



# 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 THIRD EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2024-25 OF THE SHAREHOLDERS OF ADITYA INFOTECH LIMITED SCHEDULED TO BE HELD ON FRIDAY ON SEPTEMBER 27, 2024 AT 08.00 P.M. 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 ADOPT UPDATED ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, pass the following resolution as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any amendments, modifications or re-enactment thereof), each as amended (**“Companies Act”**), the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and in accordance with the enabling provisions of the memorandum of association and articles of association of Aditya Infotech Limited (the **“Company”**) and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the Registrar of Companies, and in order to align the articles of association of the Company with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and the listing requirements of the stock exchanges where the equity shares of the Company are proposed to be listed, and the amendment agreement to the shareholder’s agreement dated July 8, 2024 entered into amongst the Company, and Dixon Technologies (India) Limited and the existing shareholders of the Company, the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company, as placed before the shareholders of the Company, and the same be approved and adopted as the new articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.

**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 authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the ROC, do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the ROC in this regard, or to give full effect to the abovementioned resolutions.”

**“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.”



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## **Item No. 2**

### **TO APPROVE THE PROPOSAL OF RAISING CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES INCLUDING, ANY DISCOUNT AND RESERVATIONS CONTEMPLATED IN THE OFFER AND PRE-IPO PLACEMENT**

To consider and if thought fit, pass the following resolution as a **Special Resolution**

**“RESOLVED THAT** in accordance with and subject to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, and the Companies (Prospectus and Allotment of Securities) Rules, 2014 each as amended, (including any statutory modifications or re-enactment thereof, for the time being in force, collectively referred to as the “Companies Act”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”) and the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended (“FEMA”), and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, policies, clarifications, circulars and notifications issued by the Securities and Exchange Board of India ( “SEBI”), the Reserve Bank of India (“RBI”), Government of India (“GOI”) and any foreign investment laws or policies or guidelines issued by RBI and any other applicable laws, rules and regulations, circulars, directions, clarifications and orders as may be applicable, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the “Applicable Laws”), and in accordance with the provisions of the memorandum of association of Aditya Infotech Limited (the “Company”) and the articles of association of the Company, each as amended and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (the “Stock Exchanges”), and subject to any approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, Delhi and Haryana at New Delhi (“RoC”), SEBI, the RBI, the Department for Promotion of Industry and Internal Trade (“DPIIT”), Ministry of Commerce and Industry, GOI, the Stock Exchanges, and all other appropriate statutory authorities and departments (collectively the “Regulatory Authorities”), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the board of directors of the Company (“Board”) (which term shall be deemed to include the IPO committee (“IPO Committee”) or any other duly constituted committee of the Board), the consent of the shareholders of the Company be and is hereby granted to the Board to create, offer, issue, allot and/or transfer such number of equity shares of the Company (“Equity Shares”) up to an aggregate amount of ₹5000 million (including share premium) by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company (“Fresh Issue”, and together with an offer for sale by some or all existing shareholders the “Offer”) for cash either at par or premium, (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of making lots for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the Stock Exchanges) including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and/or any



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other person pursuant to any pre-IPO placement in terms of the SEBI ICDR Regulations, at a price to be determined by the Board and selling shareholders in consultation with the book running lead managers in relation to the Offer ("BRLMs") through the book building process in accordance with the SEBI ICDR Regulations which may also be subject to discount per Equity Share to the Offer price to retail individual bidders or eligible employees, out of the authorized share capital of the Company to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board and selling shareholders may, in consultation with the BRLMs decide, including eligible employees (through reservation or otherwise), anchor investors and qualified institutional investors as defined under the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors registered with SEBI, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, insurance funds set up by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, Indian mutual funds, provident funds, pension funds, national investment fund, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, multilateral and bilateral financial institutions, systemically important non-banking finance companies, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities/persons, in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof and/ or any other category of investors who are permitted to invest in Equity Shares as per Applicable Laws, through an Offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board and selling shareholders may in its discretion, deem fit, including in consultation with BRLMs, underwriters, placement agents and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board and the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit."

