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ADITYA INFOTECH LTD.

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



NOTICE FOR CONVENING EXTRA ORDINARY GENERAL MEETING

NOTICE OF THE FIRST EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2023-24 OF THE SHAREHOLDERS OF ADITYA INFOTECH LIMITED SCHEDULED TO BE HELD ON SATURDAY, MARCH 30, 2024 AT 04:00 PM AT ITS CORPORATE OFFICE AT A-12, SECTOR 4, NOIDA 201301, UTTAR PRADESH, INDIA AT A SHORTER NOTICE TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:-

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MR. ADITYA KHEMKA AS MANAGING DIRECTOR OF THE COMPANY FOR ANOTHER TERM OF FIVE (5) YEARS

"RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197 and 203 or any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and the Articles of Association of the Company and in supersession of all earlier resolutions passed in this regard, and on the recommendation made by the Board of Directors of the company, the consent of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Aditya Khemka (DIN: 00514552) as the Managing Director of the Company for another term of five (5) years commencing with effect from April 1, 2024 to March 31, 2029, not liable to retire by rotation at a revised remuneration to be payable with effect from April 1, 2024 in the manner as detailed below:

1. Salary of INR. 53,50,000/- (Indian Rupees Fifty Three Lakhs Fifty Thousand only) per month;
2. Tour and travel expenses not exceeding INR. 4,00,00,000/- (Indian Rupees Four Crores) annually;
3. Other benefits & perquisites as per Company's policy not exceeding INR 97,00,000/- (Indian Rupees Ninety Seven lakhs only) annually;
4. Performance Linked Incentive shall be payable as follows:

A.	0.40% on Total Net Sales/ Net Turnover	Payable on Monthly basis on actual sales.
B.	0.40% additional incentive on Net Incremental Sales/ Net Turnover	Payable on Monthly basis on actual sales..

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

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

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

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

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

"RESOLVED THAT pursuant to the provisions of Sections 178 and 197, any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the rules made thereunder and the Articles of Association of the Company including any statutory modification thereof and in supersession of all earlier resolutions passed in this regard, and on the recommendation made by the Board of Directors, the Shareholders of the Company be and hereby approved the revised remuneration of Mr. Hari Shanker Khemka, Chairman cum Whole Time Director of the Company with effect from April 1, 2024, in the manner as detailed below:

1. Salary of INR. 30,00,000/- (Indian Rupees Thirty Lakhs only) per month;
2. Rent-free accommodation etc. which shall not exceed INR. 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month;
3. Other Benefits & Perquisites as per the Company's policy not exceeding INR 87,00,000/- (Indian Rupees Eighty Seven Lakhs only) annually.

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

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient for giving effect to this resolution.

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

3. REVISION OF REMUNERATION OF MR. ANANMAY KHEMKA, VICE PRESIDENT-IOT BUSINESS OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and on the recommendation of the Board of Directors of the company, the consent of the shareholders of the Company be and is hereby accorded to revise the remuneration of Mr. Ananmay Khemka, Son of Mr. Aditya Khemka, Managing Director of the Company who shall be holding office or place of profit, as Vice President-IOT Business w.e.f April 01, 2024 in the manner as detailed below:


Name of related Party	Nature of Relationship	Nature of Contract	Material terms and duration of the Contract
Mr. Ananmay Khemka	Son of Mr. Aditya Khemka, Managing Director of the Company	Mr. Ananmay Khemka shall be holding office or place of profit, as Vice President-IOT Business.	Revised remuneration with effect from April 1, 2024 shall be: 1. Increase in monthly remuneration from INR 5,00,000 per month to INR 6,25,000 per month; 2. Other Benefits & Perquisites as per the Company's policy not exceeding INR 37,90,000/- annually.
Advance Paid, if any	Is the transaction done on Arm's Length Basis	Manner of Determining the revised remuneration to be paid	
NIL	Yes	Mr. Ananmay Khemka has the requisite qualification and acumen to contribute in the growth journey of the Company. He has completed his schooling from the prestigious Modern School, Delhi. Thereafter, he pursued B.A. (Hons) in Global Management 2.1 (Leadership & Management) from Regent's University, London.	

RESOLVED FURTHER THAT the Board of Directors have the liberty to alter and vary such terms and remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mr. Ananmay Khemka, holding office or place of profit, within the limits prescribed under the Act from time to time.

RESOLVED FURTHER THAT Mr. Hari Shanker Khemka, Director of the Company be and is hereby authorized to do the necessary filings with Ministry of Corporate Affairs or any other statutory body as may be required and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable for giving effect to the said resolution.

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

FOR ADITYA INFOTECH LIMITED


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

Date: 29.03.2024
Place: NOIDA

NOTES:

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESSES TO BE TRANSACTED AT THE MEETING IS ANNEXED.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, DULY STAMPED, COMPLETED AND SIGNED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE EGM.
4. **Section 105(8) : Requirement of giving notice by a member for inspecting the proxies lodged**
Every Member entitled to vote at a meeting of the Company, or on any resolution to be moved in the meeting, shall be entitled to inspect the proxies lodged by giving a written notice of his/ her intention of doing the inspection.
5. **Section 170: Register of Directors and KMP and their shareholding.**
In accordance with the requirement of the Section 170 of the Companies Act, 2013, registrar of Directors and KMP and their shareholding shall be kept open for inspection by the Members and shall also be made accessible to any person attending the Annual General Meeting.
6. **Section 189: Register of Contracts or arrangements in which directors are interested**
In accordance with the requirement of the Section 189 of the Companies Act, 2013, register of Contracts or arrangements in which directors are interested shall be placed the General Meeting and shall also remain open and accessible to any person having right to attend the meeting during the continuance of the said meeting.

7. All documents referred to in the accompanying Notice and the Statement are open to inspection by the members at the registered office of the Company on all working days up to the date of Extra-Ordinary General Meeting between 11:00 AM and 1:00 PM.
8. A draft consent letter for convening the meeting at shorter notice is enclosed with the EGM Notice. Members are requested to give their consent by sending the executed copy of the consent letter to the Company.
9. Route map to the venue of the meeting is annexed.



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

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

ITEM NO. 1.

The Shareholders are informed that Mr. Aditya Khemka was appointed as the managing director of the company with effect from April 01, 2019 for a term of five (5) years and his tenure is expiring on March 31, 2024. Mr. Khemka is one of the Promoter of the Company and is part of the Board of Directors of the Company since its inception i.e. on March 27, 1995. Being the promoters of the Company, he played a pivotal role in the upliftment of the organisation in the CCTV industry and under his leadership, Aditya Infotech Limited has achieved a remarkable growth in security & surveillance products distribution. His spirit and enriched experience is very much required for the further growth, development and expansion of Business operations of the Company.

In view of above, the Board is of the opinion that it is important to re-appoint Mr. Aditya Khemka as Managing Director of the Company for another term of five (5) years commencing with effect from April 1, 2024 to March 31, 2029, not liable to retire by rotation.

Pursuant to the provisions of Section 152(6) and Section 196(2) of the Companies Act, 2013 along with the rules made thereunder, each as amended ("Companies Act") and other applicable provisions thereof, if any, Mr. Aditya Khemka is proposed to be re-appointed as Managing Director of the Company, in accordance with applicable laws, including the Companies Act, 2013.

The Board of Directors has recommended the re-appointment of Mr. Aditya Khemka as the Managing Director of the Company for another term of five (5) years commencing with effect from April 1, 2024 to March 31, 2029 below subject to him being continuing to satisfy the criteria of being appointed as Director in terms of the Companies Act, 2013 and the rules made thereunder, and shall not be liable to retire by rotation at a revised remuneration to be payable with effect from April 1, 2024 in the manner as detailed below:-

1. Salary of INR. 53,50,000/- (Indian Rupees Fifty Three Lakhs Fifty Thousand only) per month;
2. Tour and travel expenses not exceeding INR. 4,00,00,000/- (Indian Rupees Four Crores) annually;
3. Other benefits & perquisites as per Company's policy not exceeding INR 97,00,000/- (Indian Rupees Ninety Seven lakhs only) annually;
4. Performance Linked Incentive shall be payable as follows:

A.	0.40% on Total Net Sales/ Net Turnover	Payable on Monthly basis on actual sales.
B.	0.40% additional incentive on Net Incremental Sales/ Net Turnover	Payable on Monthly basis on actual sales.

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

I. GENERAL INFORMATION				
1.	Nature of Industry	Information Technology, Security & Surveillance		
2.	Date of commencement of commercial production	The Company was incorporated on 27.03.1995 and the commencement of business certificate was received on 21.04.1995.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance (Based on Standalone Financial Statements of the Company)	Financial Year	Profit Before Tax (Rupees in Crores)	Profit after Tax (Rupees in Crores)
		2020-21	36.51	26.14
		2021-22	116.53	83.64
		2022-23	137.19	102.13
5.	Foreign investments or collaborators, if any	The investments made by the Company in its Foreign Subsidiaries as on March 31, 2023 (Basis the last Standalone Audited Financial Statements) is detailed herein below:		
		Shenzhen CP Plus International Limited	China	INR 1,11,88,775/-
II. INFORMATION ABOUT THE APPOINTEE				
1.	Background details	Mr. Aditya Khemka aged 50 years is the Managing Director of Aditya Infotech Limited. He holds an Honors degree in Commerce from Shri Ram College of Commerce (DU) and a GNIIT diploma in Software programming from NIIT. He pursued his Master’s degree in International Business from Fore School of Management, Delhi. Under his leadership, Aditya Infotech Limited has achieved a remarkable growth in security & surveillance products distribution. Due to his rich experience and enormous support, the Company has launched its own brand in the name of “CP PLUS” in the year 2007. The Company has shown tremendous growth over the years under his expert guidance and has expanded in many folds by entering into the market of many other line of products introduced in the Industry..		
2.	Past Remuneration	1. Salary of INR 42,50,000/- (Indian Rupees Forty Two Lakhs Fifty Thousand only) per month; 2. Tour and travel expenses INR 3,50,00,000/-(Indian Rupees Three Crore Fifty Lakhs) annually;		

		<p>3. Other benefits & perquisites as per Company's policy not exceeding INR. 4,00,000/- (Indian Rupees Four lakhs only) per month.</p> <p>4. Performance Linked Incentive shall be payable as follows:</p> <p>a) 0.35% on Total Net Sales/ Net Turnover : Payable on Monthly/ Annually basis on actual sales.</p> <p>b) 0.35% additional Incentive on Net Incremental Sales/ Net Turnover : Payable on Monthly/ Annually for each financial year based on sales of immediately preceding financial year.</p>
3.	Recognition or awards	<p>Under his leadership, the company has received various awards and recognitions, few of the recent awards and recognition received by the Company are as follows:-</p> <ol style="list-style-type: none"> 1. Enterprise IT CMO - SME Channels (2020 & 2017) 2. Brand of the Year - CEO Magazine (2019) 3. CMO of the Year – VARINDIA (2019) 4. Brand of the Year -VARINDIA (2019) 5. Surveillance Brand of the Year - SME Channels (2019 & 2017) 6. Shield Awards – SECUTECH (2018) 7. Best Surveillance Camera - NCN (2018 & 2020) 8. Silver Abby - GoaFest (2017) 9. Asia's Most Admired Brand - White Page International (2018) 10. Company of the Year Award - Frost & Sullivan (2018) 11. Best Electronics Security Company Of The Year - VARINDIA (2019) 12. India Electronic Security Company of the Year Award - Frost & Sullivan (2017) 13. Prestigious Rising Brands of Asia - Herald Global (2017) 14. Electronic Security Brand of the Year – IISSM (2017) 15. ET Best Brands 2021.- CP PLUS 16. Outstanding Security Equipment Manufacturer 2021 – Business world 17. Most Admired Brand 2022 - VarIndia 18. Outstanding New product – Business world – CP Plus Video door Bell 19. E4M Pride of India: Best of Bharat Awards 2022 – CP PLUS 20. CMO of the year - Varindia 2022 21. Customer Service Excellence Award 2022 - Star Retailer Awards 22. Most Admired Brand 2023 - VarIndia 23. Black Swan Award for Best Marketing Practices - Asia One 2023 24. Outstanding New Security Product Award 2023 - BW Security World and OSPAs

		<p>25. Outstanding Police/Law Enforcement Award 2023 - BW Security World and OSPAs</p> <p>26. Most Trusted Brand of the Year Award 2023 - India Today</p> <p>27. Best B2B Customer Experience - Award - Smart CX Technology Summit & Awards 2023</p> <p>28. Customer Service CEO of the Year Award - Smart CX Technology Summit & Awards 2023</p> <p>29. Kautilya Award 2023 presented to Mr. Aditya Khemka at Summit India</p> <p>30. Brand of the Year Award 2023-24 - Presented by Marksmen Daily</p> <p>31. Best Performance Award 2023 -Indian Digital Marketing Awards</p> <p>32. Security Man of the Year Award 2023 - BW Security World</p> <p>33. Innovative Security Product of the Year Award 2023 - BW Security World</p> <p>34. Excellence Award for Most Trusted Brand 2023 - Presented at the Homeland Summit by ASSOCHAM</p> <p>35. Business Excellence Award - ELCINA 2023</p> <p>36. CMO of the Year 2023 - VarIndia Star Nite Awards</p> <p>37. Best Surveillance Solutions Company of the Year 2023 - VarIndia Star Nite Awards</p> <p>38. Emerging Global Organization of the Year Award presented at National Skills Awards for Eminence by the Electronics Sector Skills Council of India ESSCI 2024</p>						
4.	Job profile and his suitability	He is the Managing Director of the Company and is engaged in the day-to-day affairs of the Company. He is fully dedicated towards the operations of the Company and work closely with the Management and Board of Directors of the Company towards the growth of the Company. .						
5.	Remuneration proposed	<p>1. Salary of INR. 53,50,000/- (Indian Rupees Fifty Three Lakhs Fifty Thousand only) per month;</p> <p>2. Tour and travel expenses not exceeding INR. 4,00,00,000/- (Indian Rupees Four Crores) annually;</p> <p>3. Other benefits & perquisites as per Company's policy not exceeding INR 97,00,000/- (Indian Rupees Ninety Seven lakhs only) annually;</p> <p>4. Performance Linked Incentive shall be payable as follows:</p> <table border="1"> <tr> <td>A.</td><td>0.40% on Total Net Sales/ Net Turnover</td><td>Payable on Monthly basis on actual sales.</td></tr> <tr> <td>B.</td><td>0.40% additional incentive on Net Incremental Sales/ Net Turnover</td><td>Payable on Monthly basis on actual sales .</td></tr> </table>	A.	0.40% on Total Net Sales/ Net Turnover	Payable on Monthly basis on actual sales.	B.	0.40% additional incentive on Net Incremental Sales/ Net Turnover	Payable on Monthly basis on actual sales .
A.	0.40% on Total Net Sales/ Net Turnover	Payable on Monthly basis on actual sales.						
B.	0.40% additional incentive on Net Incremental Sales/ Net Turnover	Payable on Monthly basis on actual sales .						

