



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 2024-25 OF THE SHAREHOLDERS OF ADITYA INFOTECH LIMITED SCHEDULED TO BE HELD ON MONDAY, JUNE 17, 2024 AT 03:00 PM AT ITS CORPORATE OFFICE AT A-12, SECTOR 4, NOIDA 201301, UTTAR PRADESH, INDIA AT SHORTER NOTICE TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES: -

Item No. 1

APPROVAL OF ADITYA INFOTECH EMPLOYEE STOCK OPTION PLAN 2024 AND GRANT OF STOCK OPTIONS UNDER THE SCHEME

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on June 12, 2024 and in accordance with the provisions of Section 62(1)(b), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s), the Shareholders of the Company be and hereby approve and adopt the **Aditya Infotech Employee Stock Option Plan 2024(the Plan/ the Scheme)** and is authorised to create, offer, issue, grant and allot from time to time such number of options to eligible employees whether working in India or out of India and to Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time, as may be decided by the Committee of the Board or the Board under the Plan, exercisable into not more than **63,402 (Sixty Three Thousand Four Hundred and Two) options**, each Option giving the right but not the obligation to the holder to subscribe to one fully paid-up Equity Share in the Company, of **face value of Rs. 10 (Rupees Ten only)** each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board or a Committee in accordance with the provisions of the **ADITYA INFOTECH Employee Stock Option Plan 2024** and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT 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, the Board or the Committee be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under **ADITYA INFOTECH Employee Stock Option Plan 2024** are passed on to the Eligible Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.



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RESOLVED FURTHER THAT the Board or the Committee be and is hereby authorized to make from time to time such modification, variations, alterations or revisions in the said Plan as it may deem fit subject to approval from shareholders and in conformity with the provisions of the Companies Act 2013, the Articles of Association and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions any Director be and is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto.

Item No. 2

APPROVAL OF ADITYA INFOTECH EMPLOYEE STOCK OPTION PLAN 2024 AND GRANT OF STOCK OPTIONS TO THE ELIGIBLE PERSONNEL OF THE COMPANY'S SUBSIDIARY(IES) UNDER THE SCHEME

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on June 12, 2024 and in accordance with the provisions of Section 62(1)(b), and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s), the Shareholders of the Company be and hereby approve and adopt the **ADITYA INFOTECH Employee Stock Option Plan 2024 (the Plan/ the Scheme)** and to create, offer, issue, grant and allot from time to time such number of options to eligible employees of the subsidiary(ies) Companies whether working in India or out of India and to Directors of the subsidiary(ies) (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time, as may be decided by the Board under the Plan, exercisable into not more than **63,402 (Sixty Three Thousand Four Hundred and Two) options**, each Option giving the right but not the obligation to the holder to subscribe to one fully paid-up Equity Share in the Company, of **face value of Rs.10 (Rupees Ten only)** each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board or the Committee in accordance with the provisions of the **ADITYA INFOTECH Employee Stock Option Plan 2024** and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT 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, the Board or the Committee of the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under **ADITYA INFOTECH Employee Stock Option Plan 2024** are passed on to the Eligible Employees of the subsidiary(ies) Companies.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to make from time to time such modification, variations, alterations or revisions in the said Plan as it may deem fit subject to approval from shareholders and in conformity with the provisions of the Companies Act 2013, the Articles of Association and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions any Director be and is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto.”

Item No. 3

INCREASE IN AUTHORIZED SHARE CAPITAL FROM INR 5,05,00,000 TO INR 15,00,00,000 AND TO AMEND THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules notified thereunder (including any amendments, modifications or re-enactment), (collectively referred to as the “**Companies Act**”) and the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from INR 5,05,00,000 (Indian Rupees Five Crores Five Lakhs only) divided into 50,50,000 (Fifty Lakhs Fifty Thousands) equity shares of INR 10 (Indian Rupees Ten only) each to INR 15,00,00,000 (Indian Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) equity shares of INR 10 (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to Sections 13, 61, and 64 and other applicable provisions of the Companies Act, the consent of the shareholders of the Company be and is hereby accorded for the existing clause V of the Memorandum of Association of the Company to be substituted with the following:

“V. *The authorized share capital of the Company is INR 15,00,00,000 (Indian Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) equity shares of INR 10 (Indian Rupees Ten) each.*”

RESOLVED FURTHER THAT the new shares shall rank *Pari passu* to the existing equity shares in all respects and that all the provisions contained in the Articles of Association of the Company with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new equity shares as they are applicable to the already issued equity shares.

