



ADITYA INFOTECH LIMITED

CIN: L74899DL1995PLC066784

Registered Office: F-28, Okhla Industrial Area Phase -1, New Delhi – 110 020 Delhi, India

Corporate Office: A-12, Sector 4 Noida – 201 301 Uttar Pradesh, India

Telephone: +91 120 4555 666; **Email:** companysecretary@adityagroup.com;

Website: www.adityagroup.com

POSTAL BALLOT NOTICE

Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section(s) 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force, read with the General Circulars No. 14/2020 dated April 8, 2020, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 read with other relevant circulars, including latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as **"MCA Circulars"**), and Securities and Exchange Board of India (**"SEBI"**) Master Circulars and other applicable SEBI Circulars, other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the proposed resolution(s) as set out in this Notice are proposed to be

passed by the Members of Aditya Infotech Limited (**"the Company"**) by means of Postal Ballot, only by way of voting through electronic means (**"remote e-voting"** or **"e-voting"**).

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice along with explanatory statement (**"Notice"**) and remote e-voting instructions only through email to all its Members who have registered their email address with the Company/ MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*), Registrar and Share Transfer Agent (**"RTA"**) or depository(ies)/ depository participants as on **Friday, February 20, 2026** (**"the cut-off date"**). The communication of assent /dissent of the Members on the resolution(s) proposed in the Notice would take place only through the remote e-voting system.

The detailed explanatory statement pursuant to Section 102 and 110 of the Act and other applicable provisions of the Act, setting out the material facts relating to the resolution(s) are appended to this Notice.

The Company has engaged services of the National Securities Depository Limited (**"NSDL"**) for facilitating remote e-voting. The detailed procedure with respect to E-voting is mentioned in 'Notes' to the Notice.

The e-voting schedule is as follows:

E-voting starts on	E-voting ends on
Friday, February 27, 2026	Saturday, March 28, 2026

The Notice shall be uploaded on the website of the Company <https://adityagroup.com/>, on the website of NSDL www.evoting.nsdl.com/, and on the relevant section of the websites of National Stock Exchange of India Limited <https://www.nseindia.com/> and the BSE Limited <https://www.bseindia.com/> (jointly referred to as **"Stock Exchanges"**).

The Board of directors of the Company ("Board") has appointed Mr. Anuj Gupta (Membership No. A31025) and COP No.13025, Company Secretary in Practice, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The voting results along with the scrutinizer's report will be intimated to the Stock Exchanges and the same will also be uploaded on the Company's website at <https://adityagroup.com/>, and on the website of NSDL www.evoting.nsdl.com/ within the stipulated timeframe.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e., **Saturday, March 28, 2026**.

Special Business

1. TO CONSIDER AND APPROVE RATIFICATION OF ADITYA INFOTECH EMPLOYEE STOCK OPTION PLAN 2024.

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, (**"the Act"**) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, (**"SEBI (SBEB & SE) Regulations"**), read with all the circulars and notifications issued in this regard, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, (**"SEBI Listing Regulations"**), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**"FEMA**

Regulations") read with all the circulars and notifications issued in this regard, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the **"Applicable Laws"**) and subject to any approvals, permissions and sanctions of various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, upon recommendation of Nomination and remuneration Committee (**"Committee/NRC"**) and Board of Directors of the company (**"Board"**) the Aditya Infotech Employee Stock Option Plan 2024 (**"AIL ESOP Plan 2024"**), be and is hereby ratified and approved in conformity with SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, the consent of the Members of the Company be and is hereby accorded to the Board and/or NRC in line with the SEBI (SBEB & SE) Regulations, to create, offer, issue, grant, and allot options at any time to or for the benefit of employee(s)/ director(s) of the Company including the employee(s)/director(s) of the Group Company including, Subsidiary Company, Associate Company, in India or outside India, or of a Holding Company of the Company, exercisable into Equity Shares (**"Shares"**) of face value of Re. 1/- each, at such price and in terms of the AIL ESOP Plan 2024, (as may be permitted under applicable laws) and to re-issue stock options that may have lapsed / cancelled / surrendered, under the AIL ESOP Plan 2024.

RESOLVED FURTHER THAT the Board (including Committee thereof), be and is hereby authorised to facilitate the allotment of equity shares upon exercise of vested options from time to time in accordance with AIL ESOP Plan 2024 and the Shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under the AIL ESOP Plan 2024 on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SEBI (SBEB & SE) Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines, SEBI (SBEB & SE) Regulations or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the proposed ratification to the AIL ESOP Plan 2024 is not prejudicial to the interests of the existing option holders.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger demerger, spin-off, consolidation, amalgamation and sale of division, split, change in capital structure of the Company and other restructuring of the Company, requisite adjustments (which may include adjustments to the number of options and exercise price) shall be appropriately made by the Board (including Committee thereof), in a fair and reasonable manner in accordance with the AIL ESOP Plan 2024.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the AIL ESOP Plan 2024 subject to the compliance with the applicable laws and regulations and further subject to consent of the members by way of special resolution to the extent required under SEBI (SBEB & SE) Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the AIL ESOP Plan 2024 and do all other things incidental and ancillary thereof in conformity with the provisions of the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate the aforementioned power to any committee of directors, director or any other officer of the Company on such conditions as the Board may prescribe for the purpose of giving effect to this resolution."

