

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74899DL1995PLC066784

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCA1601R

(ii) (a) Name of the company

ADITYA INFOTECH LIMITED

(b) Registered office address

F-28, OKHLA INDUSTRIAL AREA PHASE - 1 NA
NEW DELHI
Delhi
110020
India

(c) *e-mail ID of the company

companysecretary@adityagroup.com

(d) *Telephone number with STD code

01204555666

(e) Website

www.adityagroup.com

(iii) Date of Incorporation

27/03/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 28/10/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☒ Yes ☐ No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension F64345218

Pre-fill

(e) Extended due date of AGM after grant of extension 31/12/2023

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Shenzhen CP Plus International		Subsidiary	100
2	AIL Dixon Technologies Private	U32309UP2017PTC090189	Joint Venture	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,050,000	2,050,000	2,050,000	2,050,000
Total amount of equity shares (in Rupees)	50,500,000	20,500,000	20,500,000	20,500,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	5,050,000	2,050,000	2,050,000	2,050,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,500,000	20,500,000	20,500,000	20,500,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	2,500,000	2500000	25,000,000	25,000,000	

Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
Decrease during the year	0	450,000	450000	4,500,000	4,500,000	0
i. Buy-back of shares	0	450,000	450000	4,500,000	4,500,000	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	0	2,050,000	2050000	20,500,000	20,500,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐

Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☒

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		30/09/2022	
Date of registration of transfer (Date Month Year)		10/03/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	410,000	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		IN30021426221771	
Transferor's Name	Khemka	Shanker	Hari
	Surname	middle name	first name
Ledger Folio of Transferee		IN30021426228550	
Transferee's Name	Khemka		Aditya
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		10/03/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	207,000	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		IN30021426234735	
Transferor's Name	Khemka		Rishi
	Surname	middle name	first name
Ledger Folio of Transferee		IN30021426228550	
Transferee's Name	Khemka		Aditya
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		10/03/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	18,500	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		IN30021426234735	
Transferor's Name	<input type="text" value="Khemka"/>	<input type="text"/>	<input type="text" value="Rishi"/>
	Surname	middle name	first name
Ledger Folio of Transferee		IN30021426335344	
Transferee's Name	<input type="text" value="Khemka"/>	<input type="text"/>	<input type="text" value="Ananmay"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

22,845,466,790

(ii) Net worth of the Company

2,899,305,416

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,006,184	97.86	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	2,006,184	97.86	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	43,816	2.14	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	43,816	2.14	0	0

Total number of shareholders (other than promoters)

4

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	3
Members (other than promoters)	0	4
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	1	2	1	78.86	19
B. Non-Promoter	0	2	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	2	3	2	3	78.86	19

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ADITYA KHEMKA	00514552	Managing Director	1,222,299	
RISHI KHEMKA	00514590	Director	389,500	
HARI SHANKER KHEM	00514501	Whole-time director	394,385	
ABHISHEK DALMIA	00011958	Director	0	
RITU KHURANA	05249479	Director	0	01/11/2023

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	30/09/2022	7	7	100
EXTRAORDINARY MEETING	09/01/2023	7	7	100
EXTRAORDINARY MEETING	27/03/2023	7	7	100

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/06/2022	5	5	100
2	18/08/2022	5	4	80
3	08/09/2022	5	5	100
4	11/11/2022	5	5	100
5	04/01/2023	5	5	100
6	10/03/2023	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	10/06/2022	3	3	100
2	Audit Committee	18/08/2022	3	2	66.67
3	Audit Committee	08/09/2022	3	3	100
4	Audit Committee	04/01/2023	3	3	100
5	Audit Committee	10/03/2023	3	3	100
6	Corporate Social Responsibility	18/08/2022	5	4	80
7	Corporate Social Responsibility	20/02/2023	5	5	100
8	Nomination & Remuneration	10/03/2023	3	3	100
9	Management Information System	04/05/2022	3	3	100
10	Management Information System	18/07/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/10/2023
								(Y/N/NA)

1	ADITYA KHEMKA	6	6	100	7	7	100	Yes
2	RISHI KHEMKA	6	6	100	8	8	100	Yes
3	HARI SHANKER KHEMKA	6	6	100	12	12	100	Yes
4	ABHISHEK DASH	6	5	83.33	8	6	75	No
5	RITU KHURANA	6	6	100	8	8	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Aditya Khemka	Managing Director	36,000,000	102,026,898	0	20,589,836	158,616,734
2	Hari SHanker Khemka	Whole Time Director	24,000,000	0	0	4,209,314	28,209,314
	Total		60,000,000	102,026,898	0	24,799,150	186,826,048

