



ADEKA India Private Limited

Unit No. 206, Wing-A, Dynasty Business Park, Andheri - Kurla Road,
Andheri (East), Mumbai - 400 059. India. Tel. : 022-4026 3301/2
E-mail : info@adekaindia.com Web : <http://www.adekaindia.com>
Corporate Identity Number (CIN): U24200MH2007FTC173713

SHORTER NOTICE OF 18TH ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting of the Members of **Adeka India Private Limited**, subject to consent of the members under section 101(1) of the Companies Act, 2013, will be held at a **Shorter Notice** at 10.00 A.M. on Friday, 6th June, 2025 at The Boardroom, JW Marriott Mumbai Sahar, IA Project Road, Chhatrapati Shivaji International Airport, Andheri East, Mumbai 400099 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Annual Financial Statements of the Company for the year ended 31st March, 2025 along with the Auditors' Report and the Directors' Report thereon.

SPECIAL BUSINESS:

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

"**RESOLVED THAT** pursuant to Section 196 and any other applicable provisions of the Companies Act, 2013 and Rules thereto, approval of the members be and is hereby accorded to re-appoint Mr. Kailash C. Trehan (DIN: 06703133) as a Director and Manager for a period of 1 (One) year on the terms and conditions, including remuneration, as set out in the Employment Agreement between the Company and Mr. Trehan, effective 1st April, 2025."

Date: 30th May, 2025

**By order of Board of Directors,
for ADEKA India Private Limited**

Regd. Office: Unit No. 206, 'A' Wing,
Dynasty Business Park,
Andheri-Kurla Road,
Andheri East, Mumbai - 400059

Sd/-
KAILASH CHANDRA TREHAN
Director
DIN: 06703133



ADEKA India Private Limited

Unit No. 206, Wing-A, Dynasty Business Park, Andheri - Kurla Road,
Andheri (East), Mumbai - 400 059. India. Tel. : 022-4026 3301/2
E-mail : info@adekaindia.com Web : <http://www.adekaindia.com>
Corporate Identity Number (CIN): U24200MH2007FTC173713

Notes:

- a. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
- b. A proxy, in order to be valid, should reach the Company, not less than 48 hours before the meeting. The proxy need not be a member of the Company.
- c. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- d. Pursuant to section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.
- e. All the documents referred to in the Notice are available for inspection at the Registered Office of the Company on all the working days between 10.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
- f. Members can raise any queries on the financial statements in advance by sending their queries to email id: trehankc@adekaindia.com or can raise queries at the meeting.
- g. A route map to the venue of the meeting is attached with this Notice.

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

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 2:

Mr. Kailash C. Trehan's Employment Agreement expired on 31st March, 2025. Vide a Board Resolution passed on 17th March, 2025 Board reappointed Mr. Trehan as a Director and Manager for a period of 1 (One) year with effect from 1st April, 2025 and approved execution of a fresh Employment Agreement effective from that date. This appointment is subject to approval by the Members at the Annual General Meeting. A copy of Employment Agreement is attached as **Annexure 1** to this Notice. Summary of changes in the Employment Agreement as compared to earlier agreement:



ADEKA India Private Limited

Unit No. 206, Wing-A, Dynasty Business Park, Andheri - Kurla Road,
Andheri (East), Mumbai - 400 059. India. Tel. : 022-4026 3301/2
E-mail : info@adekaindia.com Web : <http://www.adekaindia.com>
Corporate Identity Number (CIN): U24200MH2007FTC173713

1. Revision in annual salary from INR 12,200,000 (INR Twelve Million Two Hundred Thousand Only) to INR 12,500,000 (INR Twelve Million Five Hundred Thousand Only) with effect from 1st of April, 2025.
2. Introduction of gratuity (Retirement Benefit) as part of Mr. Trehan's remuneration w.e.f. 8th February, 2019.

On 8th February, 2019, as per terms of Employment Agreement, Mr. Trehan retired at age of 60 years. At time of retirement, Mr. Trehan was paid gratuity (less taxes) for total number of years of service till that date. Thereafter, Mr. Trehan was employed as a Director and Manager on a yearly contract basis. Initial idea was that Mr. Trehan will work for 2-3 years, so gratuity was not made a part of his remuneration. However, now Mr. Trehan has been working on yearly contract basis for more than 5 (five) years. As per Indian Gratuity Act, when an employee works for a continuous period of 5 years or more, at time of retirement / resignation, gratuity has to be paid. Therefore, it is proposed to introduce gratuity to Mr. Trehan w.e.f. 8th February, 2019

Mr. Trehan has been a Manager in the Company since its incorporation in 2007 and a Director since September, 2013. Previously, Mr. Trehan was engaged as a General Manager with Takaroku Shoji Company Limited.

