

NOTICE FOR CONVENING EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FOURTH EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2024-25 OF THE SHAREHOLDERS OF ADITYA INFOTECH LIMITED SCHEDULED TO BE HELD ON FRIDAY, MARCH 21, 2025 AT 11.00 AM AT ITS CORPORATE OFFICE AT A-12, SECTOR 4, NOIDA 201301, UTTAR PRADESH, INDIA TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES: -

Item No. 1

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

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of Aditya Infotech Limited (the “Company” and such board of directors, the “Board”) and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (**“Companies Act”**), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) (**“SEBI Listing Regulations”**), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Mr. Himanshu Baid (DIN:00014008) , who has provided his consent in writing to act as an independent director of the Company and possesses relevant expertise and experience and has submitted a declaration in writing that he meets the criteria for appointment as an independent director under the Companies Act and the SEBI Listing Regulations and is eligible for appointment, be and is hereby appointed as an independent director on the board of directors of the Company (the “Board”), who shall hold office for a term of five (5) years commencing on March 18, 2025, and shall not be liable to retire by rotation.

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

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

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

RESOLVED FURTHER THAT, the Company does note the declaration in writing from Mr. Himanshu Baid in Form No. DIR-8 confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

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

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

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

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

Item No. 2

TO CONSIDER AND APPROVE REVISION IN REMUNERATION OF MR. HARI SHANKER KHEMKA (DIN: 00514501), CHAIRMAN CUM WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit to approve revision in remuneration of Mr. Hari Shanker Khemka (DIN: 00514501) the Chairman cum Whole Time Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification to the resolution passed by the shareholders on March 30, 2024 and pursuant to the provisions of Section 178, 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification 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, the Nomination and Remuneration Policy of the Company and the Articles of Association of the Company as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee ("NRC") and the approval of the Board of Directors of the Company dated March 18, 2025, the consent of the members of the company be and is hereby accorded to revise the remuneration of Mr. Hari Shanker Khemka (DIN:00514501) Chairman cum Whole time Director of the Company with effect from April 01, 2025 for his remaining tenure.

RESOLVED FURTHER THAT pursuant to section 197 of the Companies Act, post such revision, remuneration of all Executive Directors collectively shall not exceed 10% of the net profits of the Company and the remuneration of Mr. Hari Shanker Khemka (DIN:00514501) shall be in accordance with the principle terms

and conditions as set out in the explanatory statement annexed hereto, in such manner as may be agreed between the Board of Directors and Mr. Hari Shanker Khemka (DIN: 00514501) as stated below:

1. Salary of INR. 4,20,00,000 /- (Indian Rupees Four Crores Twenty Lakhs only) annually;
2. Other Benefits & Perquisites as per the Company's policy not exceeding INR 52,00,000/- (Indian Rupees Fifty-Two Lakhs only) annually.

RESOLVED FURTHER THAT Mr. Hari Shanker Khemka shall not be entitled to any sitting fee for attending meetings of the Board and/or any Committee of Board.

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."

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

Item No. 3

TO CONSIDER AND APPROVE REVISION IN REMUNERATION OF MR. ADITYA KHEMKA (DIN: 00514552), MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit to approve revision in the remuneration of Mr. Aditya Khemka (DIN: 00514552) in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification to the resolution passed by the shareholders on March 30, 2024 and pursuant to the provisions of Section 178, 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification 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, the Nomination and Remuneration Policy of the Company and the Articles of Association of the Company as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee ("NRC") and the approval of the Board of Directors of the Company dated March 18, 2025, the consent of the members of the company be and is hereby accorded to revise the remuneration of Mr. Aditya Khemka (DIN:00514552) Managing Director of the Company with effect from April 01, 2025, for his remaining tenure.

RESOLVED FURTHER THAT pursuant to section 197 of the Companies Act, post such revision, remuneration of all Executive Directors collectively shall not exceed 10% of the net profits of the Company and the remuneration of Mr. Aditya Khemka (00514552) shall be in accordance with the principle terms and

conditions as set out in the explanatory statement annexed hereto, in such manner as may be agreed between the Board of Directors and Mr. Aditya Khemka (DIN:00514552) as stated below:

1. Salary of INR 10,56,00,000 /- (Indian Rupees Ten Crores Fifty-Six Lakhs only) annually;
2. Other benefits & perquisites as per Company's policy not exceeding INR 67,50,000/- (Indian Rupees Sixty Seven Lakhs Fifty Thousand only) annually;
3. 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 Mr. Aditya Khemka shall not be entitled to any sitting fee for attending meetings of the Board and/or any Committee of Board and in terms of the Articles of Association of the Company, Mr Khemka shall not be liable to determination by retirement by rotation.

