

NOTICE OF THIRTIETH (30th) ANNUAL GENERAL MEETING

NOTICE is hereby given that the **30th Annual General Meeting of Aditya Infotech Limited** is scheduled to be held on Monday, July 07, 2025, at the Corporate Office of the Company situated at A-12, Sector-04, NOIDA-201301 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESSES:

- 1. TO RECEIVE, CONSIDER AND ADOPT STANDALONE AND CONSOLIDATED ANNUAL AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

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

“**RESOLVED THAT** pursuant to the provisions of section 129 and section 134 of the Companies Act, 2013 and the rules made thereunder and any amendment(s) made thereto, the annual audited Standalone and Consolidated Balance Sheet as at March 31, 2025, the Standalone and Consolidated Financial Statement of Profit & Loss Account for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. HARI SHANKER KHEMKA (DIN-00514501), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

To consider and if thought fit to approve re-appointment of Mr. Hari Shanker Khemka as the Director of the Company and pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of section 152(6) of the Companies Act, 2013 and the rules made thereunder, and any amendment made thereto, Mr. Hari Shanker Khemka (DIN: 00514501), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company whose office shall be liable to retire by rotation.”

- 3. TO DECLARE FINAL DIVIDEND ON EQUITY SHARES OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25**

To consider and if thought fit to declare final dividend on equity shares of the Company for the year ended March 31, 2025, at INR 1.64/- approx. per Equity Share of INR 1/- (Indian Rupees One only) each aggregating to 18,00,000,00/- (Indian Rupees Eighteen Crores only) on equity share capital of the Company and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the final dividend on equity shares for the year ended March 31, 2025 at INR 1.64 /- approx. per Equity Share of INR 1/- (Indian Rupees One only) each aggregating to INR 18,00,000,00/- (Indian Rupees Eighteen Crores only) only) on equity share capital of the Company as recommended by the Board of Directors of the Company at their meeting held on July 02, 2025 be and is hereby approved and declared by the Shareholders of the Company.”

SPECIAL BUSINESSES:

4. APPOINTMENT OF M/S. ANUJ GUPTA & ASSOCIATES, COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS FROM THE FINANCIAL YEAR 2025-26

To Consider and if thought fit, pass, the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the shareholders be and is hereby accorded for appointment of M/s. Anuj Gupta & Associates, Practicing Company Secretaries (Firm Registration No. S2015DE314800) as the Secretarial Auditor of the Company for a term of five (5) consecutive years, to hold office of the Secretarial Auditor for the Financial Year 2025-26 on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

5. TO CONSIDER AND ADOPT AMENDMENTS TO ADITYA INFOTECH EMPLOYEE STOCK OPTION PLAN 2024

To Consider and if thought fit, pass, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force) and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, (“SEBI SBEB Regulations”) provisions contained in the memorandum of association and the articles of association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”) and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board”), the consent of the shareholders be and is hereby accorded for the amendment of Clause 11.1 of the Aditya Infotech Employee Stock Option Plan

2024 ("ESOP Scheme"), by reducing the minimum advance notice period for opening of the Exercise Window from 30 (thirty) days to 15 (fifteen) days.

RESOLVED FURTHER THAT Clause 11.1 of the ESOP Scheme shall be substituted with the following text:

"The Board/Committee shall give the employees reasonable advance notice of at least 15 days, prior to the opening of the Exercise Window to allow the employees to arrange for necessary liquidity to exercise the Options."

RESOLVED FURTHER THAT Mr. Hari Shanker Khemka, Mr. Aditya Khemka, Directors, Mr. Yogesh Sharma, Chief Financial Officer, and Ms. Roshni Tandon, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, and execute such documents, as may be necessary or expedient to give effect to this resolution."