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Pawan Mahur & Associate

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

16961

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

13

dated

23/10/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Hari
Shanker
Khemka

Digitally signed by Hari Shanker Khemka
DN: cn=Hari Shanker Khemka, o=, ou=, email=hshanker@khemka.com
Date: 2023.12.20 16:47:27 +05:30

DIN of the director

00514501

To be digitally signed by

Pawan
Kumar
Mahur

Digitally signed by Pawan Kumar Mahur
Date: 2023.12.20 16:47:27 +05:30

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

8462

 Certificate of practice number

16961

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

AIL List of Shareholders 2022-23.pdf

Approval on AGM extension.pdf

MGT-8-2022-2023-Aditya.pdf

MGT-7Certification-2022-23.pdf

List of Committee Meetings _-22-23.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



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

LIST OF SHAREHOLDERS AS ON 31.03.2023

Name of Shareholders	Shareholding (In Shares)	% Holding
Shri Hari Shanker Khemka	3,94,385	19.24%
Hari Shanker Khemka (HUF)	15,607	0.76%
Shri Aditya Khemka	12,22,299	59.62%
Aditya Khemka (HUF)	421	0.02%
Smt. Shradha Khemka	9,280	0.45%
Shri Rishi Khemka	3,89,500	19.00%
Shri Ananmay Khemka	18,508	0.90%
Total	20,50,000	100.0%

For Aditya Infotech Limited

Hari Shanker Khemka
Director (DIN 00514501)
Add. B-51, Greater Kailash-01,
Delhi-48

Date: 01.12.2023



सत्यमेव जयते

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Office of the Registrar of Companies
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

DATED : 15-09-2023

IN THE MATTER OF M/S ADITYA INFOTECH LIMITED CIN U74899DL1995PLC066784

AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

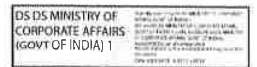
The Company has closed its accounting year on 31-03-2023 and the Annual general meeting of the company is due to be held on 30-09-2023 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN F64345218 on 14-09-2023 requesting for an extension of time for the purpose of holding AGM on the following grounds

Extension of AGM is allowed for 3 Months.

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 3 months 0 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 3 months 0 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.



Yours faithfully,
MANGAL RAM MEENA

Registrar of Companies
RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

ADITYA INFOTECH LIMITED
F-28, OKHLA INDUSTRIAL AREA PHASE - 1 NA, NEW DELHI, Delhi,
India, 110020



Note: This letter is to be generated only when the application is approved by RoC office

LIST OF COMMITTEE MEETINGS HELD DURING F.Y. 2022 - 23

Sr. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				No. of Members Attended	% of attendance
1.	Audit Committee	10/06/2022	3	3	100
2.		18/08/2022	3	2	66.67
3.		08/09/2022	3	3	100
4.		04/01/2023	3	3	100
5.		10/03/2023	3	3	100
6.	Corporate Social Responsibility Committee	18/08/2022	5	4	80
7.		20/02/2023	5	5	100
8.	Nomination & Remuneration Committee	10/03/2023	3	3	100
9.	Management Committee	04/05/2022	3	3	100
10.		18/07/2022	3	3	100
11.		04/10/2022	3	3	100
12.		09/01/2023	3	3	100
13.		27/02/2023	3	3	100

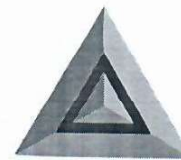
For Aditya Infotech Limited



Hari Shanker Khemka
Director (00514501)

Address: B-51, Greater Kailash Part-1,
Delhi-48

Date: 01.12.2023



CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I, Pawan Mahur & Associates, Company Secretaries to the best of my information and according to the examinations carried out by me and explanations furnished to us by **ADITYA INFOTECH LIMITED** (the Company), its officers and agents and in my opinion;

I certify that the following details as mentioned in Form MGT-7 for the financial year ended March 31, 2023 are true and correct:

1. Registration and other details of the Company.
2. Principal business activities of the company.
3. Particulars of Holding, Subsidiary and Associate Companies (including Joint Ventures).
4. Share Capital, Debentures and other securities of the Company.
5. Transfer of Shares during the year.
6. Indebtedness including debentures (Outstanding as at the end of financial year).
7. Turnover and net worth of the company (as defined in the Companies Act, 2013).
8. Number of Promoters, Members, and Debenture Holders (Details, Promoters, Members (other than promoters), Debenture holders).
9. Composition of Board of Directors and Key Managerial Personnel.
10. Meetings of Members/Class of Members/Board/Committees of the Board of Directors.
11. Minutes of Board Meeting/Committee Meeting and General Meeting.
12. Remuneration of Directors and Key Managerial Personnel.
13. Matters related to certification Of Compliances and Disclosures.
14. Penalty and Punishment - Details thereof.
15. Compliance of Sub-Section (2) of Section 92 of the Companies Act, 2013.