"**RESOLVED FURTHER THAT** the Board or company secretary shall do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the Offer, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Offer, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, in its absolute discretion deems fit in relation to the Offer, in consultation with the BRLMs, and selling shareholders and approve and appoint intermediaries underwriters, escrow agents, registrar, banker(s) to the Offer, legal counsels, depository(ies), advertising agency, monitoring agency, and all such persons or agencies as may be involved in or in relation to the Offer, and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Offer, and to terminate any agreements or arrangements with such intermediaries and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the Offer, including in relation to utilization of the proceeds of the Fresh Issue, if applicable, and such other activities as may be necessary in relation to the Offer, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute



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discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 23, Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board, either by itself or the IPO Committee thereof, be and is hereby authorised, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake private placement of Equity Shares, at an appropriate stage (“Pre-IPO Placement”) to certain investors up to such number of Equity Shares/ up to such amount and at such price as the Board may determine, in consultation with the BRLMs, in light of the then prevailing market conditions and in accordance with the Applicable Laws, and in the event of the consummation of the Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR and applicable law and do all such other acts, deeds, matters and things in connection thereof as the Board or the IPO Committee may, from time to time, in its absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, term sheet and such other documents or any amendments or supplements, notices or corrigenda thereto and to open any bank account for the purpose, if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. It is clarified that, in the event of consummation of a Pre-IPO Placement, the size of the Offer would be reduced, only from the Fresh Issue portion of the Offer to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR and Applicable Laws.”

“RESOLVED FURTHER THAT in accordance with Applicable Laws, the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the “Reservation”) or to provide a discount to the Offer price to retail individual bidders or eligible employees (the “Discount”), and to take any and all actions in connection with the Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.”

“RESOLVED FURTHER THAT, the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, the RoC and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined through the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company and selling shareholders in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, if any, as may be



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prevailing at that time and in such manner as may be determined by the Board and selling shareholders in consultation with the BRLMs, and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.”

“**RESOLVED FURTHER THAT** the Equity Shares so allotted or transferred pursuant to the Offer, shall be listed on one or more recognized stock exchanges in India.”

“**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid (including pursuant to any reservation or green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares in all respects, including with the existing fully paid-up Equity Shares of the Company, including voting rights and rights in respect of dividend from the date of allotment.”

“**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of the Offer referred to in Section 40(3) of the Companies Act, and if the application monies received pursuant to the Offer are not refunded within such time, as specified by SEBI and in accordance with Applicable Laws, the Company and/or the selling shareholders shall pay interest on failure thereof, as per Applicable Laws.”

“**RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations and the SCRR, such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign portfolio investors / bodies corporate / such other persons or otherwise, in accordance with Applicable Laws, without the approval of the shareholders of the Company.”

“**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the IPO Committee or a sub-committee constituted by the Board, in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, to the following:

- (i) constituting a committee for the purposes of any transfer, issue, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening and bid/ Offer closing date, discount (if any), reservation, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations and to



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- constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- (ii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the transfer, issue, offer and allotment of Equity Shares pursuant to the Offer;
  - (iii) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
  - (iv) to appoint and enter into arrangements with the BRLMs, underwriters to the Offer syndicate members to the Offer, brokers to the Offer, sponsor bank to the Offer, advisors to the Offer, escrow collection banks to the Offer, registrars to the Offer, refund banks to the Offer, public offer account banks to the Offer, advertising agencies, legal counsel, monitoring agency and any other agencies or persons or intermediaries (including any replacements thereof) to the Offer and to negotiate and finalise and amend the terms of their appointment, including but not limited to execution of the BRLMs' mandate letter, negotiation, finalisation, execution and, if required, the amendment of the offer agreement with the BRLMs and the underwriting agreement with the underwriters;
  - (v) to authorise and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
  - (vi) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and/or parties with whom the Company has entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company, and/or any/all concerned governmental and regulatory authorities in India, including the RBI, SEBI and/or any other approvals, consents or waivers that may be required in connection with any transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;
  - (vii) approving suitable policies on insider trading, whistle blowing, risk management, and other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
  - (viii) to issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on the Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore-stated documents;
  - (ix) to make applications to seek clarifications, exemptions and obtain approvals from, where necessary, the SEBI, the RBI, and any other governmental or statutory/regulatory authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
  - (x) deciding in consultation with the BRLMs and Selling shareholders (as applicable) on the size, timing, pricing, discount, reservation and all the terms of the Offer, Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, price band, bid period, Offer price, and to accept any amendments, modifications, variations or alterations thereto; in accordance with Applicable Laws;
  - (xi) taking on record the approval of the selling shareholders, for offering their Equity Shares in the Offer for Sale;
  - (xii) to finalise, settle, approve, file, adopt and deliver in consultation with the BRLMs and selling shareholders, the DRHP, the RHP, the Prospectus, the abridged prospectus and application forms, the preliminary and final international wrap and any amendments, supplements, notices or corrigenda