2. **RATIFICATION OF THE EXTENSION OF BENEFITS OF THE ADITYA INFOTECH EMPLOYEE STOCK OPTION PLAN 2024 ("AIL ESOP PLAN 2024") TO THE ELIGIBLE EMPLOYEES OF THE GROUP COMPANY INCLUDING SUBSIDIARY COMPANY, ASSOCIATE COMPANY, IN INDIA OR OUTSIDE INDIA AND HOLDING COMPANY.**

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

"RESOLVED THAT pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable

provisions of the Companies Act, 2013, ("**the Act**") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 6(3) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, ("**SEBI (SBEB & SE) Regulations**"), read with all the circulars and notifications issued in this regard, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("**FEMA Regulations**") read with all the circulars and notifications issued in this regard, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the "**Applicable Laws**") and subject to any approvals, permissions and sanctions of various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to approve the extension of benefits of Aditya Infotech Employee Stock Option Plan 2024 ("**AIL ESOP Plan 2024**") to or for the benefit of the eligible employees of the existing and future Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies) whether in India or overseas or Holding Company of the Company (as may be permitted under applicable laws).

RESOLVED FURTHER THAT the Board (including Committee thereof), be and is hereby authorised to facilitate the allotment of equity shares to the eligible Employees of the existing and future Group Company(ies) including Subsidiary Company(ies), Associate Company(ies), whether in India or overseas or Holding Company (as may be permitted under applicable laws), upon exercise of vested options from time to time in accordance with AIL ESOP Plan 2024 and the Shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, spin-off, consolidation, amalgamation and sale of division, split, change in capital structure of the Company and other restructuring of the company, requisite adjustments (which may include adjustments

to the number of options and exercise price) shall be appropriately made by the Board (including Committee thereof), in a fair and reasonable manner in accordance with the AIL ESOP Plan 2024.

RESOLVED FURTHER THAT the Board be and are hereby severally authorised to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient for giving effect to this resolution.

3. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, (**"the Act"**) read with the applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and other applicable rules, regulations, laws and guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to insert a new Article 102A after existing Article 102 in the Articles of Association of the Company, as reproduced below:

*102A. "Till such time as Dixon Technologies (India) Limited, and/or its successors and permitted assigns (hereinafter referred to as **"DTIL"**) holds at least 4% (four percent) of the Share Capital, DTIL shall have the right to nominate 1 (one) Director (**"DTIL Nominee Director"**) on the Board. It being clarified that upon DTIL ceasing to hold at least 4% (four percent) of the Share Capital: (i) DTIL shall not have the right to nominate any Director on the Board; and (ii) DTIL Nominee Director shall (and DTIL shall cause the DTIL Nominee Director to) forthwith resign from the Board. DTIL shall not be entitled to assign or transfer to any Person (whether or no/ such Person is a transferee of Shares from DTIL), the right to appoint a director on the Board."*

RESOLVED FURTHER THAT pursuant to the requirements prescribed under Regulation 31B and other applicable provisions of the SEBI Listing Regulations read with the applicable provisions of the Act, the consent of the Members of the Company be and is hereby accorded

to give effect to the nomination rights of the DTIL as specified above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be deemed necessary for giving effect to this resolution, including but not limited to, making any filings, if any, with the relevant government authorities.

4. REVISION IN REMUNERATION OF MR. HARI SHANKER KHEMKA, CHAIRMAN CUM WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (**"SEBI Listing Regulations"**), the Nomination and Remuneration Policy of the Company and the Articles of Association of the Company as amended from time to time and upon recommendations of Nomination and Remuneration Committee (**"NRC"**) and the approval of the Board of Directors of the Company (hereinafter referred to as the **'Board'**), and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for revision in the remuneration of Mr. Hari Shanker Khemka (DIN:00514501), Chairman cum Whole Time Director of the Company w.e.f. April 1, 2026 for the remaining period of his present term ending on October 27, 2028, in the manner as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to vary, alter and modify the remuneration/ remuneration structure of Mr. Hari Shanker Khemka within the limits approved by the Members.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in

connection therewith or incidental thereto, to give effect to the foregoing resolution.

5. REVISION IN REMUNERATION OF MR. ADITYA KHEMKA, MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force, Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (**"SEBI Listing Regulations"**), the Nomination and Remuneration Policy of the Company and the Articles of Association of the Company as amended from time to time and upon recommendations of Nomination and Remuneration Committee (**"NRC"**) and the approval of the Board of Directors of the Company (hereinafter referred to as the **'Board'**), and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for revision in the remuneration of Mr. Aditya Khemka (DIN:00514552), Managing Director of the Company w.e.f. April 1, 2026 for the remaining period of his present term ending on March 31, 2029, in the manner as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to vary, alter and modify the remuneration/ remuneration structure of Mr. Aditya Khemka within the limits approved by the Members.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

6. REVISION IN REMUNERATION OF MR. ANANMAY KHEMKA, WHOLE-TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (**"SEBI Listing Regulations"**), the Nomination and Remuneration Policy of the Company and the Articles of Association of the Company as amended from time to time and upon recommendations of Nomination and Remuneration Committee (**"NRC"**) and the approval of the Board of Directors of the Company (hereinafter referred to as the **'Board'**), and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for revision in the remuneration of Mr. Ananmay Khemka (DIN: 10782656), Whole-time Director of the Company w.e.f. April 1, 2026 for the remaining period of his present term ending on September 22, 2029, in the manner as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to vary, alter and modify the remuneration/ remuneration structure of Mr. Ananmay Khemka within the limits approved by the Members.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