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 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.

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

Item No. 4

TO CONSIDER AND APPROVE REVISION IN REMUNERATION OF MR. ANANMAY KHEMKA (DIN: 10782656), WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit to approve revision in the remuneration of Mr. Ananmay Khemka (DIN: 10782656) in this regard, pass the following resolution as a **Special Resolution**:

RESOLVED THAT in partial modification to the resolution passed by the shareholders on March 30, 2024 and pursuant to the provisions of Section 178, 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification 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, the Nomination and Remuneration Policy of the Company and the Articles of Association of the Company as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee ("NRC") and the approval of the Board of Directors of the Company dated March 18, 2025, the consent of the members of the company be and is hereby accorded to revise the remuneration of Mr. Ananmay Khemka (DIN: 10782656) Whole time Director of the Company with effect from April 01, 2025, for his remaining tenure.

RESOLVED FURTHER THAT pursuant to section 197 of the Companies Act, post such revision, remuneration of all Executive Directors collectively shall not exceed 10% of the net profits of the Company and the remuneration of Mr. Ananmay Khemka (DIN: 10782656) shall be in accordance with the principle terms and conditions as set out in the explanatory statement annexed hereto, in such manner as may be agreed between the Board of Directors and Mr. Ananmay Khemka (DIN: 10782656) as stated below:

1. Salary of INR 1,20,00,000 (Indian Rupees One Crore Twenty Lakhs only) annually;
2. Other Benefits & Perquisites as per the Company's policy not exceeding INR 60,00,000 (Indian Rupees Sixty Lakhs only) annually.
3. Profit linked incentive not exceeding 25% of annual salary.

RESOLVED FURTHER THAT Mr. Anamay Khemka shall not be entitled to any sitting fee for attending meetings of the Board and/or any Committee of Board.

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

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

FOR ADITYA INFOTECH LIMITED

Sd/-

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

Date: **18.03.2025**
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.

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

ITEM NO. 1

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

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

Name of the Director	Mr. Himanshu Baid
Directors Identification Number	00014008
Date of Birth (Age in years)	08.06.1968 (56 years)
Original date of appointment	March 18, 2025
Qualifications	Bachelor's degree in engineering (Electronics and communication)
Experience and expertise in specific functional area	<p>Himanshu Baid is the Managing Director of Poly Medicure Limited (POLYMED).</p> <p>He worked with Philips Communication Industries as a trainee Engineer for 6 months in Nuremberg, Germany.</p> <p>He started POLYMED in 1995 with his brothers and has over 25 years of experience in manufacturing disposable medical devices.</p> <p>Under leadership of Himanshu, POLYMED today is:</p> <ul style="list-style-type: none"> • Largest exporter of consumable Medical Devices for last 10 years from India (Over Rs.500 crores exports per year to 120+ countries). • 12 manufacturing plants. Over 1.2 Billion Devices manufacturing capacity per annual .More than 200+ products. • Highest number of Medical Devices patents granted

	<p>from India – 400+ patents.</p> <ul style="list-style-type: none"> Over 3500 employees. 70+ people working in R&D Team. Revenue of Rs. 1375.76 Crores in FY24. <p>He is also the Chairman of CII National Medical Technology Forum (Formally CII Medical Technology Division), Managing Committee Member of PHD Chamber of Commerce and NATHEALTH's Governing Council Member.</p>
Date of First appointment on the Board	March 18, 2025
Shareholding in the Company	Nil
Remuneration last drawn	Nil
No. of Board meetings attended during the year 2024-25	Not Applicable
Terms and conditions of appointment and remuneration	As per Appointment Letter
Relationship with other Directors or KMPs	None
Directorships held in other companies in India	<ol style="list-style-type: none"> Poly Medicure Limited Polycure Martech Limited PHD Chamber of Commerce and Industry Plan1 Health India Private Limited Exicom Tele-Systems Limited
Membership / Chairmanship of committees in public limited and listed companies in India	<ol style="list-style-type: none"> Member of Nomination and Remuneration Committee of Exicom Tele-Systems Limited Member of Stakeholder Committee of Poly Medicure Limited. Member of Risk Management Committee of Poly Medicure Limited.
Justification	In Compliance of SEBI ICDR Regulations, 2015 and keeping in view of rich knowledge and experience of Mr. Himanshu Baid, which could be utilized to put appropriate strategies for growth of business activities of the Company, the Board has recommended the appointment of Mr. Himanshu Baid as a Non-Executive Independent Director of the Company.
Brief Resume of the Director	<p>Himanshu Baid, aged 56 years is the Managing Director of Poly Medicure Limited (POLYMED). He holds a bachelor's degree in engineering (Electronics and communication). Himanshu worked with Philips Communication Industries as a trainee Engineer for 6 months in Nurenberg, Germany.</p> <p>He is very passionate about doing business development inside and outside the country and his moto is to provide Medical Devices at an affordable cost to society.</p> <p>He started POLYMED in 1995 with his brothers and has over 25 years of experience in manufacturing disposable medical devices.</p>