Except Mr. Trehan, none of the other directors are interested, financially or otherwise, in this Resolution.

Board recommends the Ordinary Resolution set out at Item No. 2 of this Notice for approval by the Members.

Date: 30th May, 2025

Regd. Office: Unit No 206, 'A' Wing,
Dynasty Business Park,
Andheri-Kurla Road,
Andheri (E), Mumbai - 400059.

**By order of Board of Directors,
for ADEKA India Private Limited,**

Sd/-

KAILASH CHANDRA TREHAN
Director
DIN: 06703133



ADEKA India Private Limited

Unit No. 206, Wing-A, Dynasty Business Park, Andheri - Kurla Road,
Andheri (East), Mumbai - 400 059. India. Tel. : 022-4026 3301/2
E-mail : info@adekaindia.com Web : <http://www.adekaindia.com>
Corporate Identity Number (CIN): U24200MH2007FTC173713

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: U24200MH2007FTC173713

Name of the Company: Adeka India Private Limited

Registered Office: Unit No. 206, 'A' Wing, Dynasty Business Park, Andheri-Kurla Road,
Andheri (E), Mumbai – 400059.

Name of the Member:

Registered Address:

Email id:

Name of the Authorised Representative:

I/we, being the authorized representative of the member who holds _____ shares of
the above named company, hereby appoint:

1. Name:

Address:

Email Id:

Signature:

Or failing him

2. Name:

Address:

Email Id:

Signature:

as my proxy to attend and vote (on a poll) for me and on my behalf at the 18th Annual General
Meeting of the Company, to be held on 6th day of June, 2025 at 10.00 a.m. at The Boardroom, JW



ADEKA India Private Limited

Unit No. 206, Wing-A, Dynasty Business Park, Andheri - Kurla Road,
Andheri (East), Mumbai - 400 059. India. Tel. : 022-4026 3301/2
E-mail : info@adekaindia.com Web : <http://www.adekaindia.com>
Corporate Identity Number (CIN): U24200MH2007FTC173713

Marriott Mumbai Sahar, IA Project Road, Chhatrapati Shivaji International Airport, Andheri East, Mumbai 400099 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolution No.	Description	Type of Resolution
Ordinary Business			
	1.	Receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2025, the Directors' Report and the Auditors' Report thereon.	Ordinary
Special Business			
	2	Reappointment of Mr. Kailash C. Trehan as Director and Manager of the Company for a period of 1 (one) year with effect from 1 st April, 2025.	Ordinary

Signed this _____ day of _____ 2025.

Affix
Revenue
Stamp

Signature of Shareholder/ Authorised Representative:

Signature of Proxy holder:

Note: This proxy form 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.



ADEKA India Private Limited

Unit No. 206, Wing-A, Dynasty Business Park, Andheri - Kurla Road,
Andheri (East), Mumbai - 400 059. India. Tel. : 022-4026 3301/2
E-mail : info@adekaindia.com Web : <http://www.adekaindia.com>
Corporate Identity Number (CIN): U24200MH2007FTC173713

SHORTER NOTICE CONSENT

[pursuant to provisions of Section 101(1) of the Companies Act, 2013]

To,

The Board of Directors,
Adeka India Private Limited,
206, 'A' Wing, Dynasty Business Park,
Andheri-Kurla Road, Andheri East,
Mumbai - 400059.

Subject: Consent to hold 18th Annual General Meeting at Shorter Notice

We, _____ (Name of the shareholder) having registered office at _____, Member of Adeka India Private Limited, holding _____ (_____) number of shares of Rs. 10- each (representing __% of total paid-up capital of the Company) hereby give consent pursuant to provisions of Section 101(1) of the Companies Act, 2013 to hold the 18th Annual General Meeting of the company at 10.00 a.m. on Friday, 6th June, 2025 at The Boardroom, JW Marriott Mumbai Sahar, IA Project Road, Chhatrapati Shivaji International Airport, Andheri East, Mumbai 400099, India at a **Shorter Notice**.

Authorised Signatory

Date:

Place: