

**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)

U65991WB1996PLC077341

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	ITC INFOTECH INDIA LIMITED	ITC INFOTECH INDIA LIMITED
Registered office address	VIRGINIA HOUSE, 37, J L NEHRU ROAD,,NA,KOLKATA,Kolkata,West Bengal,India,700071	VIRGINIA HOUSE, 37, J L NEHRU ROAD,,NA,KOLKATA,Kolkata,West Bengal,India,700071
Latitude details	22.55183	22.55183
Longitude details	88.34968	88.34968

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

Registered Office.pdf

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

AA\*\*\*\*\*6Q

(c) \*e-mail ID of the company

\*\*\*\*\*tarial.i3L@itcinfotech.com

(d) \*Telephone number with STD code

03\*\*\*\*\*00

(e) Website

https://www.itcinfotech.com/

iv \*Date of Incorporation (DD/MM/YYYY)

16/02/1996

v (a) \*Class of Company (as on the financial year end date)  
(Private company/Public Company/One Person Company)

Public company

(b) \*Category of the Company (as on the financial year end date)  
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)  
(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi \*Whether company is having share capital (as on the financial year end date)

☒ Yes
☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes
☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

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

ix \* (a) Whether Annual General Meeting (AGM) held

☒ Yes
☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

25/07/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes
☒ 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

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## 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	J	Information and communication	62	Computer programming, consultancy and related activities	100

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

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

22

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L16005WB1910PLC001985		ITC LIMITED	Holding	100
2		02777705	ITC Infotech Limited	Subsidiary	100
3		35260036390	ITC Infotech Do Brasil LTDA.	Subsidiary	100
4		HRB 130315	ITC Infotech GmbH	Subsidiary	100
5		948 555 974	ITC Infotech France SAS	Subsidiary	100
6		0100556032	ITC Infotech (USA), Inc.	Subsidiary	100
7		0101042889	Indivate Inc.	Subsidiary	100
8		202301003766	ITC Infotech Malaysia SDN. BHD.	Subsidiary	100

9		1265	ITC Infotech de Mexico, S.A. de C.V.	Subsidiary	100
10		1010962967	ITC Infotech Arabia Limited	Subsidiary	100
11		13675560968	ITC Infotech Italia s.r.l.	Subsidiary	100
12	U72100PN2010PTC136385		BLAZECLAN TECHNOLOGIES PRIVATE LIMITED	Subsidiary	100
13	U72900PN2014PTC152678		CLOUDLYTICS TECHNOLOGIES PRIVATE LIMITED	Subsidiary	100
14		201332946H	Blazeclan Technologies Pte. Ltd	Subsidiary	100
15		201801009351	Blazeclan Technologies SDN. BHD.	Subsidiary	100
16		619 364 359	Blazeclan Technologies Pty. Ltd.	Subsidiary	100
17		9429047239982	Blazeclan Technologies Limited	Subsidiary	100
18		0627.727.481	Blazeclan Europe SRL.	Subsidiary	100
19		002512972	Blazeclan Technologies Inc.	Subsidiary	100
20		5706757	Blazeclan Technologies LLC	Subsidiary	100
21		6895757	Blazeclan Americas Inc.	Subsidiary	100
22		2022110075163-03	Blazeclan Technologies Corporation	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	100000000.00	90850000.00	90850000.00	90850000.00
Total amount of equity shares (in rupees)	1000000000.00	908500000.00	908500000.00	908500000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY SHARE CAPITAL				
Number of equity shares	100000000	90850000	90850000	90850000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	1000000000.00	908500000.00	908500000	908500000

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

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
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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			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	88000000	0	88000000.00	880000000	880000000	
<b>Increase during the year</b>	2850000.00	0.00	2850000.00	28500000.00	28500000.00	3961500000.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	2850000	0	2850000.00	28500000	28500000	3961500000
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
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 <div>0</div>	0	0	0.00	0	0	
<b>Decrease during the year</b>	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	
iv Others, specify <div>0</div>	0	0	0.00			
<b>At the end of the year</b>	90850000.00	0.00	90850000.00	908500000.00	908500000.00	
<b>(ii) Preference shares</b>						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
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 <div>0</div>	0	0	0.00	0	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 <div>0</div>	0	0	0.00			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