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- thereto, for the issue of Equity Shares and take all such actions in consultation with the BRLM(s) as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, RoC, or any other relevant governmental and statutory authorities;
- (xiii) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage, if considered necessary and expedient in accordance with Applicable Laws and in consultation with the BRLMs;
  - (xiv) settling any questions, difficulties or doubts that may arise in relation to the Offer, in consultation with the BRLMs, if the need so arises, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under Applicable Laws to the officials of the Company;
  - (xv) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval, including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;
  - (xvi) appointing, in consultation with the BRLMs, the registrar, advertisement agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;
  - (xvii) authorizing of the maintenance of a register of holders of the Equity Shares;
  - (xviii) finalizing of the basis of allotment of the Equity Shares in accordance with Applicable Laws;
  - (xix) approving any corporate governance requirement that may be considered necessary by the Board or as may be required under Applicable Laws or listing agreements to be entered into by the Company with the Stock Exchanges, in connection with the Offer;
  - (xx) approving code of conduct as may be considered necessary or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;
  - (xxi) opening and operating bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 or as may be required by the regulations issued by SEBI and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
  - (xxii) issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws; and
  - (xxiii) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction including any direction to settle all questions, removing any difficulties or doubts that may arise from time to time in relation to the Offer or allotment of the Equity Shares in the Offer and utilizing the Offer proceeds, in such manner as the Board may deem fit, and giving such directions and/or instructions as it may from time to time decide and accepting and giving effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, and taking such actions or giving such directions as may be necessary or desirable with regard to the Offer."

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

### Item No. 3

### TO APPROVE THE INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS OR OVERSEAS CITIZENS OF INDIA



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To consider and if thought fit, pass the following resolution as a **Special Resolution**

**“RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy Circular of 2020 dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, each as amended and all other applicable acts, rules, regulations, provisions and guidelines, circulars (including any statutory modifications or re-enactments thereof for the time being in force) and subject to notification to the Reserve Bank of India, and such other statutory/regulatory compliances and approvals as may be necessary, and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, the limit of investment by non-resident Indian (“NRI”) or overseas citizen of India (“OCI”) in the share capital of the Company, including, without limitation, on repatriation basis, on a recognised stock exchange in India, be increased from 10% (ten per cent) to 24% (twenty four per cent) of the paid-up equity share capital of the Company, provided however, that the shareholding of each NRI or OCI shall not exceed 5 percent of the total paid-up equity capital of the Company on a fully diluted basis, and the total holdings of all NRIs and OCIs put together shall not exceed 24 percent of the total paid-up equity capital on a fully diluted basis.”

**“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, are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation intimating the Reserve Bank of India of the increase in investment limits of non-resident Indians in the equity shares of the Company and to comply with all other requirements in this regard.”

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

## **Item No. 4**

### **TO CONSIDER AND APPROVE APPOINTMENT OF MR. ANAMAY KHEMEKA (DIN: 10782656) AS A WHOLE TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, pass the following resolution as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 152(6), Section 161, Section 196(3), Section 197 and Section 198, Schedule V 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, and on the recommendation made by the Nomination & Remuneration Committee of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Anamay Khemka (DIN:10782656) who was appointed by the Board of Directors as an “Additional Director and Whole-Time Director” of the Company with effective from September 23, 2024 and who holds office upto the date of this Extraordinary General Meeting in term of Section 161 of the Companies Act, 2013, be and is hereby appointed as a “Whole Time Director” of the company for a term of five (5) years from the original date of





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his appointment as an “Additional Director and Whole Time Director” i.e. with effect from September 23, 2024 to September 22, 2029 as per the terms and conditions of appointment i.e. as may be decided by the Board of Directors”.

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

1. Salary of INR 6,25,000 per month/- (Indian Rupees Six Lakhs Twenty-Five Thousand only) per month;
2. Other Benefits & Perquisites as per the Company’s policy not exceeding INR 37,90,000/-annually.

