited ("JV Company"), consisting of 9500,000 (Ninety Five Lakhs only) equity shares with a face value of INR 10 (Indian Rupees Ten only) per share, from Dixon Technologies (India) Limited ("JV Partner" or "Dixon").

II. The Total Number of Shares or other Securities to be issued:



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73,05,805 (Seventy-Three Lakh Five Thousand Eight Hundred Five Only), Equity Shares of the face value of INR 1/- (Indian Rupees One only) at a premium of INR 339.32 per share i.e. at an issue price of INR 340.32 per share.

- III. The Price or Price Band at/within which the allotment is proposed:**
 Equity Shares are proposed to be issued at a price of INR 340.32 each including a premium of Rs. 339.32 per share
- IV. Basis on which price has been arrived at along with report of the Registered Valuer:**
 The offer Price of INR. 339.32 per Equity Share has been arrived at on the basis of Valuation Report presented by Mr. Hitesh Jhamb, Registered Valuer under IBBI {Regd. No. IBBI/RV/11/2019/12355}.
- V. Relevant Date with reference to which the Price has been arrived at:**
 The relevant date is March 31, 2024
- VI. The Class or Classes of persons to whom the allotment is proposed to be made.**
 The Subscription Shares are proposed to be issued to Dixon Technologies (India) Limited
- VII. Intention of the Promoters/Directors/Key Management Persons to subscribe to the offer:**
 None of the Director, Promoter or Key Managerial Personnel of the Company is interested to subscribe to this offer.
- VIII. The Proposed time within which the Allotment shall be completed:**
 The allotment of Subscriptions Shares shall be completed within 60 days from the date of receipt of the application for subscription of shares.
- IX. The Names of the Proposed Allottees and the percentage of Post Preferential Offer Capital that may be held by them:**

SL No.	Name of Proposed Allottee	No. of securities proposed to be allotted	Post holding in Company (in %)
1.	Dixon Technologies (India) Limited	73,05,805	6.65%

- X. The Change in Control, if any, in the Company that would occur consequent to the Preferential Offer:**
 Consequent to the private placement, there will be no change in control of the Company, as no single shareholder holds a controlling stake – the inter se shareholding between the existing shareholders is changing because of the new capital being infused by the allottee, however no single shareholder is acquiring a controlling stake.
- XI. The Number of Persons to whom Allotment on Preferential Basis have been made during the Year, in terms of number of Securities as well as price:**
 The Company has not made any preferential basis/private placement/rights issue during the year till the date of this offer letter.
- XII. Justification for the Allotment proposed to be made for consideration other than Cash together with the valuation report of the Registered Valuer:**



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The Company is acquiring 50% stake held by Dixon Technologies (India) Limited in the AIL Dixon Technologies Pvt Ltd in exchange of issuance of fresh 73,05,805 equity shares at an issue price of 339.32 per share as consideration.

XIII. The Pre issue and Post issue Shareholding pattern based on Paid-up Share Capital of the company:

Equity Shares:

Sl No.	Category	Pre-Issue		Post Issue	
		No. of Shares	% of holding	No. of Shares	% of holding
A	Promoters' holding				
1.	Indian				
	Individual	10,25,00,000	100	10,25,00,000	93.35%
	Bodies Corporate	NIL	NIL	NIL	NIL
	Sub Total	10,25,00,000	100	10,25,00,000	93.35%
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	10,25,00,000	100	10,25,00,000	93.35%
B	Non-Promoters' holding:				
1.	Institutional Investors	NIL	NIL	-	-
2.	Non-Institutional :	-	-	-	-
	Private Corporate Bodies	NIL	NIL	73,05,805	6.65%
	Directors and Relatives	NIL	NIL	-	-
	Indian Public	NIL	NIL	-	-
	Others(HUF)	NIL	NIL	-	-
	Sub Total (B)	NIL	NIL	73,05,805	6.65%
	Grand Total	10,25,00,000	100	10,98,05,805	100%

The information as required to be disclosed under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in respect of Resolution specified as Item No. 1 is as follows:

I. Particulars of the offer including the date of passing of the Board resolution:

The Board, pursuant to its resolution dated September 12, 2024, has approved the proposed preferential issue of upto 73,05,805 (Seventy-Three Lakh Five Thousand Eight Hundred Five Only) Equity Shares at a price of INR 340.32/- (Indian Rupees Three Hundred Forty Point Three Two) per Equity Share (including a premium of INR 339.32/- (Rupees Three hundred thirty-nine point three two) per Equity share, for consideration other than cash.