By the order of the Board
For **Aditya Infotech Limited**

Sd/-
Roshni Tandon
Company Secretary & Compliance Officer

Date: July 03, 2025

Place: Noida

NOTES:

1. **Section 105(2):** A SHAREHOLDER ENTITLED TO ATTEND THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF/HERSELF, AND SUCH A PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY SUBJECT TO PROVISIONS OF THE ARTICLES OF ASSOCIATION. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. THE PROXY FORM IN THE PRESCRIBED FORMAT MGT-11 IS ATTACHED FOR DOING THE NEEDFUL, IF REQUIRED.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. **Section 105(8): Requirement of giving three days’ 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 not less than 3 days’ written notice of his/ her intention of doing the inspection.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution/ authorization letter, authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members are requested to notify any change in their address/ mandate/ other details immediately to the Company at its registered office.
6. **The documents, if any referred to in the resolution mentioned are available for inspection during 10.00 a.m. to 1.00 p.m.** up to the Meeting except holidays at the Registered Office of the Company and copies thereof shall also be made available for inspection at the venue of Meeting.
7. **Section 170: Register of Directors and their shareholding**
In accordance with the requirement of the Section 170 of the Companies Act, 2013, register of Directors 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.
8. **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 at the Annual 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.
9. The Register of Members of the Company will remain closed from July 4, 2025 to July 7, 2025 (both days inclusive) for the purpose of AGM and payment of Final Dividend to be declared.
10. Route map to the venue of the meeting is annexed.

By order of the Board
For **Aditya Infotech Limited**

Sd/-
Roshni Tandon
Company Secretary & Compliance Officer

Date: July 03, 2025
Place: Noida

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

ITEM NO. 4 – APPOINTMENT OF SECRETARIAL AUDITOR

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), every listed company and certain other classes of companies, as prescribed, are mandatorily required to annex a Secretarial Audit Report to the Board's Report prepared under Section 134(3) of the Act. The Secretarial Audit Report is to be issued by a Practicing Company Secretary in Form MR-3.

Further, pursuant to the amendments introduced under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its Annual Report. The said regulation further mandates that the Secretarial Auditor appointment shall be approved by the shareholders at the Annual General Meeting

Accordingly, the Board of Directors at its meeting held on **July 02, 2025**, pursuant to the recommendations of the Audit Committee, appointed M/s, Anuj Gupta and Associates, Practicing Company Secretaries (Firm Registration No. S2015DE314800) as the Secretarial Auditor of the Company for a one (1) term of a period of five (5) years, commencing on Financial year 2025-26, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

While recommending M/s, Anuj Gupta and Associates ("the firm") for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. The Firm was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s Anuj Gupta and Associates is an Associate Member firm of the Institute of Company Secretaries of India (ICSI) and a Company Secretary in Practice with over 10 years of experience. The firm is engaged in providing a wide range of secretarial and certification services, including promotion, formation, and incorporation of companies and related matters, secretarial audit and certification services, signing of annual returns, pre-certification and e-filing of various e-forms, and other compliance matters related to the Registrar of Companies (ROC).

The terms and conditions of appointment of the proposed Secretarial Audit firm include a tenure of five years commencing from Financial year 2025-26, in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The proposed remuneration to be paid to M/s. Anuj Gupta and Associates, for the financial year 2025-26 is INR 60,000/- (Rupees Sixty Thousand only) plus out of pocket expenses and applicable taxes.

The proposed remuneration has been determined after considering the scope of audit, the complexity of work, the firm's experience in the industry, the size of the engagement team, and the time and professional expertise required to carry out the assignment effectively. Any additional fees payable for statutory certifications or other professional services shall be determined separately by the management in

consultation with the audit firm, subject to approval of the Board of Directors and/or the Audit Committee, as applicable. The remuneration for subsequent financial years will be fixed and approved by the Board and/or the Audit Committee, from time to time.

The Firm has provided its consent to act as the Secretarial Auditors of the company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Companies Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s Anuj Gupta and Associates as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

ITEM NO. 5 - TO APPROVE THE AMENDMENT IN THE ADITYA INFOTECH EMPLOYEE STOCK OPTION PLAN 2024

The shareholders are informed that pursuant to Clause 11.1 of the Aditya Infotech Employee Stock Option Plan 2024 ("ESOP Scheme"), a minimum advance notice of 30 days is required to be given to employees prior to the opening of the Exercise Window, in order to allow them sufficient time to arrange the necessary liquidity to exercise their vested stock options.

In light of the proposed listing of equity shares pursuant to proposed Initial Public Offering (IPO) of the Company and the commencement of vesting of stock options under the ESOP Scheme, it is anticipated that following the exercise of stock options by employees, the Company will be required to complete several procedural steps such as intimation to employees, receipt of application money, allotment of equity shares, and crediting of such shares to the respective demat accounts of the employees.