**RESOLVED FURTHER THAT** the Board took note of the declaration made by Mr. Anamay 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. Anamay 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. Anamay 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. Anamay 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. Anamay 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 Company Secretary wherever required.”

**FOR ADITYA INFOTECH LIMITED**

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

Date: **27.09.2024**  
Place: Noida



# ADITYA INFOTECH LTD.

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## **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.
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 A.M. and 1:00 P.M.
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**

In relation to the Offer of Equity Shares, the articles of association of the Company would also need to be amended accordingly to reflect the requirements of the stock exchanges with which the Company intends to list its Equity Shares and requirements of the Companies Act, 2013. Accordingly, the Board hereby recommends that the revised articles of association placed before the shareholders be approved and adopted. Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in article of association of the Company requires approval of the members of the Company by way of a special resolution.

The Board recommends the resolution for approval of the members of the Company.

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.

### **Item No. 2**

The Company proposes to undertake an initial public offering of its equity shares ("Equity Shares") including by way of a fresh issue of the Equity Shares by the Company ("Fresh Issue"). Further, the Board may also invite the existing members of the Company to participate in such an offering by making an offer for sale ("Offer for Sale" and together with the Fresh Issue, the "Offer") in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Companies Act, 2013, and the rules made thereunder, as amended. The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers appointed for the Offer ("BRLMs") and other advisors in relation to the Offer and subject to Applicable Laws and regulatory approvals, to the extent necessary.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "DRHP") with the Securities and Exchange Board of India (the "SEBI") and the Stock Exchanges, and subsequently file a red herring prospectus (the "RHP") with the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC") and thereafter with SEBI, and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges") and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (and together with the DRHP and the RHP, the "Offer Documents"), in accordance with the SEBI



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ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

Each shareholder may, in its sole discretion, participate in the Offer for Sale by offering to sell either all or a part of the Equity Shares held by it at a price to be determined through the book building process in accordance with the SEBI ICDR Regulations and the Offer Documents. In terms of Regulation 8 of the SEBI ICDR Regulations, the Equity Shares offered in the Offer ("Offered Shares") are required to be fully paid-up and are required to have been held by the concerned shareholder for a period of at least one year prior to filing of the DRHP with SEBI. Please note that in terms of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company (other than the Equity Shares offered under the Offer), shall be locked-in for a period of six months from the date of allotment pursuant to the Offer, subject to exceptions under the SEBI ICDR Regulations.

Further, in terms of the SEBI ICDR Regulations, Equity Shares held by the shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In the event a shareholder chooses to participate in the Offer ("Selling Shareholders"), they will be required to comply with certain terms and requirements and undertake certain activities in line with the SEBI ICDR Regulations and the Companies Act, an indicative list of which is set out below:

1. Offer Expenses: The Selling Shareholders and the Company shall share certain costs and expenses pertaining to the Offer (collectively, the "Offer Expenses"). The Offer Expenses shall be shared by the Selling Shareholders and the Company based on the proportion of Equity Shares included in the Offer for Sale, among the Selling Shareholders, and the Equity Shares allotted by the Company in the Fresh Issue, respectively, as a percentage of the total Equity Shares transferred or allotted pursuant to the Offer, and in accordance with applicable laws.
2. Offer related agreements: At different stages of the Offer process, the Company and the Selling Shareholders will need to enter into various agreements, including the offer agreement, registrar agreement, syndicate agreement, share escrow agreement, escrow and sponsor bank agreement and underwriting agreement. The drafts of these agreements will be shared with the Selling Shareholders at the appropriate stages.
3. Liability of Selling Shareholders: The Companies Act, 2013 imposes both criminal and civil liability on the Selling Shareholders for misstatements in the Offer Documents. In addition, a Selling Shareholder may be liable for punishment for fraudulently inducing persons to invest money in the Company, or actions by persons, or group of persons or association of persons affected by any misleading statements or inclusion or omission in any matter in relation to the Selling Shareholder and the portion of the Offered Shares in the Offer Documents. The Company, the book running lead managers appointed for the Offer (the "BRLMs"), and their respective legal counsels and other professional advisers appointed in relation to the Offer shall not be responsible or liable to the Selling Shareholders, or any other person in relation to the Offer, including for any default, negligence or misconduct by the Selling Shareholders. In addition, in the agreements set out above, the Selling Shareholders shall be required to provide an indemnity to the BRLMs and/or the underwriters, as



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applicable, with respect to the information about themselves, their respective portions of the Offered Shares and their representations and warranties.

