



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 30, 2024 AT 09:00 AM AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT A-12, SECTOR-04, NOIDA-201301

TO APPROVE AND ADOPT THE DRAFT RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY

“RESOLVED THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and other regulations issued by the Securities and Exchange Board of India (“SEBI”), the draft red herring prospectus of Aditya Infotech Limited (the “Company”) dated September 30, 2024 (the “DRHP”), in respect of the initial public offer of such number of equity shares of the Company (“Equity Shares”) of face value of ₹1 each up to an aggregate amount of ₹13000 million, consisting of a fresh issue of such number of Equity Shares aggregating up to ₹5000 million and an offer for sale of up to such number of Equity Shares aggregating to ₹8000 million by Aditya Khemka, Ananmay Khemka, Shradha Khemka, Aditya Khemka HUF, Hari Shanker Khemka HUF and Rishi Khemka (the “Selling Shareholders”) (the “Offer”), for cash either at par or premium, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as determined by the Company and the selling shareholders in consultation with the BRLM(s) to the Offer as provided to the board of directors of the Company (“Board”), containing the requisite information as prescribed by applicable laws and regulations, subject to the DRHP being duly signed by the Directors of the Company, the Chief Financial Officer and the Selling Shareholders, the DRHP as provided to and placed before the Board be and is hereby approved for filing with SEBI, BSE Limited, National Stock Exchange of India Limited (“Stock Exchanges”) and such other governmental or supervisory authorities or persons as may be required.”

“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 hereby authorized to sign the DRHP on behalf of the Company and to file the same with the SEBI for their observations and with the Stock Exchanges for obtaining their in-principle approval and for listing purposes and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.”

“RESOLVED FURTHER THAT any member of the Board and the Company Secretary and Compliance Officer and the Chief Financial Officer of the Company, be and are hereby severally authorised to finalise the DRHP and submit the same with SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.”



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



“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: 2024.09.30
15:49:47 +05'30'

Roshni Tandon

Company Secretary and Compliance Officer

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