NA

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

0

Class of shares		
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

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

**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			

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)
<b>Total</b>			

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
<b>Total</b>				

**(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
<b>Total</b>	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
<b>Total</b>					

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

i \*Turnover

32043301983

ii \* Net worth of the Company

16935912500

**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	0	0.00	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)	90850000	100.00	0	0.00

10	Others <div></div>				
	<b>Total</b>	90850000.00	100	0.00	0

Total number of shareholders (promoters)

7

**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	0	0.00	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		0	0.00	0	0.00
	<b>Total</b>		0.00	0	0.00	0

Total number of shareholders (other than promoters)

0

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

7.00

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

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	0
3	Individual - Transgender	0
4	Other than individuals	7
	<b>Total</b>	7.00

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
Promoters	7	7
Members (other than promoters)	0	0
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
<b>A Promoter</b>	0	0	0	0	0	0
<b>B Non-Promoter</b>	1	5	1	5	0.00	0.00
i Non-Independent	1	5	1	5	0	0
ii Independent	0	0	0	0	0	0
<b>C Nominee Directors representing</b>	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
<b>Total</b>	1	5	1	5	0.00	0.00

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

8

### 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)
SANJIV PURI	00280529	Director	0	
SIVAKUMAR SURAMPUDI	00341392	Director	0	
PRITI BALAJI	08900013	Director	0	29/04/2025
SUPRATIM DUTTA	01804345	Director	0	
RAJENDRA KUMAR SINGHI	00009931	Director	0	

SUDIP SINGH	08345392	Managing Director	0	
NAVNEET PRAKASH KHANDELWAL	AIZPK0852H	CFO	0	14/06/2025
SHARAD JAIN	ACSPJ7181M	Company Secretary	0	15/04/2025

B (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 (DD/MM/YYYY)	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

2

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
Annual General Meeting	26/07/2024	7	7	100
Extra-ordinary General Meeting	03/09/2024	7	6	100

##### B BOARD MEETINGS

\*Number of meetings held

11

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	03/04/2024	6	6	100
2	18/04/2024	6	6	100

3	06/05/2024	6	6	100
4	24/06/2024	6	6	100
5	18/07/2024	6	6	100
6	02/09/2024	6	6	100
7	26/09/2024	6	6	100
8	19/10/2024	6	6	100
9	28/12/2024	6	6	100
10	30/01/2025	6	6	100
11	27/03/2025	6	6	100

#### C COMMITTEE MEETINGS

Number of meetings held

15

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	06/05/2024	3	3	100
2	Audit Committee	18/07/2024	3	3	100
3	Audit Committee	03/10/2024	3	3	100
4	Audit Committee	19/10/2024	3	3	100
5	Audit Committee	30/01/2025	3	3	100
6	Audit Committee	26/03/2025	3	3	100
7	Corporate Social Responsibility Committee	03/05/2024	3	3	100
8	Corporate Social Responsibility Committee	20/06/2024	3	3	100
9	Corporate Social Responsibility Committee	27/12/2024	3	3	100

10	Nomination and Remuneration Committee	03/05/2024	3	3	100
11	Nomination and Remuneration Committee	17/07/2024	3	3	100
12	Nomination and Remuneration Committee	23/09/2024	3	3	100
13	Nomination and Remuneration Committee	29/11/2024	3	3	100
14	Nomination and Remuneration Committee	18/12/2024	3	3	100
15	Nomination and Remuneration Committee	26/03/2025	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	
								25/07/2025 (Y/N/NA)
1	SANJIV PURI	11	11	100	0	0	0	Yes
2	SIVAKUMAR SURAMPUDI	11	11	100	9	9	100	Yes
3	PRITI BALAJI	11	11	100	9	9	100	Not applicable
4	SUPRATIM DUTTA	11	11	100	12	12	100	Yes
5	RAJENDRA KUMAR SINGHI	11	11	100	15	15	100	Yes
6	SUDIP SINGH	11	11	100	0	0	0	No

