

FORM NO. MGT-7

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



सत्यमेव जयते

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

CO*****UP.

(d) *Telephone number with STD code

01*****66

(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

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 13/08/2024

(b) Due date of AGM 30/09/2024

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

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	AIL DIXON TECHNOLOGIES PRI	U32309UP2017PTC090189	Joint Venture	50
2	Shenzhen CP Plus International		Subsidiary	100

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				
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)	0	0		

(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	2,050,000	2050000	20,500,000	20,500,000	
Increase during the year	0	0	0	0	0	0
i. Public 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	
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	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	
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 <div></div>						
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)

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		<input type="text"/>	
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			
Transferee's Name			
	Surname	middle name	first name

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

Ledger Folio of Transferee			
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Transferee's Name			
	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
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

27,824,264,221.98

(ii) Net worth of the Company

4,320,364,892.18

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		
	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		

	Total	43,816	2.14	0	0
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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	3	3
Members (other than promoters)	4	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	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	3	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	4	78.86	19

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

6

(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	
HARI SHANKER KHEI	00514501	Whole-time director	394,385	
RISHI KHEMKA	00514590	Director	389,500	23/09/2024
ABHISHEK DALMIA	00011958	Director	0	
AMBIKA SHARMA	08201798	Director	0	
MANISH SHARMA	06549914	Director	0	

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

1

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)
RITU KHURANA	05249479	Director	01/11/2023	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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	28/10/2023	7	7	100
EXTRAORDINARY GENER	30/03/2024	7	5	80.1

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/05/2023	5	5	100
2	21/06/2023	5	4	80

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	27/07/2023	5	3	60
4	13/09/2023	5	3	60
5	23/10/2023	5	5	100
6	13/02/2024	6	5	83.33
7	29/03/2024	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

8

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	08/05/2023	3	3	100
2	Audit Committee	21/06/2023	3	2	66.67
3	Audit Committee	23/10/2023	3	3	100
4	Audit Committee	29/03/2024	3	3	100
5	Corporate Social Responsibility	23/10/2023	5	4	80
6	Corporate Social Responsibility	05/01/2024	5	4	80
7	Nomination & Remuneration	23/10/2023	3	3	100
8	Nomination & Remuneration	29/03/2024	4	4	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	13/08/2024
								(Y/N/NA)
1	ADITYA KHEM	7	7	100	3	3	100	Yes
2	HARI SHANKI	7	7	100	8	6	75	Yes
3	RISHI KHEMK	7	6	85.71	3	3	100	Yes

4	ABHISHEK D/	7	3	42.86	8	6	75	Yes
5	AMBIKA SHAH	2	2	100	1	1	100	Yes
6	MANISH SHAH	2	2	100	2	2	100	Yes

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	HARI SHANKER KH	WHOLE TIME D	30,000,000	0	0	12,300,000	42,300,000
2	ADITYA KHEMKA	MANAGING DIR	51,000,000	111,985,179	0	32,892,770	195,877,949
	Total		81,000,000	111,985,179	0	45,192,770	238,177,949

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

Nitin Bhardwaj & Associates

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

27276

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:

- 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.
- 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
Date: 2024.10.11
10:21:54 +05'30'

DIN of the director

0*5*4*0*

To be digitally signed by

NITIN
BHARDWAJ
Digitally signed by
NITIN BHARDWAJ
Date: 2024.10.11
10:41:25 +05'30'

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number 6*4*3

Certificate of practice number 2*2*6

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 FY 2023-24_s.pd
MGT-8 Adity infotech.pdf
Clarification letter- Annual Return_Promote
Clarification_Annual Return _SBO_BR 020

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



॥ श्रीगुरुः ॥

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 31.03.2024

Sr. No.	Name of Shareholders	Shareholding (In Shares)	% Holding
1.	Shri Hari Shanker Khemka	3,94,385	19.24%
2.	Hari Shanker Khemka (HUF)	15,607	0.76%
3.	Shri Aditya Khemka	12,22,299	59.62%
4.	Aditya Khemka (HUF)	421	0.02%
5.	Smt. Shradha Khemka	9,280	0.45%
6.	Shri Rishi Khemka	3,89,500	19.00%
7.	Shri Ananmay Khemka	18,508	0.90%
	Total	20,50,000	100.0%

For **Aditya Infotech Limited**

Roshni Tandon
Digitally signed by Roshni Tandon
Date: 2024.10.11 17:26:58 +05'30'

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



॥ श्रीहरिः ॥

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



Date: October 11, 2024

To,
The Registrar of Companies
NCT of Delhi & Haryana
4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi - 110019

Subject: Identification of promoters of Aditya Infotech Limited post closure of the financial year 2023-24, pursuant to the Initial Public Offering ('IPO') and disclosure of same in the Annual Return (MGT-7) filed for the year 2023-2024

Dear Sir,

This is in reference to the details included and forming part of the Annual Return in e-form MGT-7 for the FY 2023-24 of **Aditya Infotech Limited** ("the **Company**"). We wish to clarify the following:

1. The shareholders of the Company at their Extraordinary General Meeting held on September 27, 2024, approved to undertake an initial public offering of its equity shares ("**IPO**") and to list the equity shares on the recognized stock exchanges of India. The Draft Red Herring Prospectus dated September 30, 2024, has been filed with the Securities and Exchange Board of India, the National Stock Exchange of India, and BSE Limited (collectively, the "**Stock Exchanges**") on September 30, 2024.
2. In accordance with the definition of 'Promoter' under applicable laws, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), and in light of the proposed IPO, the Board of Directors at their meeting held on September 23, 2024, identified the following individuals/entities as the 'Promoters' of the Company. A certified true copy of the Board resolution is enclosed here with this letter:
 - a) Mr. Hari Shanker Khemka;
 - b) Mr. Aditya Khemka;
 - c) Mr. Ananmay Khemka; and
 - d) Hari Khemka Business Family Trust
3. As per the provisions of section 92 of the Companies Act, 2013 and the rules made thereunder, the information in the Annual Return in prescribed Form MGT-7 shall be provided as of March 31 of that financial year i.e. as on March 31, 2024. At that point in time, the Company had **Mr. Hari Shanker Khemka, Mr. Aditya Khemka, and Mr. Rishi Khemka** as the Promoters of the Company and thus their names are stated as promoters in the Form-MGT-7 being filed for the



॥ श्रीहरिः ॥

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



financial year 2023-2024. However, as on date the persons mentioned in para 2 of this letter and in the attached certified Board resolution are the present promoters of the Company.

In view of the facts as disclosed above, we request you to kindly consider this clarification letter be part of Form MGT 7 for FY 2023-24 and be taken on record accordingly.

Thanking you,

For Aditya Infotech Limited

Roshni
Tandon

Digitally signed
by Roshni Tandon
Date: 2024.10.11
19:16:12 +05'30'

Roshni Tandon

Company Secretary and Compliance Officer

A-12, Sector-4, Noida- 201301

Uttar Pradesh, India



॥ श्रीहरिः ॥

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



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ADITYA INFOTECH LIMITED AT THEIR MEETING HELD ON MONDAY, SEPTEMBER 23, 2024, AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT A-12, SECTOR-04, NOIDA-201301 AT 05:00 P.M.

TO IDENTIFY THE PROMOTERS OF THE COMPANY

"RESOLVED THAT the Board takes on record that Mr. Hari Shanker Khemka, Mr. Aditya Khemka, Mr. Ananmay Khemka and Hari Khemka Business Family Trust are the persons exercising control over the affairs of the Company and the Board pursuant to their shareholding, influence over board and identification in the Annual Return, in supersession of any assertion or implication to the contrary, in or pursuant to any previous resolution passed by the Board, filings or registrations with any statutory/regulatory/supervisory authorities or agreements entered into with any third parties, or any other document, provides its consent and accords its approval for Mr. Hari Shanker Khemka, Mr. Aditya Khemka, Mr. Ananmay Khemka and Hari Khemka Business Family Trust shall be identified as the 'promoters' of the Company for all purposes, regulatory, statutory or otherwise, under all applicable laws, including without limitation, the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Code**") and the Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 2015 ("**SEBI PIT Regulations**").

"RESOLVED FURTHER THAT the term 'promoter group' (as defined under the SEBI ICDR Regulations) of the Company shall be construed accordingly, as per the requirements of applicable law, for all purposes, including regulatory, statutory, commercial or otherwise under all applicable laws including without limitation, the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SEBI Takeover Code and SEBI PIT Regulations, shall be construed based on the 'Promoters' as identified above."

"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 take all the steps for giving effect to the aforesaid resolution, including filing necessary forms with the RoC or to any other statutory or regulatory authority and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution 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."

