



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



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ADITYA INFOTECH LIMITED AT THEIR MEETING HELD ON WEDNESDAY, JULY 23, 2025 AT 10.30 A.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT A-12, SECTOR-04, NOIDA-201301.

TO APPROVE AND ADOPT THE RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFERING OF THE COMPANY.

“RESOLVED THAT the red herring prospectus of the Company dated July 23, 2025 (“RHP”) in respect of the initial public offer of equity shares of face value of ₹ 1 each (“**Equity Shares**”) of the Company comprising a fresh issue of up to such number of Equity Shares aggregating up to ₹ 5,000.00 million (“**Fresh Issue**”) and an offer for sale of up to such number of Equity Shares (“**Offered Shares**”) aggregating up to ₹ 8,000 million, comprising of up to such number Equity Shares of face value of ₹ 1 each aggregating up to ₹ 5,240.04 million by Aditya Khemka, up to such number of Equity Shares of face value of ₹ 1 each aggregating up to ₹ 123.16 million by Ananmay Khemka, up to such number of Equity Shares of face value of ₹ 1 each aggregating up to ₹ 2,000 million by Rishi Khemka collectively, the “**Promoter Selling Shareholders**”), up to such number of Equity Shares of face value of ₹ 1 each aggregating up to ₹ 426.40 million by Hari Shanker Khemka (HUF), up to such number of Equity Shares of face value of ₹ 1 each aggregating up to ₹ 198.90 million by Shradha Khemka, up to such number of Equity Shares of face value of ₹ 1 each aggregating up to ₹ 11.50 million by Aditya Khemka (HUF) (collectively, the “**Promoter Group Selling Shareholders**” and together with the Promoter Selling Shareholders, the “**Selling Shareholders**” and such offer for sale of Equity Shares by the Selling Shareholders, the “**Offer for Sale**”), at such price as may be determined in accordance with the book building process under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and as agreed to by the Company, in consultation with the Book Running Lead Managers to the Offer, within the price band to be decided by the Company, in consultation with the Book Running Lead Managers to the Offer, as placed before the Board and containing the requisite information as prescribed by the SEBI ICDR Regulations, Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulations) Rules, 1957 and the Companies Act, 2013 read with the rules made thereunder, each as amended, or any statutory modification(s) or re-enactment(s) thereof and other applicable laws and regulations, and pursuant to the resolution of the Board dated September 30, 2024, approving the draft red herring prospectus, and the resolution of the Board dated December 17, 2024, approving the addendum to the Draft Red Herring Prospectus, the receipt of interim and final observations from Securities and Exchange Board of India (“**SEBI**”) and the in-principle approvals each dated January 9, 2025 received from BSE Limited and National Stock Exchange of India Limited, be and is hereby approved for filing with the Registrar of Companies, Delhi and Haryana at New Delhi (the “**RoC**”), SEBI, BSE Limited and the National Stock Exchange of India Limited and such other authorities as may be required, and is taken on record.



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RESOLVED FURTHER THAT the preliminary international wrap dated July 23, 2025 of the Company which is placed before the Board in respect of the Offer ("**Preliminary International Wrap**"), be and is hereby approved.

RESOLVED FURTHER THAT the IPO Committee, as constituted, be and is hereby authorised to make any further or subsequent alterations, additions, omissions, variations, deletions, amendments or corrections to the RHP and/or to the Preliminary International Wrap, if any, and to finalise the RHP and the Preliminary International Wrap, and to submit the RHP with the RoC and thereafter submit the same with SEBI, BSE Limited and the National Stock Exchange of India Limited and such other authorities or persons as may be required, as it, in its sole and absolute discretion deems fit, and undertake such other necessary steps to implement the resolution and the making of such alterations, additions, omissions, variations, deletions, amendments or corrections will be deemed to have been approved by the Board of Directors.

RESOLVED FURTHER THAT each of the directors and the chief financial officer of the Company be and are hereby authorised to sign the RHP for and on behalf of the Company and to file the same with the regulatory authorities, as may be required under applicable laws.

RESOLVED FURTHER THAT any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, SEBI, the stock exchanges or any other regulatory authority, be and is hereby approved in accordance with applicable law.

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 authorised to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the foregoing resolution, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the Book Running Lead Managers appointed in this respect.

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RESOLVED FURTHER THAT a copy of the foregoing resolution, certified to be true by any of the directors of the Company or the company secretary and compliance officer of the Company, be forwarded to the authorities concerned for necessary action."

CERTIFIED TO BE TRUE
For **ADITYA INFOTECH LIMITED**

Roshni
Tandon

Digitally signed by
Roshni Tandon
Date: 2025.07.23
11:56:29 +05'30'

Roshni Tandon
Company Secretary and Compliance Officer
M. No- A21150
Add: A-12, Sector 04, Noida - 201301

Regd. Off. : F-28, Okhla, Industrial Area, Phase - 1,
New Delhi-110 020 (INDIA)
CIN NO : U74899DL1995PLC066784

 **CP PLUS**
upar wala sab dekh raha hai