RESOLVED FURTHER THAT the Board /Committee of the Board or any officer(s) authorized by the Board of Directors, be and is hereby authorized to file, verify and execute necessary forms with the Registrar of Companies, Delhi and Haryana at New Delhi and do all such acts, deeds, matters and things as may be required or considered necessary or incidental thereto, to give effect to the above resolution.”

Item No. 4

ISSUANCE OF BONUS SHARES TO THE EXISTING SHAREHOLDERS OF THE COMPANY



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

“**RESOLVED THAT** pursuant to the provisions of Sections 63 and 123(5) of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force, the “**Companies Act**”) and all other applicable provisions, if any, and subject to such approvals, permissions and sanctions as may be necessary , the consent of the shareholders of the company be and hereby accorded to issue equity shares of the Company of the face value of INR 10 each (“**Equity Shares**”), by capitalising the free reserves of the Company and set free for distribution amongst the members by the issue of Equity Shares credited as fully paid (hereinafter referred to as the “**Bonus Shares**”) to the members of the Company holding shares of the Company and whose names appear in the Register of Members as on a record date, i.e. June 17, 2024 (“**Record Date**”) in the proportion of 4 (Four) new bonus equity shares of INR 10 each for every 1 (One) existing fully paid up equity shares of INR 10 each held by them on the Record Date.

RESOLVED FURTHER THAT, the above shall be subject to the following terms and conditions:

1. The Bonus Shares proposed to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank Pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company;
2. The Bonus Shares so allotted shall be eligible for dividend in full that may be declared after their allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments with respect to the issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Company under the Aditya Infotech Ltd. ESOP Scheme 2024 of the Company, such that the exercise price for all outstanding options as on the ‘Record Date’ (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on ‘Record Date’ shall be appropriately adjusted.

RESOLVED FURTHER THAT the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise. in this regard”.

Item No. 5

SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF INR 10 PER SHARE TO FACE VALUE OF INR 1 PER SHARE

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



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“RESOLVED THAT pursuant to provisions of sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the **“Companies Act”**), other applicable laws and the applicable provisions of the articles of association of the Company, the consent and approval of the shareholders of the Company be and hereby accorded to the proposal of sub-division of the authorised share capital of the Company (after giving effect to proposed increase in authorised share Capital) from INR 15,00,00,000 (Indian Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) equity shares of INR 10 (Indian Rupees Ten) each of the Company to INR 15,00,00,000 (Indian Rupees Fifteen Crores only)) divided into 15,00,00,000 (Fifteen Crores) equity shares of INR 1 (Indian Rupees One) each.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, the consent and approval of the Members of the company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company (**“Memorandum of Association”**) with the following clause:

“V. The authorized share capital of the Company is INR 15,00,00,000 (Indian Rupees Fifteen Crores only) divided into 15,00,00,000 (Fifteen Crores) equity shares of INR 1 (Indian Rupee One) each.”

RESOLVED FURTHER THAT upon sub-division of the authorised share capital as aforesaid, the issued, paid-up and subscribed equity share capital of the Company shall automatically, and without further corporate action required on the part of the Company, its shareholders, or any other party, be sub-divided from INR 2,05,00,000/- (Indian Rupees Two Crores Five Lakhs Only) divided into 20,50,000 (Twenty Lakhs Fifty Thousand) equity shares of face value of INR 10/- (Indian Rupees Ten) each to INR 2,05,00,000/- (Indian Rupees Two Crores Five Lakhs Only) divided into 2,05,00,000 (Two Crores Five Lakhs) equity shares of face value of INR. 1/- (Indian Rupee One only) each.