	<p>Under leadership of Himanshu, POLYMED today is:</p> <ul style="list-style-type: none"> • Largest exporter of consumable Medical Devices for last 10 years from India (Over Rs.500 crores exports per year to 120+ countries). • 12 manufacturing plants. Over 1.2 Billion Devices manufacturing capacity per annual .More than 200+ products. • Highest number of Medical Devices patents granted from India – 400+ patents. • Over 3500 employees. 70+ people working in R&D Team. • Revenue of Rs. 1375.76 Crores in FY24. <p>He is also the Chairman of CII National Medical Technology Forum (Formally CII Medical Technology Division), Managing Committee Member of PHD Chamber of Commerce and NATHEALTH's Governing Council Member.</p> <p>Himanshu has keen interest in Sports (Cricket & Tennis).</p>
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Keeping in view his rich knowledge and experience, which could be utilized to put appropriate strategies for growth of business activities of the Company, the Board has recommended the appointment of Mr. Himanshu Baid as a Non-Executive Independent Director for a term of five (5) years subject to he being satisfying the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

A copy of the draft letter of appointment of Mr. Himanshu Baid setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 10:00 a.m. to 1:00 p.m. up to the date of EGM and will also be available for inspection at the venue of the EGM.

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

ITEM No. 2

The Shareholders are aware of the relentless efforts made by Mr. Hari Shanker Khemka in building the Company and "CP PLUS" as a brand which makes the Company a leader in the surveillance camera Industry across the Country. He is the founder cum promoter of the Company and due to his administrative and leadership skills the Company has scaled new heights. To recognize and reward his contribution in the growth journey of the Company so far and to ensure his remuneration is commensurate with the roles and responsibilities being handled, 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, 2025, as per the revised remuneration structure being part of the proposed resolution no. 2.

As the Company is planning to go for listing in immediate future, its considered prudent to take approval of shareholders through a special resolution in order to ensure compliance with Regulation 17(6)(e) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”), as the aggregate remuneration payable to the Executive Directors being promoters exceeds 5% of the net profits of the Company.

Further, pursuant to Section 197 and 198 of the Companies Act, 2013 (“Act”) and the applicable provisions of the of the Act, post such revision in salary of Mr Hari Shanker Khemka, remuneration of all Executive Directors collectively shall not exceed 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013

Mr. Hari Shanker Khemka is the Chairman and Whole-time Director on the Board of our Company and was re-appointed as the Whole-time Director for a term of five years commencing from October 23, 2023, to October 22, 2027. He holds a bachelor’s degree in science (chemistry) from Hindu College, University of Delhi. He has approximately 30 years of experience in the information technology and electronic video surveillance sector. In our company he manages legal, administration and strategic planning. He has been awarded the ‘yugaantar district award’, ‘best president award’, ‘governor’s pinnacle award’ and ‘governor’s expression of gratitude’ by Rotary Club Delhi Premier.

Remuneration proposed:

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on March 18, 2025 has approved the revised terms of remuneration of Mr. Hari Shanker Khemka as the Whole Time Director of the Company w.e.f April 1, 2025 for his remaining tenure.

The resolution is accordingly recommended by the Board for approval by the Members of the Company.

Except Mr. Hari Shanker Khemka, Chairman cum Whole Time Director, Mr. Aditya Khemka, Managing Director, Mr. Ananmay Khemka, Whole time Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

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	71 years
Qualifications	Graduation: Bachelor’s degree in science (chemistry) from Hindu College, University of Delhi
Experience	Approximate 30 years of experience in the information technology and electronic video surveillance sector
Terms and conditions of appointment or reappointment	N.A.
Last Drawn Remuneration	The remuneration received by Shri Hari Shanker Khemka during the FY 2024-25 is as follows: 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.	
Date of First Appointment on Board	27/03/1995	
No. of shares held in Company	1,97,19,250 equity shares of INR 10/- each	
Relationship with other Directors	Mr. Aditya Khemka	Son
	Mr. Ananmay Khemka	Grand Son
No. of Board Meeting attended during this FY (till date)	There were Eleven (11) board meetings held during the Financial Year 2024-25 and Mr. Hari Shankar Khemka was present in Ten (10) meetings held during the period.	
Directorships held in other companies in India	1. ARK Infosolutions Private Limited	
Membership / Chairmanship of committees in other companies	N.A.	

ITEM NO. 3

The Shareholders are informed that Mr. Aditya Khemka was re-appointed as Managing Director for a term of five years commencing from April 1, 2024, to March 31, 2029. He is founder cum 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. To recognize and reward his contribution in the growth journey of the Company so far and also to remunerate him adequately commensurate with the roles and responsibilities being handled, it is proposed to approve the revision of the remuneration being paid to Mr. Aditya Khemka. His spirit and enriched experience is very much required for the further growth, development and expansion of Business operations of the Company.

As the Company is planning to go for listing in immediate future, its considered prudent to take approval of shareholders through a special resolution in order to ensure compliance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations"), as the aggregate remuneration payable to the Executive Directors being promoters exceeds 5% of the net profits of the Company.

Further, pursuant to Section 197 and 198 of the Companies Act, 2013 ("Act") and the applicable provisions of the of the Act, post such revision in salary of Mr Aditya Khemka, remuneration of all Executive Directors collectively shall not exceed 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013

Mr. Aditya Khemka is the Managing Director on the Board of our Company. He holds bachelor's degree in commerce from Shri Ram College of Commerce, University of Delhi, and has completed the post graduate

diploma in international business from FORE School of Management, New Delhi. He has approximately 30 years of experience in the information technology and electronic video surveillance sector. In our company he manages growth strategies, business operations investments and core product development. He has been awarded the 'security man of the year - 2023' award by the Business World, 'kautilya award - 2023' by Summit India and 'Asia's greatest leaders 2017' by Asia One.

Remuneration proposed:

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on March 18, 2025 has approved the revised terms of remuneration of Mr. Aditya Khemka as the Managing Director w.e.f April 1, 2025 for his remaining tenure.

The resolution is accordingly recommended by the Board for approval by the Members of the Company.

Except Mr. Hari Shankar Khemka, Chairman cum whole time director, Mr. Aditya Khemka, Managing Director, Mr. Ananmay Khemka, Whole time Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

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	<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>							
Experience	31 years							
Terms and conditions of appointment or reappointment	N.A.							
Last Drawn Remuneration	<ol style="list-style-type: none"> Salary of INR. 53,50,000/- (Indian Rupees Fifty Three Lakhs Fifty Thousand only) per month; Tour and travel expenses not exceeding INR. 4,00,00,000/- (Indian Rupees Four Crores) annually; Other benefits & perquisites as per Company's policy not exceeding INR 97,00,000/- (Indian Rupees Ninety Seven lakhs only) annually; Performance Linked Incentive shall be payable as follows: <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</td><td>Payable on Monthly basis on</td></tr> </table> 		A	0.40% on Total Net Sales/ Net Turnover	Payable on Monthly basis on actual sales.	B	0.40% additional	Payable on Monthly basis on
A	0.40% on Total Net Sales/ Net Turnover	Payable on Monthly basis on actual sales.						
B	0.40% additional	Payable on Monthly basis on						

	.	incentive on Net Incremental Sales/ Net Turnover	actual sales .	
Date of First Appointment on Board	27/03/1995			
No. of shares held in Company	6,11,14,950 equity shares of INR 10/- each			
Relationship with other Directors	Mr. Hari Shanker Khemka		Father	
	Mr. Ananmay Khemka		Son	
No. of Board Meeting attended during this FY	There were Eleven (11) board meetings held during the Financial Year 2024-25 and Mr. Aditya Khemka was present at all the meetings held during the period.			
Directorships held in other companies in India	1. AIL Dixon Technologies Private Limited 2. ARK Infosolutions Private Limited 3. YPO Gurgaon Chapter Association 4. YPO Delhi Chapter			
Membership / Chairmanship of committees in other companies	N.A.			