II. Kinds of securities offered and the price at which security is being offered.

The Company has agreed to issue upto 73,05,805 (Seventy-Three Lakh Five Thousand Eight Hundred Five Only) Equity Shares at a price of INR 340.32/- (Indian Rupees Three Hundred Forty Point Three



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Two) per Equity Share (including a premium of Rs. 339.32/- (Indian Rupees Three Hundred Forty Point Three Two) per Equity share, for consideration other than cash.

III. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

For the purpose of the above valuation, the basis of value will be fair value, which is the amount for that an asset could be exchanged between a knowledgeable, willing buyer and a knowledgeable willing seller in an arm's length transaction as of the date(s) of the valuation.

IV. Name and address of valuer who performed valuation;

The price is based on the valuation report issued by Mr. Hitesh Jhamb, Registered Valuer - Securities or Financial Assets on March 31, 2024. The valuation report has been annexed with the private placement offer cum application letter as Annexure II

V. Amount which the company intends to raise by way of such securities.

There will not be any amount received by the Company against the proposed issue of shares as the proposed issue is being made for consideration other than cash i.e in exchange of the proposed issue of shares, the Company would acquire remaining 50% stake in AIL Dixon Technologies Private Limited ("JV Company"), consisting of 9,500,000 equity shares with a face value of INR 10 per share, from Dixon Technologies (India) Limited ("JV Partner" or "Dixon").

VI. Material terms of raising such securities

Equity Shares shall rank pari-passu with the existing Equity Shares of the Company in all respect including payment of dividend and other entitlements of such Equity Shares.

VII. Proposed time schedule

1 year from the date of issue of this private placement offer cum application letter.

VIII. Purposes or objects of offer

The proposed issue of Shares is being made towards purchase consideration for the acquisition of the remaining 50% stake in JV Company, consisting of 9,500,000 equity shares with a face value of INR 10 per share, from Dixon.

IX. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects;

None

X. Principle terms of assets charged as securities:

Not applicable as the offered securities are equity shares.

The copy of the valuation report is available for inspection by members at the Registered Office of the Company on all working days during office hours.

The members are, therefore, requested to accord their approval by authorizing the Board of Directors to go for the proposed private placement as set out in the 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.



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ITEM NO. 3

The Board of Directors, at their meeting held on June 12, 2024, and the shareholders in their Extraordinary General Meeting held on June 17, 2024, approved a swap deal between the Company and Dixon Technologies (India) Limited for acquiring remaining 50% stake in AIL Dixon Technologies Private Limited (“JV Company”), consisting of 9,500,000 equity shares having a face value of INR 10 per share, from Dixon Technologies (India) Limited (“JV Partner” or “Dixon”). in exchange of fresh issue and allotment of 73,05,805 fully paid-up equity shares, having a face value of Rs. 1/- (Rupee One only) each (“Subscription Shares”), to Dixon, by way of preferential allotment on a private placement basis

To give effect to this transaction, the parties entered into into a Share Subscription and Purchase Agreement (“SSPA”) and a Shareholders' Agreement (“SHA”) and in accordance with the rights stipulated under Clause 4 of the Shareholders’ Agreement dated July 8, 2024, entered into between the Company, Dixon Technologies (India) Limited (“Dixon”), and the existing shareholders of the Company, Dixon has the right to nominate 1 (one) non-executive Director to the Board of the Company, provided that Dixon continues to hold at least 4% (four percent) of the Company's share capital.

Further, post closure of the afore-mentioned transaction, Dixon’s shareholding shall be 6.50% of the total fully diluted share capital of the Company, therefore Dixon has recommended the name of Mr. Atul B. Lall to be appointed on the Board of the Company in the capacity of Non-Executive Director of the Company.