Further, the Company shall be entitled to take all decisions in relation to the Offer in accordance with applicable laws. The Company reserves the right, at its sole discretion, to modify or vary the terms and conditions of the participation of such Shareholder in the Offer for Sale, including where any relevant approvals are not obtained in a timely manner or at all.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to create, offer, issue and allot and/or transfer in the Offer such number of Equity Shares, for cash either at par or premium, as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations such that the amount being raised pursuant to the Offer aggregates up to ₹5000 million on such terms and at such price and at such time as may be considered appropriate by the board of directors of the Company (the "Board"), or a duly authorised committee thereof, in consultation with the BRLMs, to the various categories of permitted investors, who may or may not be the shareholder(s) of the Company, in the Offer through the book building process in accordance with the SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the DRHP, RHP and the Prospectus. The Board has the authority to modify the aforesaid objects on the basis of the requirements of the Company, in accordance with applicable laws. Material information pertaining to the Offer is as follows:

(i) *Offer Price:*

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) *The object(s) of the Offer:*

The proceeds of the Offer are to be utilized for the purposes that shall be disclosed in the Offer Documents to be filed with the SEBI, the RoC and the Stock Exchanges, as applicable, in connection with the Offer, including for general corporate purposes. The Board has the authority to modify the above objects on the basis of the requirements of the Company, subject to applicable law.

(iii) *Intention of Directors/Key managerial personnel/ senior management to subscribe to the Offer:*

The Company has not made and will not make an offer of Equity Shares to any directors or key managerial personnel or senior management. However, the directors or the key managerial personnel or senior management may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

(iv) *Whether a change in control is intended or expected:*

No change in control is intended or expected as a result of the Offer.

(v) *Allotment*

The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable law.

(vi) *Pre- Offer and post-Offer shareholding pattern*

The pre-Offer and post-Offer shareholding pattern (to the extent applicable) shall be as disclosed in the offer documents filed in connection with the Offer.



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The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All 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) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.

Hence, your directors recommend the resolution as set out in Item No. 6 for the approval of shareholders of the Company.

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. 3**

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the "FEMA Regulations"), and the Consolidated Foreign Direct Investment Policy Circular of 2020, as amended (together with the FEMA Regulations, the "FEMA Laws"), the Companies Act, 2013, as amended, and the rules and regulations made thereunder, the Non-resident Indians ("NRI") and Overseas Citizens of India ("OCI"), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian listed company on a fully diluted basis. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. In relation to the proposed Offer, the Company proposes to increase the aggregate limit of investment by non-resident Indians in the Company from 10% to 24% of the paid-up equity share capital. This would allow non-resident Indians to acquire to a greater extent the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board recommends the resolution for approval of the shareholders of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business

### **Item No. 4**

The members are informed that the Company is required to reconstitute the Board to enhance its visibility and ensure compliance with the Companies Act, 2013, along with the rules made thereunder, as amended, as well as the corporate governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, prior to filing the draft red herring prospectus with the Securities and Exchange Board of India.



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Mr. Ananmay Khemka was appointed as Whole Time Director of for a term of 5 years with effect from September 23, 2024, on the same remuneration that is currently being paid to him. Mr. Ananmay Khemka is currently designated as Vice President - IoT Business in the Company.

Mr. Ananmay Khemka has over 4 years of experience in technical expertise and strategic oversight in IOT Domain and has demonstrated exceptional leadership. His contribution has been pivotal to the Company's growth and expansion.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Ananmay Khemka as Whole Time Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon

The Nomination & Remuneration Committee of the Board in its meeting held on September 23, 2024, has already approved the above remuneration payable to Mr. Ananmay Khemka, Whole Time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director as approved by the members of the Company shall remain unchanged.

