

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[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]



Form language

☒ English ☐ Hindi

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U74899DL1995PLC066784

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	ADITYA INFOTECH LIMITED	ADITYA INFOTECH LIMITED
Registered office address	F-28, OKHLA INDUSTRIAL AREA PHASE - 1,NA,NEW DELHI,Delhi,India,110020	F-28, OKHLA INDUSTRIAL AREA PHASE - 1,NEW DELHI,Delhi,India,110020
Latitude details	28.518893	28.518893
Longitude details	77.281722	77.281722

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photograph of registered office.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****1R

(c) *e-mail ID of the company

*****nysecretary@adityagroup.com

(d) *Telephone number with STD code

+91*****66

(e) Website	<div style="border: 1px solid black; padding: 2px;">www.adityagroup.com</div>											
iv *Date of Incorporation (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">27/03/1995</div>											
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	<div style="border: 1px solid black; padding: 2px;">Public company</div>											
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	<div style="border: 1px solid black; padding: 2px;">Company limited by shares</div>											
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	<div style="border: 1px solid black; padding: 2px;">Indian Non-Government company</div>											
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No											
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No											
(b) Details of stock exchanges where shares are listed												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>				S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)	2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
S. No.	Stock Exchange Name	Code										
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)										
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)										
viii Number of Registrar and Transfer Agent	<div style="border: 1px solid black; padding: 2px;">1</div>											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 25%;">Name of the Registrar and Transfer Agent</th> <th style="width: 25%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 25%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U67190MH1999PTC118368</td> <td style="text-align: center;">MUFG INTIME INDIA PRIVATE LIMITED</td> <td>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083</td> <td style="text-align: center;">INR000004058</td> </tr> </tbody> </table>				CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058	
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ix * (a) Whether Annual General Meeting (AGM) held												
<input checked="" type="radio"/> Yes <input type="radio"/> No												
(b) If yes, date of AGM (DD/MM/YYYY)												
<div style="border: 1px solid black; padding: 2px;">07/07/2025</div>												
(c) Due date of AGM (DD/MM/YYYY)												
<div style="border: 1px solid black; padding: 2px;">30/09/2025</div>												
(d) Whether any extension for AGM granted												
<input type="radio"/> Yes <input checked="" type="radio"/> No												

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	Wholesale and retail trade; repair of motor vehicles and motorcycles	46	Wholesale trade, except of motor vehicles and motorcycles	100

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

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

2

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U32309UP2017PTC090189		AIL DIXON TECHNOLOGIES PRIVATE LIMITED	Subsidiary	100
2		440301503563851	Shenzhen CP Plus International Ltd	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	150000000.00	109805805.00	109805805.00	109805805.00
Total amount of equity shares (in rupees)	150000000.00	109805805.00	109805805.00	109805805.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	150000000	109805805	109805805	109805805
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	150000000.00	109805805.00	109805805	109805805

(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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	20500000	20500000.00	20500000	20500000	
Increase during the year	0.00	89305805.00	89305805.00	89305805.00	89305805.00	2479005752.60
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	82000000	82000000.00	82000000	82000000	
iv Private Placement/ Preferential allotment	0	7305805	7305805.00	7305805	7305805	2479005752.6
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	109805805.00	109805805.00	109805805.00	109805805.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	0.00

ISIN of the equity shares of the company

INE819V01029

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

1

Class of shares		Equity
Before split / Consolidation	Number of shares	2050000
	Face value per share	10

After split / consolidation	Number of shares	20500000
	Face value per share	1

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

Number of transfers

1

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			
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Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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

30658172639.28

ii * Net worth of the Company

8093912671.05

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	96476349	87.86	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <div></div>				
	Total	96476349.00	87.86	0.00	0

Total number of shareholders (promoters)

4

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	6023651	5.49	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	7305805	6.65	0	0.00
10	Others <input type="text"/>				
	Total	13329456.00	12.14	0.00	0