Information of director seeking appointment at the forthcoming Extraordinary General Meeting (pursuant to the Schedule IV of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India).

Name of the Director	Mr. Atul B. Lall
Directors Identification Number	00781436
Date of Birth (Age in years)	05.01.1962 (62 years)
Original date of appointment	September 12, 2024
Qualifications	Master’s degree in management studies from the Birla Institute of Technology and Science, Pilani
Experience and expertise in specific functional area	Mr. Lall has over 30 years of experience in the EMS industry, his forte is in introduction of new segment lines and rolling out expansion strategies.
Date of First appointment on the Board	None
Shareholding in the Company	Nil
Remuneration last drawn	Nil
No. of Board meetings attended during the year	None



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Terms and conditions of appointment and remuneration	As per the Resolution
Relationship with other Directors or KMPs	None
Directorships held in other companies in India	<ol style="list-style-type: none"> 1. Dixon Technologies (India) Limited 2. Max Estates Limited 3. Happy Forgings Limited 4. Padget Electronics Private Limited 5. Dixon Electro Appliances Private Limited 6. Dixon Electro Manufacturing Private Limited 7. Dixon Technologies Solutions Private Limited 8. Rexam Dixon Electronics Private Limited 9. Califonix Tech and Manufacturing Private Limited 10. Dixon Infotech Private Limited
Membership / Chairmanship of committees in public limited and listed companies in India	One (1)
Brief Resume of the Director	<p>Mr. Lall has over 30 years of experience in the EMS industry, his forte is in introduction of new segment lines and rolling out expansion strategies. He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services (EMS) under M-SIPS constituted by the DeitY and served as a representative of ELCINA on the Committee for Reliability of Electronic and Electrical Components and Equipment (LITD. 02) of the Bureau of Indian Standards. He has also authored the book, 'Gita and India Inc.' Mr. Lall has been conferred with the MAN OF ELECTRONCIS BY CEAMA (Leading Industry Body Association) for 2022.</p>

The Board recommends the resolution for your approval. None of the Directors, key managerial personnel, senior management and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) and/or senior management (as defined in the SEBI ICDR Regulations) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Certified to be true.

For **Aditya Infotech Limited**

Sd/-

Roshni Tandon
Company Secretary & Compliance Officer
A-12, Sector-4,
Noida- 201301

Date: 12.09.2024

Place: NOIDA



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ATTENDANCE SLIP

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

I/We hereby record my/our presence at the 2nd Extraordinary General Meeting (Financial Year 2024-2025) of Aditya Infotech Limited held at 11 a.m. on Saturday, 14th day of September 2024 at A-12, Sector 4, Noida 201301, Uttar Pradesh, India

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





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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 Extra Ordinary General Meeting of members of the Company, to be held on September, 14 2024 at corporate 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
01	To consider and approve appointment of Mr. Chetan Kajaria as a Non-Executive Independent Director of the Company		
02	To offer, issue and allot 73,05,805 Equity Shares by way of a Preferential Allotment on a Private Placement basis		
03	To consider and approve appointment of Mr. Atul B. Lall as a Non-Executive Director of the Company		

Signed this Day of..... 2024

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.



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CONSENT FOR SHORTER NOTICE

To

The Board of Directors

Aditya Infotech Limited

F-28, Okhla Industrial Area,

Phase-1, Delhi-110020

SUBJECT: CONSENT FOR SHORTER NOTICE U/S 101(1) OF THE COMPANIES ACT, 2013

Dear Sir(s),

I, *[name of the member]*, son/daughter of *[name of father of the member]*, resident of *[address of the member]*, a registered Shareholder of Aditya Infotech Limited, be and hereby give my consent to hold the Extra Ordinary General Meeting of the Company at a Shorter Notice on September 14, 2024 to seek approval on the matters as proposed in the said notice.

Thanking you,

[name of the member]

Date: [*]

Place: [*]



॥ श्रीहरिः ॥

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ROUTE MAP OF VENUE