#### 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

1



S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Sudip Singh	Managing Director	62343195	0	0	0	62343195.00
	<b>Total</b>		62343195.00	0.00	0.00	0.00	62343195.00

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	NAVNEET PRAKASH KHANDLWAL	CFO	37960913	0	0	0	37960913.00
2	SHARAD JAIN	Company Secretary	7462468	0	0	0	7462468.00
	<b>Total</b>		45423381.00	0.00	0.00	0.00	45423381.00

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

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SANJIV PURI	Director	0	0	0	0	0.00
2	SIVAKUMAR SURAMPUDI	Director	0	0	0	0	0.00
3	PRITI BALAJI	Director	0	0	0	0	0.00
4	SUPRATIM DUTTA	Director	0	0	0	0	0.00
5	RAJENDRA KUMAR SINGHI	Director	0	0	0	0	0.00
	<b>Total</b>		0.00	0.00	0.00	0.00	0.00

#### 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

**XIV Attachments**

(a) List of share holders, debenture holders

Details of Shareholder or  
Debenture holder.xlsm

(b) Optional Attachment(s), if any

MGT 8-ITC INFOTECH INDIA  
LIMITED\_Final.pdf  
Clarificatory Note 2025.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

ITC INFOTECH INDIA  
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

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

☐ Associate

☒ Fellow

Certificate of practice number

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

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

\*(b) Name of the Designated Person

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\* 2327(I) dated\* (DD/MM/YYYY) 28/06/2025 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

\*Designation

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

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

**\*To be digitally signed by**

☒ Company Secretary      ☐ Company secretary in practice

**\*Whether associate or fellow:**

☐ Associate      ☒ Fellow

Membership number

9\*3\*

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)

AB6940333

eForm filing date (DD/MM/YYYY)

18/09/2025

**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**



# SHREYANSH JAIN & 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 as amended up to date]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **M/s ITC INFOTECH INDIA LIMITED (the Company) (CIN: U65991WB1996PLC077341)** having registered office at **VIRGINIA HOUSE, 37 J L NEHRU ROAD, KOLKATA, WEST BENGAL-700071, India**, 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 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 complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act.
  2. maintenance of registers / records and making entries therein 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/beyond the prescribed time.
  4. calling / convening / holding meetings of Board of directors or its committees, 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 have been properly recorded in the Minutes Book / registers maintained for the purpose and the same have been signed; however, there was no case where resolution was passed by postal ballot.
  5. closure of Register of Members / Security holders, as the case may be; **Not Applicable 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; **Not Applicable during the period under review.**
  7. contracts / arrangements with related parties made at arm length prices as specified in section 188 of the Act; **All contracts or arrangements entered into by the Company were on arm's length basis and were in the ordinary course of business.**

SHREYANSH  
PRATAP JAIN

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PRATAP JAIN  
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8. that during the year;

- i) during the year, the Company issued 28,50,000 Equity Shares of Rs. 10/- each for cash at a premium of Rs. 1,390/- per share by way of rights issue on September 17, 2024;
- ii) there is no incidence of buy-back of securities / redemption of preference shares;
- iii) the Company has not converted any shares or securities;
- iv) there was no case of transmission of shares or issuance of duplicate share certificate.
- v) the Company has not increased its Authorized share capital.