By Order of the Board of Directors

For Aditya Infotech Limited

Sd/-

Roshni Tandon

Company Secretary and Compliance Officer
Membership no. A21150

Place: Noida

Date: February 12, 2026

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013, read with the applicable rules made thereunder, setting out the material facts in respect of the business proposed at item no(s). 01 to 06 is annexed hereto and forms part of this Postal Ballot Notice.
2. In Compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, SS-2, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting. Accordingly, the physical copies of this Notice along with postal ballot forms and pre-paid business envelopes will not be sent to the Members and the Members are required to communicate their assent or dissent through remote e-voting system only.
3. In compliance with the MCA Circulars and SS-2, this Notice along with the explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail addresses are registered with the Company, RTA/ Depositories/ Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 20, 2026 ("Cut-off date")**. A person who is not a member as on the Cut-off date are not eligible to cast their votes and should treat this Notice for information purpose only.
4. The voting rights of Members shall be reckoned in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Cut-off date. A person, whose name is recorded in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date, shall only be entitled to cast vote through remote e-voting.
5. Mr. Anuj Gupta (Membership No. A31025) and COP No.13025, Company Secretary in Practice, have been appointed as Scrutinizer(s) by the Board of Directors for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
6. The remote e-voting period shall commence at 09:00 a.m. (IST) on **Friday, February 27, 2026**, and shall conclude at 05:00 p.m. (IST) on **Saturday, March 28, 2026 (both days inclusive)**. During this period, Members of the Company holding equity shares either in physical or dematerialized form as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants or RTA), may cast their vote electronically, in respect of the resolution(s) as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on resolution is cast by a Member, no changes shall be permitted subsequently.
7. The Scrutinizer(s), immediately after the conclusion of voting, shall unblock the votes cast through remote e-voting, in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report to the Chairperson, or any other person authorized by him. The results of the Postal Ballot will be announced by the Chairperson, or any other person authorized by the Chairperson in writing for this purpose on or before **Tuesday, March 31, 2026**. The said result along with Scrutinizer's report will also be displayed at the Registered Office and Corporate Office of the Company. Additionally, the results will also be uploaded on the website of the Company at <https://adityagroup.com/> as well as on the website of NSDL at www.evoting.nsdl.com/. The result shall simultaneously be communicated to the Stock Exchanges.
8. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same had been duly passed at a General Meeting of the Members convened in that behalf. The resolution(s), if approved by the requisite majority of Members by means of Postal Ballot i.e. remote e-voting and shall accordingly be deemed to have been passed on **Saturday, March 28, 2026**.
9. All the material documents referred to in this Notice will also be available electronically for inspection on any working day during business hours from the date of dispatch of this Notice up to the last date of remote e-voting i.e. **Saturday, March 28, 2026 till 5:00 PM**, in accordance with the

- applicable statutory requirements, without any fee to be paid by the Members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to companysecretary@adityagroup.com from their registered email address along with details of their Folio Number/ DP ID and Client ID.
10. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution(s) proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting, to the Scrutinizer through e-mail at csanujgupta@gmail.com / corporatemakers@gmail.com. The Voting rights in the Postal Ballot Form cannot be exercised by a proxy.
 11. Members who have not registered/ updated their email address are requested to register/ update the same (i) in case of shares held in demat mode, as per the process advised by concerned Depository Participant; and (ii) In case of share held in physical form, may get their e-mail addresses registered with RTA, by clicking the link: [https:// web.in.mpms.mufg.com/EmailReg/Email_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html) and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail ID and also upload the image of PAN, Aadhaar Card, share certificate & Form ISR-1 in PDF or JPEG format (up to 1 MB).

On submission of the Members details an OTP will be received by the Member which needs to be entered in the link for verification.

In case of any queries, Member(s) may write to **Ms. Pallavi Mhatre, Assistant Vice-President**, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email ID : evoting@nsdl.com or at telephone no. 022-48867000.
 12. SEBI vide its notification dated January 24, 2022, and circular dated January 25, 2022, mandated listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, endorsement, subdivision/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.
 13. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the DP's with whom they are maintaining their dematerialised accounts.

As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
 14. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English and Hindi national daily newspapers.
 15. The Contact details of the person responsible to address the queries/grievances connected with the voting by electronic means, if any:

Ms. Roshni Tandon,
Company Secretary and Compliance Officer
A-12, Sector 4 Noida – 201 301 Uttar Pradesh, India
Email: companysecretary@adityagroup.com
 16. The instructions and other information relating to e-voting are provided below:

General Note: In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, every Individual shareholder holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed for Casting your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL .	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL .	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password.
 - a. Click on **“Forgot User Details/ Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you

can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanujgupta@gmail.com/corporatemakers@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney

/ Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to **Ms. Pallavi Mhatre**, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@adityagroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysecretary@adityagroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained above at **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

Item No. 1 and 2

Aditya Infotech Limited ("**the Company**") implemented an employee stock option plan titled *Aditya Infotech Employee Stock Option Plan 2024* ("**AIL ESOP Plan 2024**" or "**Plan**") prior to the Initial Public Offer ("**IPO**"). The Plan was introduced as an equity-based compensation mechanism to reward and retain talented employees of the Company, Group Company, including employees of its subsidiary Company, Associate Company, in India or outside India, or of a Holding Company of the Company. The objectives of the Plan, inter alia, include aligning the interests of employees with that of shareholders in such manner that the employee would be motivated to take decisions in the interest of the shareholders, providing wealth-creation opportunities to our employees linked to value creation, retaining best-performing and critical talent, and rewarding tenured employees for their association, dedication, and past contributions to the Company.