Total number of shareholders (other than promoters)

5

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

9.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	2
2	Individual - Male	4
3	Individual - Transgender	0
4	Other than individuals	3
	Total	9.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
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Promoters	3	4
Members (other than promoters)	4	5
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	3	0	74.46	0
B Non-Promoter	0	3	0	5	0.00	0.00
i Non-Independent	0	0	0	1	0	0
ii Independent	0	3	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	4	3	5	74.46	0.00

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

10

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
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HARI SHANKER KHEMKA	00514501	Whole-time director	19719250	
ADITYA KHEMKA	00514552	Managing Director	61114950	
ANANMAY KHEMKA	10782656	Whole-time director	925400	
ATUL BEHARI LALL	00781436	Director	0	
AMBIKA SHARMA	08201798	Director	0	
CHETAN KAJARIA	00273928	Director	0	
MANISH SHARMA	06549914	Director	0	
HIMANSHU BAID	00014008	Director	0	
YOGESH CHAND SHARMA	AOWPS1956B	CFO	0	
ROSHNI TANDON	ADZPT6410B	Company Secretary	0	

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

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
YOGESH CHAND SHARMA	AOWPS1956B	CFO	24/05/2024	Appointment
ROSHNI TANDON	ADZPT6410B	Company Secretary	24/05/2024	Appointment
CHETAN KAJARIA	00273928	Director	10/09/2024	Appointment
ATUL BEHARI LALL	00781436	Director	12/09/2024	Appointment
ANANMAY KHEMKA	10782656	Whole-time director	23/09/2024	Appointment
HIMANSHU BAID	00014008	Director	18/03/2025	Appointment
ABHISHEK DALMIA	00011958	Director	29/03/2025	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

5

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meeting	17/06/2024	7	6	99.55
Annual General Meeting	13/08/2024	7	7	100
Extraordinary General Meeting	14/09/2024	7	5	80
Extraordinary General Meeting	27/09/2024	9	7	89.01
Extraordinary General Meeting	21/03/2025	9	8	95.7

B BOARD MEETINGS

*Number of meetings held

12

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2024	6	6	100
2	12/06/2024	6	5	83.33
3	17/06/2024	6	6	100
4	02/08/2024	6	6	100
5	10/09/2024	6	6	100
6	12/09/2024	7	4	57.14
7	18/09/2024	8	8	100
8	23/09/2024	7	6	85.71
9	27/09/2024	8	5	62.5
10	30/09/2024	8	6	75
11	17/12/2024	8	8	100

12	18/03/2025	8	6	75
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C COMMITTEE MEETINGS

Number of meetings held

18

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	12/06/2024	3	2	66.67
2	Audit Committee	02/08/2024	3	3	100
3	Audit Committee	23/09/2024	4	3	75
4	Audit Committee	30/09/2024	4	2	50
5	Audit Committee	17/12/2024	4	4	100
6	Audit Committee	18/03/2025	4	3	75
7	Nomination and Remuneration Committee	24/05/2024	4	4	100
8	Nomination and Remuneration Committee	12/06/2024	4	3	75
9	Nomination and Remuneration Committee	17/06/2024	4	4	100
10	Nomination and Remuneration Committee	10/09/2024	4	4	100
11	Nomination and Remuneration Committee	12/09/2024	4	2	50
12	Nomination and Remuneration Committee	23/09/2024	4	3	75
13	Nomination and Remuneration Committee	17/12/2024	4	4	100
14	Nomination and Remuneration Committee	18/03/2025	4	3	75
15	Stakeholders Relationship Committee	18/03/2025	3	2	66.67