RESOLVED FURTHER THAT the record date for the purpose of sub-division shall be June 17, 2024 (**“Record Date”**)

RESOLVED FURTHER THAT the number of sub-divided equity shares shall be credited in dematerialized form to the respective beneficiary accounts of the shareholders of the Company with the depository participants, in lieu of existing credits representing the equity shares before sub-division and the Company shall undertake such corporate action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, each new equity share of INR 1 (Indian rupee one only) shall rank *pari passu* in all respects as were with the fully paid-up equity shares of INR 10 (Indian rupee ten only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the board of directors of the Company be and are hereby authorized to make appropriate adjustments in terms of the Aditya infotech Employee Stock Option Plan 2024, to the number of shares issued under the scheme and exercise price of such shares, in a manner such that the total value of the shares issued and allotted to the eligible employee remains the same after the sub-division and there is no effect on any other rights or obligations of the eligible employee.

RESOLVED FURTHER THAT the Board /Committee of the Board or any officer(s) authorized by the Board of Directors be and is hereby authorized to take all the necessary steps for giving effect to this resolution,



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including issue corporate action form to the depositories, issue allotment letters (if required), incur necessary expenses including payment of stamp duty, if any, file necessary forms with the regulatory authorities in accordance with the applicable provisions of the Companies Act, to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds, matters and thing as deem necessary, proper or desirable in relation to the foregoing.”

Item No. 6

ACQUISITION OF AIL DIXON TECHNOLOGIES PRIVATE LIMITED, A JOINT VENTURE OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions section 179(3) and Section 186 of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Memorandum and Articles of Association of the Company, and subject to approval of Competition Commission of India (‘CCI’) or any other Authority as may be required, the consent of the shareholders of the company be and hereby accorded to acquire remaining 50% stake in AIL Dixon Technologies Private Limited (‘JV Company’)(to make it its Wholly Owned Subsidiary) consisting of 9,500,000 equity shares having face value of INR 10 each in the JV Company from Dixon Technologies }Limited (‘Dixon’) at a consideration to be paid through issue of and in exchange for an equivalent number of equity shares of the Company having face value of INR 10 per share through preferential allotment resulting in Dixon holding 6.5% of the post-issue equity share capital of the Company on such terms and conditions as may be mutually agreed upon.

RESOLVED FURTHER THAT the Board /Committee of the Board or any officer(s) authorized by the Board of Directors, be and is hereby authorized to make necessary application before Competition Commission of India (‘CCI’) or any other Authority as may be required in relation to the transaction along with necessary documents/ enclosures, to finalize and execute the Share Subscription and Purchase Agreement (‘SSPA’) and a Shareholders' Agreement (‘SHA’), and any other agreements, documents, deeds, writings, required to be entered in relation to the said transaction and to do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution including but not limited to seeking approvals from regulatory authorities, if required.

RESOLVED FURTHER THAT the Board /Committee of the Board or any officer(s) authorized by the Board of Directors, be and is hereby authorized to sign, execute and file all necessary forms, returns, and documents with the Registrar of Companies and any other statutory or regulatory authorities as may be required in this regard.”

FOR ADITYA INFOTECH LIMITED

Sd/-

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

Date: 12.06.2024
Place: NOIDA



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NOTES:

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESSES TO BE TRANSACTED AT THE MEETING IS ANNEXED.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, DULY STAMPED, COMPLETED AND SIGNED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE EGM.
4. **Section 105(8) : Requirement of giving notice by a member for inspecting the proxies lodged**
Every Member entitled to vote at a meeting of the Company, or on any resolution to be moved in the meeting, shall be entitled to inspect the proxies lodged by giving a written notice of his/ her intention of doing the inspection.
5. **Section 170: Register of Directors and KMP and their shareholding.**
In accordance with the requirement of the Section 170 of the Companies Act, 2013, registrar of Directors and KMP and their shareholding shall be kept open for inspection by the Members and shall also be made accessible to any person attending the Annual General Meeting.
6. **Section 189: Register of Contracts or arrangements in which directors are interested**
In accordance with the requirement of the Section 189 of the Companies Act, 2013, register of Contracts or arrangements in which directors are interested shall be placed the General Meeting and shall also remain open and accessible to any person having right to attend the meeting during the continuance of the said meeting.
7. All documents referred to in the accompanying Notice and the Statement are open to inspection by the members at the registered office of the Company on all working days up to the date of Extra-Ordinary General Meeting between 11:00 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 & 2.

The **ADITYA INFOTECH Employee Stock Option Plan 2024** envisages grant of share options to eligible employees of the company and its subsidiaries.

The terms of the Scheme are as follows:

1. Brief description of the Scheme

The objective of **ADITYA INFOTECH Employee Stock Option Plan 2024** is to reward tenured employees for their past contribution, and retain the best performing, critical talent to achieve target valuation. The Company views employee stock options as instruments that would enable the Employees to share the value they would create and contribute for the Company in the years to come.

2. Total Number of Options to be granted.

The total number of Options will not exceed **63,402 (Sixty Three Thousand Four Hundred and Two) options**, which will be available for grant to eligible employees of the Company under the Scheme. Each option (after it is vested) will be exercisable for one Equity share of Rs. 10 (**Rupees Ten only**) each fully paid-up. Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise would be available for being re-granting at a future date.

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.

The options granted to an employee shall not be transferred, pledged, hypothecated, mortgaged or otherwise alienated in any manner.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

The following employees would be entitled to participate in the Scheme:

- Employees of the Company working in India or out of India;
- A director of the company, whether a whole-time director or not but excluding an independent director;
- An employee as defined in clause (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company.

Following persons are not eligible:

- An employee who is a Promoter or belongs to the Promoter Group;
- a director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- an Independent Director



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4. **Appraisal Process for determining the eligibility of the employees to Employee Stock Options.**

The Board or the Committee of the Board will determine the specific employees or class of employees who will be eligible for award of stock options based on the performance criteria and such other criteria as may be decided.

5. **Requirements of vesting and period of vesting**

Vesting of the options shall take place over one (1) to four (4) years from the date of grant. The Board at the time of grant may specify certain criteria linked to the individual and/or organisational 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. The minimum vesting period will be 1 (one) year from the date of grant.

6. **Maximum Period in which the Options will be vested.**

Vesting of the options shall take place over one (1) to four (4) years from the date of Grant.

7. **Exercise Price**

The exercise price shall be decided by the Board in line with the provisions of Companies Act, 2013 and rules made thereunder and applicable SEBI Regulations. The Exercise price shall not be below the Face Value of the share.

8. **Exercise Period and Process**

The Exercise period shall commence from the date of Grant of Options. The Exercise period shall be decided by the Board subject to a maximum period of four (4) years from the date of vesting of options.

The options shall be exercisable by the employees by a written application in the format as prescribed by the Company or through any mode as may be prescribed by the Board or the Committee., to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board or the Committee at its sole discretion.

9. **The appraisal process for determining the eligibility of employees for the scheme(s);**

The appraisal process for determining the eligibility of the employee will be specified by the Board, and may be based on criteria such as seniority of employee, length of service, past performance record, merit of the employee, future potential contribution by the employee and/or such other criteria that may be determined by the Board.

10. **Lock-in period, if any;**

The shares arising out of exercise of vested options under the Plan would not be subject to any lock-in-period after such exercise, except if any lock-in is required pursuant to applicable law.

11. **Maximum number of options to be issued per employee and in aggregate**

The Board will decide the maximum number of options to be granted per employee and in aggregate. The in aggregate number of options under the plan shall not exceed **63,402 (Sixty Three Thousand Four Hundred and Two) options** . However, the above ceiling from time to time shall be adjusted in case of any corporate action as defined in the Plan Document.