Considering Mr. Khemka experience in technical expertise and strategic oversight in IOT Domain, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

## **THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013**

<b>I. General information:</b>	
(1) Nature of industry	Information Technology, Security & Surveillance

(2) Date or expected 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 given indicators	<b>Financial Year</b>	<b>Profit Before Tax (Rs. In Millions)</b>	<b>Profit after Tax (Rs. In Millions)</b>
	2021-22	1165.30	836.40
	2022-23	1371.90	1021.30
	2023-24	1940.47	1446.00
(5) Foreign investments or collaborations, if any.	The investments made by the Company in its Foreign Subsidiaries as on March 31, 2024 (Basis the last Standalone Audited Financial Statements) is detailed herein below:		
	Shenzhen CP Plus International Limited - China		INR 11.19

## II. Information about the appointee:

(1) Background details	Mr. Ananmay Khemka, aged about 25 years.
(2) Past remuneration	₹ 5,00,000 Per Month & Other Benefits & Perquisites as per the Company's policy not exceeding INR 37,90,000/-annually
(3) Recognition or awards	None.
(4) Job profile and his suitability	Mr. Ananmay Khemka, aged about 25 years, has over 4 years of experience in technical expertise and strategic oversight in IOT Domain. He will be entrusted with providing strategic leadership, ensuring exceptional excellence, and driving the overall business growth of the company. He oversees the implementation of key initiative, collaborates with various departments to achieve organisational goals and ensure regulatory and corporate governance compliance



(5) Remuneration proposed	₹ 6,25,000 Per Month & Other Benefits & Perquisites as per the Company's policy not exceeding INR 37,90,000/-annually
(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 with respect to the country of his origin)	The remuneration as proposed of Ananmay Khemka is comparable to that drawn by the peers in the similar capacity in the industry and the same being recommended by the Nomination and Remuneration Committee of the Company. Moreover, in his position as Whole Time Director of the Company, Mr. Ananmay Khemka is entrusted with providing strategic leadership, ensuring exceptional excellence, and driving the overall business growth of the company.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	<ul style="list-style-type: none"> <li>Mr. Ananmay Khemka is directly and holding of the Equity Shares of the Company.</li> <li>Mr. Ananmay Khemka is the Son of Mr. Aditya Khemka, who is the Managing Director of the Company.</li> </ul>
<b>III. Other information:</b>	
(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 coming financial year.
(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.
<b>IV. Disclosures:</b>	
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. Ananmay 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 Whole Time Director (Mr. Ananmay Khemka) seeking re-appointment / revision in remuneration: -**

<b>Age</b>	25 years	
<b>Qualifications</b>	Graduation: BA Honors Global Management (Leadership & Management) from Regent's University, London.	
<b>Experience</b>	04 years	
<b>Terms and conditions of appointment or reappointment</b>	N.A.	
<b>Last Drawn Remuneration</b>	₹ 5,00,000 Per Month & Other Benefits & Perquisites as per the Company's policy not exceeding INR 37,90,000/-annually	
<b>Date of First Appointment on Board</b>	23.09.2024	
<b>No. of shares held in Company</b>	9,25,400 equity shares of INR 1/- each	
<b>Relationship with other Directors</b>	Mr. Hari Shanker Khemka	Grandfather
	Mr. Aditya Khemka	Father
<b>No. of Board Meeting attended during this FY</b>	NIL	
<b>Other</b>	NIL	



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<b>Directorship , Membership/ Chairmanship of Committees of other Boards</b>	
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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.

Your Directors recommend resolution in item number 4 as Special Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Hari Shanker Khemka, Mr. Aditya Khemka and his relatives, are in any way, concerned or interested in the said resolution.

Certified to be true.  
For **Aditya Infotech Limited**

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

Date: 27.09.2024  
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 3rd Extraordinary General Meeting (Financial Year 2024-2025) of Aditya Infotech Limited held at 08: P.M. Friday, 27<sup>th</sup> 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 ADOPT UPDATED ARTICLES OF ASSOCIATION OF THE COMPANY		
02	TO APPROVE THE PROPOSAL OF RAISING CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES INCLUDING, ANY DISCOUNT AND RESERVATIONS CONTEMPLATED IN THE OFFER AND PRE-IPO PLACEMENT		
03	TO APPROVE THE INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS OR OVERSEAS CITIZENS OF INDIA		
04	TO CONSIDER AND APPROVE APPOINTMENT OF MR. ANAMAY KHMEKA (DIN: 10782656) AS A WHOLE TIME DIRECTOR OF THE COMPANY		



# 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



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 27, 2024 to seek approval on the matters as proposed in the said notice.

Thanking you,

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*[name of the member]*

Date: [\*]

Place: [\*]



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## ROUTE MAP OF VENUE