16	Corporate Social Responsibility Committee	10/09/2024	3	3	100
17	Risk Management Committee	17/12/2024	4	4	100
18	Risk Management Committee	18/03/2025	4	4	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		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	
1	Himanshu Baid	0	0	0	0	0	0	Not applicable
2	Ambika Sharma	12	12	100	8	8	100	Yes
3	Ananmay Khemka	4	3	75	0	0	0	Not applicable
4	Chetan Kalaria	7	2	28	9	2	22	Yes
5	Manish Sharma	12	11	91	14	14	100	Yes
6	Aditya Khemka	12	12	100	8	8	100	Yes
7	Atul Behari Lall	6	6	100	0	0	0	Not applicable
8	Hari Shanker Khemka	12	11	91	10	10	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Aditya Khemka	Managing Director	64200000	0	0	156279955	220479955.00

2	Hari Shanker Khemka	Whole-time director	36000000	0	0	5229018	41229018.00
3	Ananmay Khemka	Whole-time director	3818788	0	0	757336	4576124.00
	Total		104018788.00	0.00	0.00	162266309.00	266285097.00

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Yogesh Chand Sharma	CFO	13635144	0	0	2864874	16500018.00
2	Roshni Tandon	Company Secretary	5472048	0	0	619301	6091349.00
	Total		19107192.00	0.00	0.00	3484175.00	22591367.00

C *Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Ambika Sharma	Director	0	0	0	700000	700000.00
2	Manish Sharma	Director	0	0	0	875000	875000.00
3	Chetan Kajaria	Director	0	0	0	100000	100000.00
4	Abhishek Dalmia	Director	0	0	0	735000	735000.00
	Total		0.00	0.00	0.00	2410000.00	2410000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

9

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Clarification letter_II(d).pdf
MGT 8- Aditya
Infotech_250903_200811.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of ADITYA INFOTECH LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 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/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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 including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute 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.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of 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;
- 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
- 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;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 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;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities 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;

To be digitally signed by

ANUJ GUPTA
14.45.25.451707

Name

Anuj Gupta

Date (DD/MM/YYYY)

04/09/2025

Place

Delhi

Whether associate or fellow:

☒ Associate

☐ Fellow

Certificate of practice number

1*0*5

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

ADZPT6410B

*(b) Name of the Designated Person

ROSHNI TANDON

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 13 dated* (DD/MM/YYYY) 23/10/2023

to sign this form and declare that all the requirements of 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.

*To be digitally signed by

ADITYA KHEMKA
14.45.25.451707

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*5*4*5*

***To be digitally signed by**

Roshni
Tandon

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

2*1*0

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

AB6360646

eForm filing date (DD/MM/YYYY)

04/09/2025

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

Photograph of the Registered office of the Company showing external Building and name prominently visible.





॥ श्रीहरिः ॥

ADITYA INFOTECH LTD.

Corp. Off. : A-12, Sector 4, Noida, Uttar Pradesh, India 201301

Phone : +91 120 4555 666 E-Mail : sales@adityagroup.com Website : www.adityagroup.com



September 02, 2025

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

Subject: Clarification with respect to filing of Form MGT-7 for the financial year 2024-25

Dear Sir/Madam,

This is in reference to the details included and forming part of the Annual Return in e-form MGT-7 for the FY 2024-25 of **Aditya Infotech Limited** ("the Company").

We wish to clarify that pursuant to resolutions passed by our Board and our Shareholders in their respective meetings held on June 12, 2024, and June 17, 2024, the face value of the equity shares of our Company was sub-divided from ₹10 each to ₹1 each. Accordingly, the authorized share capital of our Company comprised of 15,000,000 equity shares of face value of ₹10 each were sub-divided into 150,000,000 Equity Shares of face value of ₹1 each and the aggregate issued, subscribed and paid-up equity share capital of our Company comprised of 10,250,000 equity shares of face value of ₹10 each were sub-divided into 102,500,000 Equity Shares of face of ₹1.

Further, we hereby submit that the share capital at the beginning of the year was 20,50,000 equity shares of ₹10 each. However, in the **Point II (d) – Break up of paid-up share capital**, the number of equity shares has been disclosed as 2,05,00,000 equity shares of Re.1 each in the field at the beginning of the year in order to match the paid-up equity share capital as at the end of the year, post sub-division.