ITEM NO. 4

The shareholders are informed that Mr. Ananmay Khemka was appointed as Whole-Time Director for a term of five years commencing from September 23, 2024, to September 22, 2029 and during the period the Company has shown tremendous growth, he played a vital role in achieving the targets of the Company. Considering his incredible contribution, the Board of Directors of the Company has recommended to revise the remuneration of Mr. Ananmay Khemka a whole time director of the company.

As the Company is planning to go for listing in immediate future, its considered prudent to take approval of shareholders through a special resolution in order to ensure compliance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations"), as the aggregate remuneration payable to the Executive Directors being promoters exceeds 5% of the net profits of the Company.

Further, pursuant to Section 197 and 198 of the Companies Act, 2013 ("Act") and the applicable provisions of the of the Act, post such revision in salary of Mr Khemka, remuneration of all Executive Directors collectively shall not exceed 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.

Ananmay Khemka is a Whole-time Director on the Board of our Company. He holds a bachelor's degree in global management (leadership & management) from Regent's University, London. He has over 4 years of experience in the internet of things sector in our Company. He has joined our Company in July 2020 as

manager – strategy & business development and was subsequently appointed as a Whole-time Director on our Board since September 23, 2024.

Remuneration proposed:

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on March 18, 2025 has approved the revised terms of remuneration of Mr. Aditya Khemka as the Managing Director w.e.f April 1, 2025, for his remaining tenure.

The resolution is accordingly recommended by the Board for approval by the Members of the Company.

Except Mr. Hari Shankar Khemka, Chairman (Under whole time director category), Mr. Aditya Khemka, Managing Director, Mr. Ananmay Khemka, Whole time Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

Age	25 years	
Qualifications	Graduation: Bachelor's degree in global management (leadership & management) from Regent's University, London.	
Experience	He has over 4 years of experience in the internet of things sector in our Company	
Terms and conditions of appointment or reappointment	N.A.	
Last Drawn Remuneration	1. Salary of INR 6,25,000 per month/- (Indian Rupees Six Lakhs Twenty-Five Thousand only) per month; 2. Other Benefits & Perquisites as per the Company's policy not exceeding INR 37,90,000/-annually	
Date of First Appointment on Board	23/09/2024	
No. of shares held in Company	9,25,400 equity shares of INR 10/- each	
Relationship with other Directors	Mr. Hari Shanker Khemka	Grand Father
	Mr. Aditya Khemka	Father
No. of Board Meeting attended during this FY	Mr. Ananmay Khemka was appointed as whole time director in the board meeting 23/09/2024 and attend all four (4) board meeting conduct after his appointment.	
Directorships held in other companies in India	N.A.	

Membership / Chairmanship of committees in other companies	N.A.
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Certified to be true.
For **Aditya Infotech Limited**

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

Date: 18.03.2025
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 4th Extraordinary General Meeting (Financial Year 2024-2025) of Aditya Infotech Limited held at 11.00 A.M. on Friday, 21st day of March 2025 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



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 Friday, March 21, 2025 at corporate office of the Company, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:-

S.No.	RESOLUTION	FOR	AGAINST
01	TO CONSIDER AND APPROVE APPOINTMENT OF MR. HIMANSHU BAID AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
02	TO CONSIDER AND APPROVE REVISION IN REMUNERATION OF MR. HARI SHANKAR KHEMKA (DIN: 00514501), CHAIRMAN CUM WHOLE TIME DIRECTOR OF THE COMPANY.		
03	TO CONSIDER AND APPROVE REVISION IN REMUNERATION OF MR. ADITYA KHEMKA (DIN: 00514552), MANAGING DIRECTOR OF THE COMPANY		
04	TO CONSIDER AND APPROVE REVISION IN REMUNERATION OF MR. ANANMAY KHEMKA (DIN: 10782656), WHOLE TIME DIRECTOR OF THE COMPANY		

Signed this Day of..... 2025

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 Friday, March 21, 2025 to seek approval on the matters as proposed in the said notice.

Thanking you,

[name of the member]

Date: []*

Place: []*

ROUTE MAP OF VENUE