The UDIN generated for the certification of MGT-7

For Pawan Mahur & Associates
(Practicing Company Secretaries)

(Pawan Mahur)

Proprietor

FCS: 8462

COP No.: 16961

UDIN: F008462E002966881

Place: New Delhi

Date: 18/12/2023

FRN: S2023DE946400



FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **ADITYA INFOTECH LIMITED** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on **31st March, 2023**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents; I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has, wherever applicable, complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act;

The Company is Public Limited Company (Limited by shares) and has active status as on date.

2. Maintenance of registers/records & making entries therein within the time prescribed therefore;

The Company has maintained its registers/records and making entries therein, was kept and maintained as per provisions and rules made thereunder and all the entries have been recorded within the time prescribed therefore;

3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time (wherever applicable);

As per the information furnished, the Company has filled applicable forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time. However, the Company was not required to file any forms with the tribunal, court or any other authorities during the under review.

4. Calling/ convening/holding meetings of Board of Directors and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute

Book/registers maintained for the purpose and the same have been signed (wherever applicable);

The Company has called/convened /held meetings of Board of Directors and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings,

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corporatemakers@gmail.com | +91-9899927241 | +91- 11 41411600



proper notices were given and the proceedings have been properly recorded in the minutes book/registers maintained for the purpose and the same have been signed.

5. Closure of Register of Members / Security holders, as the case may be:

During the period under review the Company close the Register of Members as per the provisions of the Companies Act, 2013.

6. Advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act

During the year under review the Company has not given any advances/loans to its Directors and/or persons or firms or Companies referred to under Section 185 of the Companies Act, 2013.

7. Contracts/arrangements with related parties as specified in Section 188 of the Act;

As per the information provided to us, all related party transactions entered during the period under review is in the ordinary course of business and at arm length basis. The Company takes all necessary approval under Section 188 of this Act, wherever applicable.

8. Issue or allotment or transfer or transmission or buy back of any securities/ redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances (Wherever Applicable).

During the relevant financial year, the Shareholders of the Company passed special resolution in the Extra Ordinary General Meeting dated January 09, 2023 for buyback of 4,50,000 (Four Lakh and Fifty Thousand) equity shares and the Company has complied with the applicable provisions of the Act & Rules made thereunder with respect to buy back of equity shares of the Company. The Company has complied all the provisions with respect to the transfer of shares of the Company. However, the Company has not issued or allotted / redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act (Not Applicable);

Not applicable to the Company during the period under review.

10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act. (Not Applicable);

The Company has declared interim dividend of Rs. 11.4/- per equity share aggregating to Rs. 2,85,00,0000 (Two Crore and Eighty - Five Lakhs only) to those shareholders whose name appear in Register of Members as on record date i.e., October 21, 2022. The Company has declared final dividend for the financial year 2022-2023 of Rs. 4.88/- per equity share aggregating to Rs. 1,00,00,0000 (One Crore).

11. Signing of audited financial statements as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

During the period under review, the Company has duly complied with the provisions of Section 134 of the Act for signing of audited financial statements for the period ended 31st March, 2023.



- 12. Constitution/appointment/re-appointments/retirement/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;**
During the period under review, the Company has duly constituted and appointed the Board of Directors, Key Managerial Personnel and all the Directors have given their disclosure as required under the Companies Act, 2013.
- 13. Appointment of auditors as per the provisions of Section 139 of the Act;**
During the period under review, the Company has complied with the provisions related to appointment of Auditors.
- 14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act (Wherever required);**
During the period under review, the Company is not required to obtain any approval from Tribunal, Court or such other authorities under the various provisions of this Act.
- 15. Acceptance/ renewal/repayment of deposits;**
During the period under review, Company has not accepted any deposits hence no provisions are required to be complied.
- 16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;**
During under review, the Company has taken borrowings from, financial institutions, banks and other lenders and has duly created the charge on assets of the Company.
- 17. Loans and investments or guarantee or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act**
The Company has complied with the applicable provisions of the Act with respect of loans or investments or guarantees given to other bodies corporate or persons falling under the provisions of Section 186 of the Act.
- 18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.**
During the period under review, the Company has not altered the provisions of the Memorandum of Association and Articles of Association of the Company.

For Pawan Mahur & Associates
(Practicing Company Secretaries)



(Pawan Kumar Mahur)
Proprietor

FCS: 8462

COP No.: 16961

UDIN: F008462E002966441

Place: New Delhi

Date: 18/12/2023

FRN: S2023DE946400