12. **Method which the company shall use to value its options**

The Board and or the Committee shall determine from time to time the valuation and accounting methodology for the options issued under the Plan as per changes in the applicable law. The company shall comply with all the relevant disclosures as per the applicable laws.



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13. Conditions under which option vested in employees may lapse

Vested options may lapse due to non-exercise of options within exercise period or where termination of employment is for cause, then all options vested (but not exercised) or unvested, shall stand cancelled.

Cause shall mean, as determined by the Board, which shall include but will not be limited to the points as defined in the Plan document. All decisions made by the Board in determining the cause and subsequent actions shall be final and binding on the employees. Any vested options not exercised within the specified period shall lapse, and the shares covered by such option shall again become available for issuance under the Plan under the ESOP Pool.

14. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee

On voluntary resignation on the part of the Employee or termination of employment without a cause, all vested options have to be exercised before their last working day, i.e. (within 6 months) since date of submission of resignation, post which they will be considered forfeited. However, all unvested options will lapse the day the resignation is submitted.

15. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust

The Scheme will be implemented by the Company directly.

16. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both

The Scheme will involve issue of new shares by the Company and will not involve any secondary acquisition.

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

Not Applicable

18. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)

Not Applicable

19. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15

The Company shall follow the Guidance as mentioned under the 'Indian Generally Accepted Accounting Principles' or the relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

None of the Directors are concerned or interested in the resolutions, except to the extent of the securities that may be offered to them under the Scheme.

The members' approval through Special Resolutions is sought for the matter listed at item no. 1 & 2.



ADITYA INFOTECH LTD.

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Email : sales@adityagroup.com Website : www.adityagroup.com



ITEM NO. 3.

In view of the proposed initial public offering of the Company and to broad base the Capital Structure of the Company and to enable the Company to issue further shares, it is proposed to increase its Authorized Share Capital from INR 5,05,00,000 (Indian Rupees Five Crores Five Lakhs only) divided into 50,50,000 (Fifty Lakhs Fifty Thousands) equity shares of INR 10 (Indian Rupees Ten only) each to INR 15,00,00,000 (Indian Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) equity shares of INR 10 (Indian Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of the increase in the Authorised Share Capital of the Company, the existing Authorised Share Capital Clause V in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013. Hence, your directors recommend the resolution as set out in Item No. 3 for the approval of shareholders of the Company.

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

ITEM NO. 4.

In view of the proposed initial public offering of equity shares of the Company, the Company is required to increase its issued and paid-up share capital and accordingly the Board decided to recommend a bonus issuance in the proportion of 4(Four) new bonus equity shares of INR 1 each for every 1 (One) existing fully paid up equity shares of INR 1 each, by capitalizing the free reserves of the Company.

Pursuant to the provisions of Section 63 of the Companies Act, 2013, approval of the Members is required for issuance of Bonus Shares to the Members of the Company by way of passing an Ordinary Resolution. Hence, your directors recommend the resolution as set out at Item No. 4 for the approval of shareholders of the Company.

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

Item No. 5

In the view to have more participation from the investors and make the equity shares of the Company more affordable to the small investors for the proposed initial public offering of the Company, the Company is proposing to sub-divide 1 (one) equity share of face value of INR 10 (Indian rupees ten only) each fully paid up into 1 (one) equity share of INR 1 (Indian rupee one only) each fully paid up, resulting to 10 (ten) equity shares of INR 1 (Indian rupee one only) each fully paid up, as on the record date as may be determined by the Board (the "Record Date"), thereby keeping the paid up capital intact.

The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company to reflect the change in face value of each equity share of the Company from existing face value INR 10 (Indian rupees ten only) to proposed face value INR 1 (Indian rupee one only).