6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	The proposed remuneration has been benchmarked with the remuneration being drawn by employees holding similar position in various other Companies of the relevant industry and the same being recommended by the Nomination and Remuneration Committee of the Company considering the terms to be fair, reasonable and justifiable.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<ul style="list-style-type: none"> Mr. Aditya Khemka is directly and indirectly holding majority of the Equity Shares of the Company. Mr. Aditya Khemka is the Son of Mr. Hari Shanker Khemka-who is the Chairman and Whole Time Director of the Company.
III. Other Information		
1.	Reasons of loss or inadequate profits	The Company's profits are inadequate since its orders / projects are under implementation.
2.	Steps taken or proposed to be taken for improvement	The Company's profits are projected to be increased with expansion and growth in the Business during the 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.
IV. Disclosures		
1.	Since the Company is not listed with any of the Stock Exchanges, hence is not required to prepare a Corporate Governance Report being part of the Board Report. However, all the elements of remuneration proposed to be paid to Mr. Aditya Khemka are disclosed in the resolution proposed to be passed by the shareholders of the Company.	

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

Age	50 years
Qualifications	Post-Graduation: Master's degree in international business from Fore School of Management, Delhi Graduation: Honors degree in Commerce from Shri Ram College of Commerce (DU) Certification: GNIIT diploma Certification in Software programming from NIIT.
Experience	30 years
Terms and conditions of appointment or reappointment	N.A.
Last Drawn Remuneration	The remuneration received by Mr. Aditya Khemka for FY 2023-24 is as follows:

	<ol style="list-style-type: none"> 1. Salary of INR. 42,50,000/- (Indian Rupees Forty Two Lakhs Fifty Thousand only) per month; 2. Tour and travel expenses INR. 3,50,00,000/-(Indian Rupees Three Crore Fifty Lakhs) annually; 3. Other benefits & perquisites as per Company's policy not exceeding INR. 4,00,000/- (Indian Rupees Four lakhs only) per month. 4. Performance Linked Incentive shall be payable as follows: <ol style="list-style-type: none"> c) 0.35% on Total Net Sales/ Net Turnover : Payable on Monthly/ Annually basis on actual sales. d) 0.35% additional Incentive on Net Incremental Sales/ Net Turnover : Payable on Monthly/ Annually for each financial year based on sales of immediately preceding financial year. 	
Date of First Appointment on Board	27.03.1995	
No. of shares held in Company	12,22,299 equity shares of INR 10/- each	
Relationship with other Directors	Mr. Hari Shanker Khemka	Father
	Mr. Rishi Khemka	Brother
No. of Board Meeting attended during this FY	There were Seven (7) Board Meetings held during the Financial Year 2023-24 (till date) and Mr. Aditya Khemka was physically present at all the Seven(7) meeting held during the period.	
Other Directorship in Indian companies / LLP	<ol style="list-style-type: none"> 1. ARK Infosolutions Private Limited 2. AIL Dixon Technologies Private Limited 3. Liberty Shoes Limited 4. YPO (Delhi Chapter) 5. Aditya Colonizers LLP 6. Trend Setter Promoters LLP 7. YPO Gurgaon Chapter Association 	

Further, as per the provisions of section 178 and section 197 and/or any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the rules made thereunder, in case of no profit or inadequate profit, the Company has an option to pay remuneration to its Managerial Personnel within the limits prescribed under Section II (A) of Schedule V of the Act. However, as per the proviso of Section II (A) of Schedule V of the Act, a Company may pay a remuneration to its Managerial Personnel in excess of the limits as prescribed under Section II(A) of Schedule V after taking approval from its Shareholders by way of a special resolution. Hence, your directors recommend the resolution as set out at Item No. 1 for the approval of shareholders of the Company by passing the Special Resolution.

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

ITEM NO. 2.

The Shareholders have been informed about the relentless contribution made Mr. Hari Shanker Khemka in building the Company and "CP PLUS" as a brand which makes the Company being known as leader in the surveillance camera Industry across the Country. He is founder cum promoter of the Company and due to his administrative and leadership skills the Company has reached to a new height. To recognize his contribution in the growth journey of the Company so far, it is proposed to approve the revision of the remuneration being paid to Mr. Hari Shanker Khemka, for the financial year commencing from April 1, 2024, as per the revised remuneration structure being part of the proposed resolution no. 2.

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

I. GENERAL INFORMATION				
1.	Nature of Industry	Information Technology, Security & Surveillance		
2.	Date of commencement of commercial production	The Company was incorporated on 27.03.1995 and the commencement of business certificate was received on 21.04.1995.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance (Based on Standalone Financial Statements of the Company)	Financial Year (Audited)	Profit Before Tax (Rupees in Crores)	Profit after Tax (Rupees in Crores)
		2020-21	36.51	26.14
		2021-22	116.53	83.64
		2022-23	137.19	102.13
5.	Foreign investments or collaborators, if any	The investments made by the Company in its Foreign Subsidiaries as on March 31, 2023 (Basis the last Standalone Audited Financial Statements) is detailed herein below:		
		Company Name	Country	Investment (INR)
		Shenzhen CP Plus International Limited	China	1,11,88,775/-
II. INFORMATION ABOUT THE APPOINTEE				
1.	Background details	Mr. Hari Shanker Khemka aged 70 years is the Chairman and the Whole Time Director of Aditya Infotech Limited. Under his leadership, Aditya Infotech Limited has achieved a remarkable growth in security & surveillance products distribution. Due to his rich experience and enormous support, the Company has launched its own brand in the name of “CP PLUS” in the year 2007.		

		The Company has shown tremendous growth over the years under his expert guidance and has expanded in many folds by entering into the market of many other line of products introduced in the Industry.
2.	Past Remuneration	<p>The remuneration received by Shri Hari Shanker Khemka during the FY 2023-24 is as follows:</p> <ol style="list-style-type: none"> 1. Salary of INR 25,00,000/- (Indian Rupees Twenty Five Lakhs only) per month; 2. Rent-free accommodation etc. which shall not exceed INR. 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month; 3. Other Benefits & Perquisites as per the Company's policy not exceeding INR. 4,00,000/- (Indian Rupees Four Lakh only) per month.
3.	Recognition or awards	<p>Under his leadership, the company has received various awards and recognitions, few of the recent awards and recognition received by the Company are as follows:-</p> <ol style="list-style-type: none"> 1. Enterprise IT CMO - SME Channels (2020 & 2017) 2. Brand of the Year - CEO Magazine (2019) 3. CMO of the Year – VARINDIA (2019) 4. Brand of the Year -VARINDIA (2019) 5. Surveillance Brand of the Year - SME Channels (2019 & 2017) 6. Shield Awards – SECUTECH (2018) 7. Best Surveillance Camera - NCN (2018 & 2020) 8. Silver Abby - GoaFest (2017) 9. Asia's Most Admired Brand - White Page International (2018) 10. Company of the Year Award - Frost & Sullivan (2018) 11. Best Electronics Security Company Of The Year - VARINDIA (2019) 12. India Electronic Security Company of the Year Award - Frost & Sullivan (2017) 13. Prestigious Rising Brands of Asia - Herald Global (2017) 14. Electronic Security Brand of the Year – IISSM (2017) 15. ET Best Brands 2021.- CP PLUS 16. Outstanding Security Equipment Manufacturer 2021 – Business world 17. Most Admired Brand 2022 - VarIndia 18. Outstanding New product – Business world – CP Plus Video door Bell 19. E4M Pride of India: Best of Bharat Awards 2022 – CP PLUS 20. CMO of the year - Varindia 2022