CERTIFIED TO BE TRUE

For Aditya Infotech Limited

Roshni
Tandon

Digitally signed
by Roshni Tandon
Date: 2024.10.11
19:16:34 +05'30'

Roshni Tandon

Company Secretary & Compliance Officer

A-12, Sector-4,

Noida- 201301



॥ श्रीहरिः ॥

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



Date: October 11, 2024

To,
The Registrar of Companies
NCT of Delhi & Haryana
4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi - 110019

Subject: Clarification to inform the details of the designated person in Annual return (MGT-7) for FY 2023-24 under Rule 9 of The Companies (Management and Administration) Rules, 2014

Dear Sir,

In accordance with the recent amendment to Rule 9 of the Companies (Management and Administration) Second Amendment Rules, 2023 ("amended rules"), the Company has designated the Company Secretary and Compliance Officer responsible for furnishing and cooperating in providing information to the Registrar of Companies or any other authorized officer regarding the beneficial interest in the shares of the Company.

Further, pursuant to the above-mentioned rules, every company is required to inform the details of the designated person in the Annual Return. However, in e-Form MGT-7 (Annual Return) for FY 2023-24, there is no updated field to disclose the details of such designated person, as mandated by the Rules.

In view of the above, we hereby submit the details of the designated person in accordance with sub-rule (7) of Rule 9 of the Companies (Management and Administration) Rules, 2014, as follows:

- **Name of the Designated Person** : Ms. Roshni Tandon
- **Designation** : Company Secretary and Compliance Officer
- **Date of Appointment** : August 2, 2024
- **Contact no.** : 0120-4555666
- **Email ID** : companysecretary@adityagroup.com

We kindly request that this clarification letter be considered as part of E-form MGT-7 for FY 2023-24 and be taken on record accordingly.

Thanking you,

For Aditya Infotech Limited

Roshni
Tandon

Digitally signed by
Roshni Tandon
Date: 2024.10.11
19:18:17+05'30'

Roshni Tandon

Company Secretary & Compliance Officer

A-12, Sector-4, Noida- 201301



॥ श्रीहरिः ॥

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



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ADITYA INFOTECH LIMITED AT THEIR MEETING HELD ON FRIDAY, AUGUST 02, 2024, AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT A-12, SECTOR-4, NOIDA AT 12 NOON

TO AUTHORISE MS. ROSHNI TANDON, COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY AS PER THE RULE 9 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

"RESOLVED THAT pursuant to the rule 9 of the Companies (Management and Administration) Rules, 2014 under Companies Act (including any statutory modification or re-enactment thereof, for the time being in force), consent of Board of Directors of the Company be and is hereby accorded to authorize Ms. Roshni Tandon, Company Secretary and Compliance Officer of the Company, for furnishing, and extending co-operation for providing, information to the Registrar of Companies or any other authorized officer with respect to the beneficial interest in the shares of the Company."

CERTIFIED TO BE TRUE

For Aditya Infotech Limited

Roshni
Tandon

Digitally signed
by Roshni Tandon
Date: 2024.10.11
19:15:31 +05'30'

Roshni Tandon

Company Secretary & Compliance Officer

A-12, Sector-4, Noida- 201301



Nitin Bhardwaj & Associates Company Secretaries

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

We 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, 2024**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents; we 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;

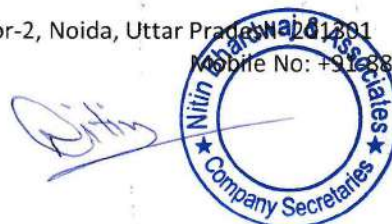
3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time (wherever applicable);

As per the information provided to us, the Company has filed 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, 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. However, the 28th Annual General Meeting for the Financial Year ended on 31st March, 2023 was held on 28th October 2023 for which the E-form GNL-1 was duly filed to Registrar for seeking approval of extension for a period of 3 months.

Office Address: Office No. F-04, A-44, Sector-2, Noida, Uttar Pradesh-201301
Email id: csnitinbhardwaj@gmail.com Mobile No: +91 8860873705



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

The Company is not required to close the Register of Members/ Security holders during the period under review.

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 given loan to one of its Group Company in which Directors of Company are interested and the provisions of Section 185 of the Act were duly complied.

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 the 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).

Not applicable to the Company during the period under review.

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;

The Company has declared a final dividend of Rs.4.88/- approx. per Equity Share aggregating to Rs. 1,00,00,000 (Rupees One Crore only) to all its Equity Shareholders.

However, there was a slight delay from the Company's end in crediting the amount of Dividend declared into the special bank, nonetheless the dividend was transferred to all the eligible shareholders within the prescribed period of 30 days from the date of declaration and has complied with the provisions of Section 123 of the Companies Act, 2013 in this regard.

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, 2024.

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 guarantees 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 and on behalf of
Nitn Bhardwaj & Associates
Company Secretaries



Nitin Bhardwaj
M.No: A67473
CP No.:27276
UDIN: A067473F001533168

Date: 11.10.2024
Place: Noida