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Further, sub-division of face value of equity shares, inter alia, requires appropriate adjustments with respect to all the options granted by the Company under the Aditya infotech Employee Stock Option Plan 2024 such that all the employee stock options as well as options which are available for grant and those already granted but not exercised as on the Record Date shall be proportionately adjusted.

The new equity shares credited into the demat account of the existing shareholders holding shares as on the record date and shall rank Pari passu with the then existing equity shares of the Company in all respects.

Pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 approval of the shareholders is required for sub-division of the existing authorised share capital of the Company and consequent amendment to Clause V of the Memorandum of Association of the Company.

Hence, your directors recommend the resolution as set out at Item No. 5 for the approval of shareholders of the Company.

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

Item No. 6

AIL Dixon Technologies Private Limited ('JV Company') is a Joint Venture between the Aditya Infotech Limited ('AIL' or 'The Company') and Dixon Technologies Limited ("Dixon") wherein both AIL and Dixon holds 50% stake in the JV Company, respectively.

Further, basis the discussion amongst the JV Partners i.e. AIL and Dixon, AIL intends to acquire remaining 50% stake in the JV Company (to make it its Wholly Owned Subsidiary) consisting of 9,500,000 equity shares having face value of INR 10 per share in the JV Company from Dixon at a consideration to be paid through issue of and in exchange for an equivalent number of equity shares of the Company having face value of INR 10 per share through preferential allotment, resulting in Dixon holding 6.5% of the post-issue equity share capital of the Company. Pursuant to the sale of shares by Dixon as contemplated above, the entire share capital of the JV Company shall be held by the Company. To give effect to this transaction, the parties intend to enter into a Share Subscription and Purchase Agreement ("SSPA") and a Shareholders' Agreement ("SHA").

The shareholders are further informed that the aforesaid transaction is subject to approval of Competition Commission of India ('CCI'), hence the Company intend to move an application to CCI to attain its approval before giving effect to this transaction.

Pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of shareholders by special resolution. In view of the aforesaid requirement, it is proposed to take approval of the members under Section 186 of the Companies Act, 2013, by way of special resolution.

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



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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.

Certified to be true.

For **Aditya Infotech Limited**

Sd/-

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

Date: 12.06.2024

Place: NOIDA



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ATTENDANCE SLIP

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

I/We hereby record my/our presence at the 1st Extraordinary General Meeting (Financial Year 2024-2025) of Aditya Infotech Limited held at 3:00 p.m. on Monday, 17th day of June, 2024 at A-12, Sector 4, Noida 201301, Uttar Pradesh, India

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

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

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





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Form No. MGT-11

Proxy form

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

CIN: **U74899DL1995PLC066784**

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

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

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

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

1. Name: Address:.....

.....

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

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

.....

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the Company, to be held on June 17, 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	Approval of Aditya Infotech Employee Stock Option Plan 2024 and grant of stock options under the scheme		
02	Approval of Aditya Infotech Employee Stock Option Plan 2024 and Grant of Stock Options to the eligible personnel of the Company's subsidiary (ies) under the scheme		
03	Increase in Authorized Share Capital from INR 5,05,00,000 to INR 15,00,00,000 and to amend the Memorandum of Association of the Company		
04	Issuance of Bonus shares to the Existing shareholders of the Company		
05	Sub-division of equity shares from face value of INR 10 per share to face value of INR 1 per share		



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06	Acquisition of AIL Dixon Technologies Private Limited, a joint venture of the Company		
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Signed this Day of..... 2024
Signature of Shareholder
Signature of Proxy holder(s)

Affix
Revenue
Stamp

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



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CONSENT FOR SHORTER NOTICE

To

The Board of Directors

Aditya Infotech Limited

F-28, Okhla Industrial Area,

Phase-1, Delhi-110020

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

Dear Sir(s),

I, *[name of the member]*, son/daughter of *[name of father of the member]*, resident of *[address of the member]*, a registered Shareholder of Aditya Infotech Limited, be and hereby give my consent to hold the Extra Ordinary General Meeting of the Company at a Shorter Notice on June 17, 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