		<p>21. Customer Service Excellence Award 2022 - Star Retailer Awards</p> <p>22. Most Admired Brand 2023 - VarIndia</p> <p>23. Black Swan Award for Best Marketing Practices - Asia One 2023</p> <p>24. Outstanding New Security Product Award 2023 - BW Security World and OSPAs</p> <p>25. Outstanding Police/Law Enforcement Award 2023 - BW Security World and OSPAs</p> <p>26. Most Trusted Brand of the Year Award 2023 - India Today</p> <p>27. Best B2B Customer Experience - Award - Smart CX Technology Summit & Awards 2023</p> <p>28. Customer Service CEO of the Year Award - Smart CX Technology Summit & Awards 2023</p> <p>29. Kautilya Award 2023 presented to Mr. Aditya Khemka at Summit India</p> <p>30. Brand of the Year Award 2023-24 - Presented by Marksmen Daily</p> <p>31. Best Performance Award 2023 -Indian Digital Marketing Awards</p> <p>32. Security Man of the Year Award 2023 - BW Security World</p> <p>33. Innovative Security Product of the Year Award 2023 - BW Security World</p> <p>34. Excellence Award for Most Trusted Brand 2023 - Presented at the Homeland Summit by ASSOCHAM</p> <p>35. Business Excellence Award - ELCINA 2023</p> <p>36. CMO of the Year 2023 - VarIndia Star Nite Awards</p> <p>37. Best Surveillance Solutions Company of the Year 2023 - VarIndia Star Nite Awards</p> <p>38. Emerging Global Organization of the Year Award presented at National Skills Awards for Eminence by the Electronics Sector Skills Council of India ESSCI 2024</p>
4.	Job profile and his suitability	He is the Whole Time Director of the Company and is fully engaged in managing the affairs of the Company and exercises all relevant powers under the supervision and superintendence of the Board of the Company
5.	Remuneration proposed	<p>1. Salary of INR. 30,00,000/- (Indian Rupees Thirty Lakhs only) per month;</p> <p>2. Rent-free accommodation etc. which shall not exceed INR. 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month;</p> <p>3. Other Benefits & Perquisites as per the Company's policy not exceeding INR 87,00,000/- (Indian Rupees Eighty Seven Lakhs only) annually.</p>

6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	The proposed remuneration has been benchmarked with the remuneration being drawn by employees holding similar position in various other Companies of the relevant industry and the same being recommended by the Nomination and Remuneration Committee of the Company considering the terms to be fair, reasonable and justifiable
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Hari Shanker Khemka is directly and indirectly holding majority of the Equity Shares of the Company. Mr. Hari Shanker Khemka is the father of both Mr. Aditya Khemka, Managing Director and Mr. Rishi Khemka, Director of the Company.
III. Other Information		
1.	Reasons of loss or inadequate profits	The Company's profits are inadequate since its orders / projects are under implementation.
2.	Steps taken or proposed to be taken for improvement	The Company's profits are projected to be increased with expansion and growth in the Business during the 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.
IV. Disclosures		
1.	Since the Company is not listed with any of the Stock Exchanges, hence is not required to prepare a Corporate Governance Report being part of the Board Report. However, all the elements of remuneration proposed to be paid to Mr. Aditya Khemka are disclosed in the resolution proposed to be passed by the shareholders of the Company.	

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

Age	70 years
Qualifications	Graduation: Bachelor of Science
Experience	45 years
Terms and conditions of appointment or reappointment	N.A.
Last Drawn Remuneration	The remuneration received by Mr. Hari Shanker Khemka for FY 2023-24 is as follows: 1. Salary of INR 25,00,000/- (Indian Rupees Twenty Five Lakhs only) per month;

	2. Rent-free accommodation etc. which shall not exceed INR. 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month; 3. Other Benefits & Perquisites as per the Company's policy not exceeding INR. 4,00,000/- (Indian Rupees Four Lakh only) per month.	
Date of First Appointment on Board	27.03.1995	
No. of shares held in Company	3,94,385 equity shares of INR 10/- each	
Relationship with other Directors	Mr. Aditya Khemka	Son
	Mr. Rishi Khemka	Son
No. of Board Meeting attended during this FY (till date)	There were Seven (7) Board Meetings held during the Financial Year 2023-24 and Mr. Hari Shanker Khemka was physically present at all the Seven(7) meeting held during the period.	
Other Directorship in Indian companies / LLP	1. ARK Infosolutions Private Limited 2. Trendsetters Infoservices LLP 3. Aditya Colonizers LLP 4. Trend Setter Promoters LLP	