With a view to motivate and incentivize the key workforce, the AIL ESOP Plan 2024 was originally approved and recommended by the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors ("**Board**") at their respective meetings held on June 12, 2024, and thereafter approved by the members by passing the special resolution at the extra-ordinary general meeting held on June 17, 2024. The Plan was subsequently amended prior to the IPO, pursuant to the approval and recommendation of the NRC and the Board at their meetings held on June 28, 2025 and July 2, 2025, respectively, and was approved by the members by passing the special resolution at the extra-ordinary general meeting held on July 7, 2025.

The Company has completed its IPO of its equity shares, and the shares were listed on the BSE Limited and the National Stock Exchange of India Limited (**collectively the "Stock Exchanges"**) with effect from August 5, 2025.

Further, the Members are requested to note that subsequent to the IPO, the NRC, through resolution by circulation on August 22, 2025, approved certain modifications in AIL ESOP Plan 2024 for the sake of bringing more clarity in the Plan in light of the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**"), prior to filing the in-principle approval application with the Stock Exchanges. These amendments were carried out solely to meet regulatory requirements and, accordingly, did not require approval

of the members of the Company. The said amendments were in the interest of employees and are fully compliant with the applicable laws and regulations.

Thereafter, the NRC and the Board, at their meeting held on February 12, 2026, has made minor modifications to the AIL ESOP Plan 2024 in order to further strengthen the Scheme, particularly with respect to the certain clauses which has direct impact on employees at the time of their separation and other allied matters.

Further, certain refinements have been introduced, relevant definitions have been aligned and clarified, and other related clauses have been suitably revised to ensure greater clarity, consistency, and effective implementation of the AIL ESOP Plan 2024.

In terms of Regulation 12 of the SEBI (SBEB & SE) Regulations, no company is permitted to make any fresh grants which involves allotment of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members post the listing of the shares of the Company.

In view of above, the AIL ESOP Plan 2024 is required to be ratified by the members of the Company in terms of Regulation 12(1) of the SEBI (SBEB & SE) Regulations, prior to making any fresh grants under the AIL ESOP Plan 2024. The AIL ESOP Plan 2024 is in conformity with the SEBI (SBEB & SE) Regulations, and the Company has not made any fresh grants of options to any of its employees post the IPO.

Further in terms of the provisions of Rule 12(4) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of SEBI (SBEB & SE) Regulations, approval of the Members by way of a separate resolution shall be obtained by the Company in case of grant of option to employees of Group Company including subsidiary company, associate company, whether in India or outside India or holding company of the Company.

The Board recommends the resolution(s) set out in notice as item no. 1 is for ratification of AIL ESOP Plan 2024 and Item No. 2 is for ratification and extension of benefits under AIL ESOP Plan 2024 to the eligible employees of Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies), whether in India or overseas, or Holding Company of the Company for approval by the Members of the Company as **Special Resolution(s)**.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any

way concerned or interested in Item No.(s) 01 and 02 of the Notice, except to the extent of any Options granted to them in compliance with the Scheme.

The disclosure required under Regulation 6(2) read with Part C of the Schedule I of the SEBI (SBEB & SE) Regulations are as under:

a. Brief Description of the scheme: -

The objectives of the Plan are as follows:

- To align employee interest with that of shareholders in such manner that the employee would be motivated to take decisions in the interest of the shareholders,
- To provide wealth creation opportunities to our employees linked to value creation.
- To retain our best performing, critical talent.
- To reward tenured employees for their association, dedication, and past contribution.

b. The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted: -

The total number of options granted shall not, at any time, exceed **31,70,100 (Thirty-One Lakh Seventy Thousand One Hundred) Options**, convertible into an equal number of fully paid-up equity shares of the Company, each having a face value of Re. 1/- each, which will be available for grant to eligible employees of the Company under the Plan.

In case of any corporate action(s) such as rights issue, sub-division of shares, bonus issue, merger, sale of division or such other event, a fair and reasonable adjustment shall be made to the options granted.

c. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s):-

As per AIL ESOP Plan 2024, the following class of employees are entitled to participate:

- a) an employee as designated by the company, who is exclusively working in India or outside India; or
- b) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- c) An employee as defined in sub-clauses

(a) or (b) of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company.

but does not include

- i. An employee who is a Promoter or belongs to the Promoter Group.
- ii. A Director who either himself or through his relative or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.

d. Requirement of vesting and period of vesting: -

The minimum vesting period shall be at least 1 (one) year from the date of Grant. In the event of death or Permanent Incapacity of grantee, the minimum vesting period of one year shall not be applicable and in such instances, the options shall vest with effect from the date of his/her death, which will be available for grant to eligible employees of the Company under the Plan in the legal heirs or nominees of the deceased Grantee or to the Grantee in case of Permanent Incapacity.

Vesting of the options shall take place over a maximum period of 4 (four) years from the date of Grant. The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place were outlined in the Grant Letter.

The Committee at the time of grant may specify certain criteria linked to the individual and/ or organizational performance or any other criteria as it may deem fit for all or a part of the Options the fulfilment of which might be a requisite for the options to vest.

e. Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options/SARs/benefits shall be vested:-

The vesting of the options shall take place over a maximum period of 4 (four) years from the date of Grant. The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place would be outlined in the Grant Letter.

f. Exercise price, SAR price purchase price or pricing formula:-

Subject to the provisions of the AIL ESOP Plan 2024, NRC is empowered to decide the Exercise Price at the time of Grant and shall be linked with the Market Price which shall be in line with the SEBI (SBEB & SE) Regulations and subject to confirming to the accounting policies specified in Regulation 15 of SEBI (SBEB & SE) Regulations. The Committee has discretion to provide suitable discount on price arrived as mentioned in the AIL ESOP Plan 2024. However, the Exercise price shall not exceed the fair market value as on the Date of Grant and shall not be below the Face Value of the share.

g. Exercise period/offer period and process of exercise/acceptance of offer:-

The exercise period for the Options granted to an Employee shall commence from the Vesting of Options. The Exercise period shall be decided by the NRC subject to a maximum period of 4 (four) years from the date of each Vesting of Options.

The option holder shall have the right to defer exercising of Options in a particular exercise window and may exercise them in any subsequent exercise window. However, such deferment shall in no event extend beyond the overall Exercise Period, and any Options not exercised within the Exercise Period shall lapse.

The options shall be exercisable by the grantee by a written application or through any mode as may be prescribed by the NRC, to the Company to exercise the options in such manner, on payment of exercise amount or any other amount payable therein and on execution of such documents, as may be prescribed by the NRC.

h. The appraisal process for determining the eligibility of employees for the scheme(s):-

All eligible employees will be granted options by the Committee on the basis of some or all of the following criteria, basis the discretion of the Committee:

- Level and role of the Employee;
- Performance of the Employee;
- Tenure with the organization;
- Grade with the organization;
- Such other factors as the Committee may at its discretion decide from time to time;

i. Maximum number of options SARs, shares, as the case may be, to be offered and issued per employee and in aggregate:-

No employee shall be entitled to such number of options equal to or exceeding 1% of the issued Capital of the Company at the time of grant of options. Approval of shareholders by way of separate resolution in the general meeting/Postal Ballot shall be obtained by the company in case of Grant of option during any one year, equal to or exceeding one per cent. of the issued share capital (excluding outstanding warrants and conversions) of the company at the time of grant of option.

The total number of options granted shall not, at any time, exceed 3,170,100 options convertible into equal number of fully paid-up equity shares of the Company, which will be available for grant to eligible employees of the Company under the Plan.

j. Maximum quantum of benefits to be provided per employee under a scheme(s):-

The maximum quantum of benefits that will be provided to every eligible employee under the Scheme will be the difference between the market value of Company's Share on the stock exchanges as on the date of exercise of Options and the Exercise Price paid by the Grantee.

k. Whether the scheme is to be implemented and administered directly by the company or through a trust: -

The AIL ESOP Plan 2024, shall be implemented and administered directly by the Company through the Board / Compensation Committee, or any other committee formulated / nominated by the Board for the said purpose.

l. Whether the scheme(s) involve new issue of shares by the company or secondary acquisition by the trust or both: -

The Plan will be implemented by the NRC directly and will involve issue of new shares by the Company for extending the benefits to the eligible Employees and will not involve any secondary acquisition. The issue of shares shall take place on and upon successful exercise of vested options in accordance with the terms and conditions of this Plan.

m. The amount of loan to be provided for implementation of the scheme by the company to the trust its tenure, utilization, repayment terms etc.

Not applicable, as the AIL ESOP Plan 2024 is being implemented through Direct Route.

- n. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purpose of the scheme;**

Not applicable, as the AIL ESOP Plan 2024 is being implemented through Direct Route.

- o. **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15: -**

The company will comply with disclosure requirements under accounting policies as prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations and other applicable law in this regard.

- p. **The method which the company shall use to value its options or SARs**

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

- q. **In Case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.**

As the Company is adopting the requirement of IND – AS 102 and shall use fair value method (Black Scholes Method), under the AIL ESOP Plan 2024, presently there is no requirement for disclosure in the Director's Report. However, in the future, if the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on Earnings Per Share ("EPS") of the Company shall also be disclosed in the Directors' Report.

- r. **Period of Lock – in**

There shall be no lock-in after the options have vested. The Shares arising out of Exercise of Vested Options would not be subject to any lock-in-period after such Exercise, except as required by the then Applicable law

- s. **Terms & Conditions for buyback, if any, of specified securities covered under these regulations.**

The NRC has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if to be undertaken at any time by the Company, in compliance with applicable laws.

Item No. 3

As part of the IPO Process, the members of the Company in their Extra-Ordinary General Meeting held on September 27, 2024, by way of passing special resolution, adopted a new set of Articles of Association ('AoA') to conform the requirements of the Securities and Exchange Board of India ("SEBI") and the relevant stock exchanges.

Further, as disclosed in the Prospectus dated July 31, 2025, filed with SEBI and Registrar of Companies, NCT of Delhi and Haryana, there are certain rights as mentioned in Article 102A (as reproduced below) of AoA which are subject to approval by the members by way of a special resolution at the first meeting of the members following the listing of the Equity Shares on the Stock Exchanges and subject to any further approvals required from the Shareholders at such intervals as required under applicable law.

Further, pursuant to the provisions of the Act and other applicable laws read with the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members is required by way of a special resolution to insert Article 102A in the Articles of Association of the Company after existing Article 102, for confirming the special rights assigned to Dixon Technologies (India) Limited ("DTIL"), a shareholder of the Company as detailed in the said Article 102A of Articles of Association reproduced in the resolution set out at Item No. 3 of the accompanying Notice.

As per Article 102A, DTIL has the right to nominate one Director on the Board as long as it holds at least 4% of the Company's share capital. If DTIL's

shareholding falls below 4%, it will no longer have the right to nominate a director, and the Director nominated by DTIL will be required to resign from the Board with immediate effect. Further, DTIL has no right to transfer or assign this right to nominate a director to any other person.

Further, Regulation 31B of the SEBI Listing Regulations requires that any special rights granted to any shareholder of a listed entity shall be subject to approval by the Members by way of a special resolution once in every five years from the date of such grant.

As the equity shares of the Company have been listed on the Stock Exchanges with effect from August 5, 2025 and pursuant to the requirements prescribed under Regulation 31B of the SEBI Listing Regulations and the applicable provisions of the Act, the Board of Directors recommends the above amendment in the Articles of the Association, to the Members for their approval as a Special Resolution as mentioned at Item No. 3 of the Notice. Further if the resolution is assented to by the requisite majority of the Members, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

DTIL to the extent of shareholding in the Company and Mr. Atul B. Lall, Non-Executive Director representing DTIL, is deemed to be interested in the special resolution set out at Item No. 3.

Except as above, no other Directors and Key Managerial Personnel or their relatives or any other officials of the Company are in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 4

The Members are aware of the pivotal role played by Mr. Hari Shanker Khemka in the inception, growth, and continued success of the Company. As the Founder and Promoter, his relentless efforts and vision have been instrumental in building "CP PLUS" into a leading brand in the surveillance camera industry across the country. Owing to his strong administrative acumen and leadership capabilities, the Company has achieved significant scale and sustained growth over the years.

Mr. Hari Shanker Khemka is the Chairman and Whole-time Director of the Company. He was re-appointed as the Whole-time Director for a period

of five (5) years commencing from October 28, 2023, to hold the office till October 27, 2028. He holds a bachelor's degree in science (Chemistry) from Hindu College, University of Delhi, and has approximately 31 years of experience in the information technology and electronic video surveillance sector. Within the Company, he oversees key functions including legal, administration, and strategic planning. In recognition of his contributions, he has received several accolades, including the *Yugaantar District Award*, *Best President Award*, *Governor's Pinnacle Award*, and *Governor's Expression of Gratitude* from the Rotary Club of Delhi Premier.

In order to recognize and appropriately reward his invaluable contribution to the growth journey of the Company and to ensure that his remuneration is commensurate with the roles, responsibilities, and leadership functions being discharged by him, the Nomination & Remuneration Committee and Board of Directors at their respective meetings held on February 12, 2026, recommended an enhancement in the remuneration of Mr. Hari Shanker Khemka, Chairman and Whole-time Director, with effect from April 1, 2026, for the remaining tenure of his present term ending on October 27, 2028.

The details of the proposed revised remuneration payable to Mr. Hari Shanker Khemka are as follows:

1. **Basic Salary:**
₹ 4,20,00,000 /- (Indian Rupees Four Crores Twenty Lakhs Only) annually with effect from April 1, 2026, with an Annual Increment of 15% (fifteen percent) per annum.
2. **Perquisites and allowance as per Company's Policy:**
Not exceeding ₹ 1,00,00,000 (Indian Rupees One Crore Only) annually.
3. **Other Company benefits:**
As per the Company's policy, as applicable from time to time, including but not limited to medical insurance and personal accident insurance.
4. **Minimum Remuneration:**
In the event of absence of profits and/or inadequacy of profits in any financial year during the tenure of Mr. Hari Shanker Khemka as Whole-time Director, the payment of above remuneration, perquisites, allowances and other Company benefits shall be made notwithstanding that such remuneration

may exceed the limits prescribed under Section 197 read with Schedule V of the Act or under the provisions of SEBI Listing Regulations or under any other laws for the time being in force, if any.

The approval of the Members is being sought by way of a Special Resolution in order to comply with the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, as the aggregate remuneration payable to the Executive Directors who are promoters exceeds 5% (five percent) of the net profits of the Company.

Further, pursuant to the provisions of Sections 197 and 198 and other applicable provisions of the Act, post the proposed revision in the remuneration, the total managerial remuneration payable to all Executive Directors of the Company, taken together, shall remain within the overall limit of 10% (ten percent) of the net profits of the Company, calculated in accordance with Section 198 of the Act.

The information required pursuant to Regulation 36(3) of the SEBI Listing Regulations, the applicable provisions of the Act, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, forms part of this Notice.

The Board of Directors accordingly recommends the Special resolution set out at Item No. 4 of the Notice for approval of the Members.

Except Mr. Hari Shanker Khemka, Chairman and Whole-time Director, Mr. Aditya Khemka, Managing Director, Mr. Ananmay Khemka, Whole-time Director, and their respective relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 5

Mr. Aditya Khemka is Founder and Promoter of the Company and has been associated with the Board of Directors since the inception of the Company. As a promoter, he has played a pivotal role in the growth and transformation of the Company in the CCTV industry, and under his leadership, Aditya Infotech Limited has achieved significant and sustained growth in the distribution of security and surveillance products across the country.

The Members are informed that Mr. Aditya Khemka was re-appointed as the Managing Director of the Company for a term of five (5) years commencing from April 1, 2024, to hold the office till March 31, 2029. Mr. Aditya Khemka holds a bachelor's degree in commerce from Shri Ram College of Commerce, University of Delhi, and a Post Graduate Diploma in International Business from FORE School of Management, New Delhi. He has approximately 31 years of experience in the information technology and electronic video surveillance sector. Within the Company, he oversees growth strategies, business operations, investments, and core product development. He has received several prestigious recognitions, including the **"Visionary Leader of the Year"** accolade at the *Var India Star Nite Awards 2025* and the *Outlook Business Spotlight Achievers Award 2025*; the **"Visionary in Surveillance Excellence Award 2025"** at the *IT Voice Summit & Awards*; the **"Pioneer in Surveillance Industry Award 2025"** at the *Viksit Delhi Summit & Awards*; the **"CX Leader of the Year Award"** by *CX India*; the **"Security Man of the Year – 2023"** by *Business World*; the **"Kautilya Award – 2023"** by *Summit India*; and **"Asia's Greatest Leaders – 2017"** by *Asia One*.

In order to recognize and reward his invaluable contribution to the growth journey of the Company and to ensure that his remuneration remains commensurate with the roles, responsibilities, and leadership functions being discharged by him, the Nomination & Remuneration Committee and the Board of Directors at their respective meetings held on February 12, 2026, recommended an enhancement in the remuneration of Mr. Aditya Khemka, Managing Director, with effect from April 1, 2026, for the remaining tenure of his present term ending on March 31, 2029. His vision, leadership, and extensive industry experience are considered critical for the continued growth, development, and expansion of the Company's business operations.

The details of the proposed revised remuneration payable to Mr. Aditya Khemka, Managing Director, are as under:

- 1. Basic Salary:**
₹ 13,20,00,000 /- (Indian Rupees Thirteen Crores Twenty Lakhs Only) annually with effect from April 1, 2026, with Annual Increment of 15% (fifteen percent) per annum.

2. **Perquisites and allowance as per Company's Policy:**

Not exceeding ₹ 1,30,00,000 (Indian Rupees One Crore Thirty Lakhs Only) annually.

3. **Commission:**

5% (five percent) of the net profits of the Company, computed in accordance with the provisions of Section 198 of the Companies Act, 2013, in addition to salary, perquisites, and allowances, payable at the end of each calendar quarter.

4. **Other Company benefits:**

As per the Company's policy, as applicable from time to time, including but not limited to medical insurance, personal accident insurance, and term insurance.

5. **Minimum Remuneration:**

In the event of absence of profits and/or inadequacy of profits in any financial year during the tenure of Mr. Aditya Khemka as Managing Director, the payment of above remuneration, perquisites, allowances and other Company benefits shall be made notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act or under the provisions of SEBI Listing Regulations or under any other laws for the time being in force, if any.

The approval of the Members is being sought by way of a Special Resolution in compliance with the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, as the aggregate remuneration payable to the Executive Directors who are promoters exceeds 5% (five percent) of the net profits of the Company.

Further, pursuant to the provisions of Sections 197 and 198 and other applicable provisions of the Act, post the proposed revision in remuneration of Mr. Aditya Khemka, the total managerial remuneration payable to all Executive Directors of the Company, taken together, shall not exceed 10% (ten percent) of the net profits of the Company, computed in accordance with Section 198 of the Act.

The information required pursuant to Regulation 36(3) of the SEBI Listing Regulations, the applicable provisions of the Act and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, forms part of this Notice.

The Board of Directors accordingly recommends the Special resolution set out at Item No. 5 of the Notice for approval of the Members.

Except Mr. Hari Shanker Khemka, Chairman and Whole-time Director, Mr. Aditya Khemka, Managing Director, Mr. Ananmay Khemka, Whole-time Director, and their respective relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 6

The Members are informed that Mr. Ananmay Khemka was appointed as the Whole-time Director of the Company for a term of five (5) years commencing from September 23, 2024, to hold office till September 22, 2029. During his tenure as Whole-time Director, the Company has witnessed robust growth and operational momentum, to which he has made meaningful and strategic contributions, playing a key role in achieving business targets and strengthening the Company's execution capabilities.

Mr. Ananmay Khemka is a Whole-time Director on the Board of the Company. He holds a Bachelor's degree in Global Management (Leadership & Management) from Regent's University, London. He has over five (5) years of experience in the Internet of Things (IoT) and allied technology-driven business segments within the Company. He joined the Company in July 2020, and he was actively involved in business planning, market expansion, and strategic initiatives, and was subsequently elevated to the Board as a Whole-time Director with effect from September 23, 2024, in recognition of his performance and leadership potential.

In view of his consistent performance, growing responsibilities, and his significant contribution towards driving operational efficiencies, strategic execution, and long-term value creation, the NRC and the Board at their respective meetings held on February 12, 2026, recommended an enhancement in the remuneration of Mr. Ananmay Khemka, Whole-time Director, with effect from April 1, 2026, for the remaining tenure of his present term ending on September 22, 2029.

The details of the proposed revised remuneration

payable to Mr. Ananmay Khemka, Whole-time Director, are as follows:

1. **Basic Salary:**
₹ 1,50,00,000 /- (Indian Rupees One Crore Fifty Lakhs Only) annually with effect from April 1, 2026, with Annual Increment of 15% (fifteen percent) per annum.
2. **Perquisites and allowance as per Company's Policy:**
Not exceeding ₹ 1,15,00,000 (Indian Rupees One Crore Fifteen Lakhs Only) annually.
3. **Incentive:**
Not exceeding 25% of annual basic salary, payable at the end of each calendar quarter.
4. **Other Company benefits:**
As per the Company's policy, as applicable from time to time, including but not limited to medical insurance, personal accident insurance, and term insurance.
5. **Minimum Remuneration:**
In the event of absence of profits and/or inadequacy of profits in any financial year during the tenure of Mr. Ananmay Khemka as Whole-time Director, the payment of above remuneration, perquisites, allowances, incentive and other Company benefits shall be made notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act or under the provisions of SEBI Listing Regulations or under any other laws for the time being in force, if any.

The approval of the Members is being sought by way of a Special Resolution in compliance with the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, as the aggregate remuneration payable to the Executive Directors who are promoters exceeds 5% (five percent) of the net profits of the Company.

Further, pursuant to the provisions of Sections 197 and 198 and other applicable provisions of the Act, post the proposed revision in remuneration of Mr. Ananmay Khemka, the total managerial remuneration payable to all Executive Directors of the Company, taken together, shall not exceed 10% (ten percent) of the net profits of the Company, computed in accordance with Section 198 of the Act.

The information required pursuant to Regulation 36(3) of the SEBI Listing Regulations, the applicable provisions of the Act, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, forms part of this Notice.

The Board of Directors accordingly recommends the Special resolution set out at Item No.6 of the Notice for approval of the Members.

Except Mr. Hari Shanker Khemka, Chairman and Whole-time Director, Mr. Aditya Khemka, Managing Director, Mr. Ananmay Khemka, Whole-time Director, and their respective relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors
For Aditya Infotech Limited

Sd/-

Roshni Tandon
Company Secretary and Compliance Officer
Membership no. A21150

Place: Noida

Date: February 12, 2026

Information of Directors whose remuneration is being proposed in the Postal Ballot Notice, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice

Name	Hari Shanker Khemka	Aditya Khemka	Ananmay Khemka
DIN	00514501	00514552	10782656
Date of Birth	08-11-1953	27-10-1974	14-07-1999
Age	72	51	26
Original date of appointment	27-03-1995	27-03-1995	23-09-2024
Qualifications	Bachelor's degree in science (chemistry) from Hindu College, University of Delhi	<p>Post-Graduation: Master's degree in international business from Fore School of Management, Delhi</p> <p>Graduation: Honors degree in Commerce from Shri Ram College of Commerce (DU)</p> <p>Certification: GNIIT diploma Certification in Software programming from NIIT.</p>	Bachelor's degree in global management (leadership & management) from Regent's University, London.
Experience and expertise in specific functional area	<ul style="list-style-type: none"> • Strategic Leadership and Management • Governance • Global/International Business • Technology • Information technology • Electronic video surveillance. • Legal, administration and strategic planning 	<ul style="list-style-type: none"> • Strategic Leadership and Management • Governance • Information technology • Electronic video surveillance. • Growth strategies • Business operations investments • Core product development. 	<ul style="list-style-type: none"> • Strategic Leadership and Management • Governance • Global/International Business • Technology • Internet of things • Strategy & business development
Terms & conditions of re-appointment and remuneration	As per Company's Policy on Nomination and Remuneration of Directors, KMPs and Senior Management (available on Company's website at https://adityagroup.com/)		
Remuneration drawn during FY 2025-26	INR 2,17,65,875	INR 12,11,25,666	INR 65,25,909
No. of Board Meetings attended during FY 2025-26	8 (Eight)	6 (Six)	5 (Five)
Shareholding in Aditya Infotech Limited including shareholding as a beneficial owner	100 fully paid equity shares	5,31,03,690 fully paid equity shares	7,42,941 fully paid equity shares

Relationship with other Directors/KMPs	Father of Mr. Aditya Khemka (Managing Director) and Grand Father of Mr. Ananmay Khemka (Whole-time Director)	Son of Mr. Hari Shanker Khemka (Chairman cum Whole-time Director) and Father of Mr. Ananmay Khemka (Whole-time Director)	Grand Son of Mr. Hari Shanker Khemka (Chairman cum Whole-time Director) and Son of Mr. Aditya Khemka (Managing Director)
Directorships held in other Indian companies including equity listed companies	ARK Infosolutions Private Limited	<ul style="list-style-type: none"> • AIL Dixon Technologies Private Limited • ARK Infosolutions Private Limited; 	NIL
Membership/ Chairmanship of committees in Indian Companies	Aditya Infotech Limited: <ul style="list-style-type: none"> • Corporate Social Responsibility Committee-Chairman • Stakeholders Relationship Committee-Member • Risk Management Committee- Member 	Aditya Infotech Limited: <ul style="list-style-type: none"> • Audit Committee-Member • Stakeholders Relationship Committee-Member • Risk Management Committee- Member • Corporate Social Responsibility Committee-Member 	NIL
Equity listed entities from which the person has resigned as Director in past three years	Nil	Liberty Shoes Limited	Nil