Accordingly, with a view to facilitating timely execution of such exercises, especially in situations where prevailing market conditions or corporate actions may necessitate quicker action, the Nomination and Remuneration Committee by way of resolution by circulation on June 28, 2024 and Board of Directors of the Company, at its meeting held on June 02, 2025, recommended and approved an amendment to Clause 11.1 of the ESOP Scheme to reduce the minimum notice period from 30 days to 15 days. The proposed amendment continues to ensure that employees are provided with reasonable and sufficient time to arrange for liquidity and make informed decisions.

The amendment is in the best interest of the employees and fully complies with applicable laws.

The text of Clause 11.1 of the ESOP Scheme is proposed to be amended as under:

- Existing Clause 11.1:

"The Board/Committee shall give the employees reasonable advance notice of at least 30 days, prior to the opening of the Exercise Window to allow the employees to arrange for necessary liquidity to exercise the Options."

- Proposed Clause 11.1:

“The Board/Committee shall give the employees reasonable advance notice of at least 15 days, prior to the opening of the Exercise Window to allow the employees to arrange for necessary liquidity to exercise the Options.”

A copy of the modified ESOP Scheme incorporating the above amendment is available for inspection at the Registered Office of the Company during business hours on working days up to the date of the Annual General Meeting and shall also be available during the meeting.

The Board recommends the resolution for approval of the shareholders by way of the **Special Resolution**.

None of the Directors, Key Managerial Personnel (KMPs), or their relatives is, in any way, concerned or interested in the resolution, except to the extent of the options that may be granted to them under the ESOP Scheme.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT
(Pursuant to clause 1.2.5 of the Secretarial Standard – 2)

Name of Director	Mr. Hari Shanker Khemka
Age	71 Years
Director Identification Number (DIN)	00514501
Qualification	He holds the bachelor's degree in science (chemistry) from Hindu College, University of Delhi
Experience	He has approximately 29 years of experience in the information technology and electronic video surveillance sector
Terms and Conditions of re-appointment	Appointment as a chairman and whole-time director, liable to retire by rotation, other terms as per agreement executed with the company.
Date of first appointment on the Board	March 27, 1995
Details of remuneration sought to be paid and the remuneration last drawn by such person	As a chairman cum whole Time Director, his total remuneration is as follows: <ol style="list-style-type: none"> 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.
Shareholding in the Company	<ol style="list-style-type: none"> 1. 100 equity shares held in his own name. 2. 7,80,350 equity shares held through HUF being kata of HUF. 3. 1,97,19,150 equity shares held through trust being trustee of a discretionary trust
Relationship with the other Directors, Managers and other Key Managerial personnel	Father of Managing Director Mr. Aditya Khemka and Grand Father of Whole time Director – Mr. Ananmay Khemka
The Number of Meetings of the Board attended during the year	Eleven
Directorship held in other Companies	ARK Infosolutions Private Limited
Membership / Chairmanship of Committee(s) of other Companies:	None

ATTENDANCE SLIP

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

I/We hereby record my/our presence at the 30th Annual General Meeting (Financial Year 2024-2025) of Aditya Infotech Limited held at 11:00 HRS on Monday , 07th day of July 2025 at Corporate Office of the Company situated at A-12, Sector-04, NOIDA-201301

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)

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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 30th Annual General Meeting of members of the Company, to be held on Monday, July 07, 2025 at 11:00 A.M. at corporate office of the situated at A-12, Sector-04, Noida-201301, and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	RESOLUTION(s)	FOR	AGAINST
1.	To receive, consider and adopt the Standalone and consolidated annual audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a director in place of Mr. Hari shanker Khemka (DIN-00514501), who retires by rotation and being eligible, offers himself for re-appointment		
3.	To declare final dividend on equity shares of the company for the financial year 2024-25;		
4.	Appointment of M/s. Anuj Gupta & Associates, Company Secretaries, as the Secretarial Auditor of the Company for a term of five consecutive years from the Financial Year 2025-26		

5.	To consider and adopt amendments to Aditya Infotech Employee Stock Option Plan 2024		
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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.

ROUTE MAP OF VENUE