Further, as per the provisions of section 178 and section 197 and/or any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the rules made thereunder, in case of no profit or inadequate profit, the Company has an option to pay remuneration to its Managerial Personnel within the limits prescribed under Section II (A) of Schedule V of the Act. However, as per the proviso of Section II (A) of Schedule V of the Act, a Company may pay a remuneration to its Managerial Personnel in excess of the limits as prescribed under Section II(A) of Schedule V after taking approval from its Shareholders by way of a special resolution. Hence, your directors recommend the resolution as set out at Item No. 2 for the approval of shareholders of the Company by passing the Special Resolution.

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

ITEM NO. 3.

The Shareholders have been informed that with the support and dedication of employees of the Company, the Company has shown a tremendous growth during the period. Now as a token of appreciation towards hard-core contribution made by Mr. Ananmay Khemka towards remarkable growth of the Company, the Board of Directors of the Company has recommended to revise the remuneration of Mr. Ananmay Khemka, Son of Mr. Aditya Khemka, Managing Director of the Company who shall be holding office or place of profit, as Vice President-IOT Business of the Company w.e.f April 01, 2024 in the manner as detailed below:

Name of related Party	Nature of Relationship	Nature of Contract	Material terms and duration of the Contract
Mr. Ananmay Khemka	Son of Mr. Aditya Khemka, Managing	Mr. Ananmay Khemka shall be holding office or	Revised remuneration with effect from April 1, 2024 shall be:

	Director of the Company	place of profit, as Vice President-IOT Business.	3. Increase in monthly remuneration from INR 5,00,000 per month to INR 6,25,000 per month; 4. Other Benefits & Perquisites as per the Company's policy not exceeding INR 37,90,000/- annually.
Advance Paid, if any	Is the transaction done on Arm's Length Basis	Manner of Determining the revised remuneration to be paid	
NIL	Yes	Mr. Ananmay Khemka has the requisite qualification and acumen to contribute in the growth journey of the Company. He has completed his schooling from the prestigious Modern School, Delhi. Thereafter, he pursued B.A. (Hons) in Global Management 2.1 (Leadership & Management) from Regent's University, London.	

Pursuant to the provisions of the Sections 188(1)(f), any other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules made thereunder, the aforesaid matter is subject to the approval of Shareholders of the Company by passing an Ordinary Resolution.

Except Mr. Aditya Khemka, none of the other directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution set forth in Item No. 3 except to the extent of their shareholding, if any, in the Company.

Certified to be true
For Aditya Infotech Limited



Hari Shanker Khemka
Director (DIN: 00514501)

B-51, Greater Kailash, Delhi-48

Date: 29.03.2024

Place: NOIDA

ATTENDANCE SLIP

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

I/We hereby record my/our presence at the 1st Extraordinary General Meeting (Financial Year 2023-2024) of Aditya Infotech Limited held at 4:00 p.m. on Saturday, 30th day of March, 2024 at A12, Sector 4, Noida 201301, Uttar Pradesh, India

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

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

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



Form No. MGT-11**Proxy form**

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

CIN: **U74899DL1995PLC066784**

Name of the Company: **ADITYA INFOTECH LIMITED**

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

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

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

1. Name: Address:.....

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the Company, to be held on March 30, 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	Re-appointment of Mr. Aditya Khemka as Managing Director of the company for another term of five (5) years.		
02	Revision of remuneration of Mr. Hari Shanker Khemka, Chairman cum Whole Time Director of the company		
03	Revision of remuneration of Mr. Ananmay Khemka, Vice President-IOT Business of the Company		

Signed this Day of..... 2024
Signature of Shareholder
Signature of Proxy holder(s)

Affix
Revenue
Stamp

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

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 March 30, 2024 to seek approval on the matters as proposed in the said notice.

Thanking you,

[name of the member]

Date: []*

Place: [*]

ROUTE MAP OF VENUE