Further, kindly note that the Company has correctly reported the details of the split in the **field (IV)(ii)(d)** which is specifically provided for **"stock split/consolidation during the year"**

We kindly request that this clarification letter be considered as part of E-form MGT-7 for FY 2024-25 and be taken on record accordingly.

Thanking you

For **Aditya Infotech Limited**

Roshni
Digitally signed
by Roshni Tandon
Date: 2025.09.02
13:59:11 +05'30'

Roshni Tandon

Company Secretary and Compliance officer

M. No- A21150

Add. A-12, Sector-04, NOIDA-201301.



ANUJ GUPTA AND ASSOCIATES
(Company Secretaries)

Phone: +91 11 3568 9887

Email: csanujgupta@gmail.com

Ref.: MCA/MGT8/2025-2026/06/0009

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 **March 31, 2025**. 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

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102- G/1, Hari Nagar Ashram, New Delhi- 110014**

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 minute's 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:

The Company was not required to close the register of Members/Security holders during the year 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 duly complied with Section 185 of the Act, wherever applicable.

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*).

During the year under review, following changes took place in share capital of the company:

- a. The company pursuant to the Board resolution dated June 12, 2024, the Company approved the bonus issue of its equity shares of face value of ₹1 each in the ratio of 4:1 to its existing shareholders. This was further approved by the Shareholders in the Extra-Ordinary General Meeting held on June 17, 2024.
- b. The company pursuant to resolutions passed by our Board and our Shareholders in their respective meetings held on June 12, 2024 and June 17, 2024, the face value of the equity shares of our Company was sub-divided from ₹10 each to ₹1 each.
- c. The company issued and allotted 73,05,805 equity shares to Dixon Technologies (India) Limited by preferential allotment in a private placement, in exchange for acquiring 95,00,000 equity shares of AIL Dixon Technologies Private Limited held by Dixon Technologies under a swap deal.

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102- G/1, Hari Nagar Ashram, New Delhi- 110014**

- 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;**

During the year under review, the Company has declared a final dividend of INR 1.76/- approx. per Equity Share aggregating to Rs. 18,00,00,000/- (Rupees One Crore only) to all its Equity Shareholders. Transfer of unpaid/ unclaimed dividend account to any account or to Investor Education and Protection Fund was not applicable.

- 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 and report of directors for the period ended 31st March, 2025.

- 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 as well as remuneration paid to them was complied with provisions of Company Law.

- 13. Appointment of / reappointment/retirement/filling up casual vacancies 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 year under review, the Company, at its Extraordinary General Meeting (EGM) held on September 27, 2024, passed a resolution approving the issuance of shares to the public under the applicable regulations for the purpose of the Initial Public Offering (IPO). Subsequently, the Draft Red Herring Prospectus (DRHP) dated September 30, 2024 was filed with Securities Exchange Board of India ("SEBI"), BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges") on September 30, 2024 followed by filing of Addendum to DRHP on December 17, 2024. Further, In-principle approval was received from Stock Exchanges on January 09, 2025 and SEBI had issued its final observations on January 29, 2025.

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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 duly complied with the applicable provisions under the Act with respect to the borrowings from its directors, members, public financial institutions, banks and others.

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 under review company altered its Memorandum of Association by Increase in Authorized share capital independently due to Sub-division of Share by passing Resolution in Extra-ordinary General Meeting dated June 17, 2024.

For Anuj Gupta & Associates
(Company Secretaries Firm)

Anuj
Gupta
Digitally signed
by Anuj Gupta
Date: 2025.09.03
19:43:57 +05'30'

Anuj Gupta
(Proprietor)

M.No. A 31025

COP No. 13025

Date: 03/09/2025

Place: New Delhi

Peer review: 1126/2021

UDIN: A031025G001161484

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