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 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 financial year under review, the Company declared & paid three interim dividends of Rs. 22.00, Rs. 18.25 and Rs. 13.50 per equity share, on 9,08,50,000 Equity Shares of Rs. 10/- each, aggregating Rs. 53.75 per share, with total dividend being Rs. 488.32 crores. The aforesaid interim dividends were confirmed as the final dividend for the financial year ended March 31, 2025 by the shareholders at the Annual General Meeting (AGM) held on July 25, 2025.**

11. the Company has complied with the provisions of 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. the Company has complied with the provisions of constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of Directors, Key Managerial Personnel and the remuneration paid to them: **The Board of the Company is duly constituted and the appointments / retirements have been made in compliance of the Act and there was no case of filling of casual vacancies. The necessary disclosures were made by the Directors and Key Managerial Personnel and the remuneration paid to Directors & Key Managerial Personnel was in accordance with the Act.**

13. appointment / reappointment / filling up casual vacancies of auditors as per the provisions of section 139 of the Act; **Not Applicable as the Statutory Auditors were appointed from the conclusion of 26<sup>th</sup> AGM held on 20<sup>th</sup> July, 2022 for a period of five years till the conclusion of 31<sup>st</sup> AGM to be held in the year 2027.**

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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; **The Company has filed application before the Hon'ble National Company Law Tribunal, Kolkata Bench for sanction of the Scheme of Amalgamation of the Blazeclan Technologies Private Limited and Cloudlytics Technologies Private Limited with the Company, in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013. The said application is presently pending approval before the Hon'ble Tribunal.**
15. acceptance / renewal / repayment of deposits; **Not Applicable during the period under review.**
16. borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect; **Not Applicable during the period under review.**
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; **the Company has made certain investments during the financial year ended under review. However, there have been no instances of loans granted, guarantees provided, or securities given to any other body corporate or person falling within the ambit of Section 186 of the said Act.**
18. alteration of the provisions of the Memorandum and / or Articles of Association of the Company; **Not Applicable during the period under review.**

**Date: September 17, 2025**  
**Place: New Delhi**

**For SHREYANSH JAIN & ASSOCIATES**  
**Company Secretaries**  
**Peer Review No. 3639/2023**  
**Firm Registration No. S2010DE142800**

**SHREYANSH** Digitally signed by  
**PRATAP JAIN** SHREYANSH PRATAP JAIN  
Date: 2025.09.17 19:19:42  
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**(SHREYANSH PRATAP JAIN)**  
**COMPANY SECRETARY IN PRACTICE**  
**M. No.: F8621; C.P. No.: 9515**  
**UDIN: F008621G001270970**





# SHREYANSH JAIN & ASSOCIATES COMPANY SECRETARIES

**This Certificate of even date is to be read along with this letter:-**

Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on such examination.

We have followed the audit practice and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records, we believe that the process and practices, we followed provide a reasonable basis of our opinion.

We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

The Compliance of the provisions of the corporate and other applicable laws rules and regulations, standards is the responsibility of the Management; our examination was limited to the verification of the procedures on test basis.

The form MGT-8 is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date: September 17, 2025**

**Place: New Delhi**

**For SHREYANSH JAIN & ASSOCIATES  
Company Secretaries  
Peer Review No. 3639/2023  
Firm Registration No. S2010DE142800**

**SHREYANSH** Digitally signed by  
**PRATAP JAIN** SHREYANSH PRATAP JAIN  
Date: 2025.09.17 19:19:56  
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**(SHREYANSH PRATAP JAIN)  
COMPANY SECRETARY IN PRACTICE  
M. No.: F8621; C.P. No.: 9515  
UDIN: F008621G001270970**



### **Clarificatory Notes to MGT-7**

In connection with the filing of Form MGT-7 for ITC Infotech India Limited, we wish to clarify that:

**(1) Point III - Particulars of Holding, Subsidiary and Associate Companies (including Joint Ventures)**

The Company's ownership in Blazeclan Technologies Corporation (BTC) also includes shareholding by two Directors of BTC, who hold one share each in BTC.

**(2) Point VI (a) – Shareholding Pattern - Promoters and Point VII – Number of Promoters, Members and Debenture Holders**

As detailed in the 'List of Members' provided as a separate attachment to this Form, all equity shares of the Company are held by ITC Limited, the Holding Company, and 6 individuals hold one share each jointly with ITC Limited. Therefore, while the total number of shareholders (promoters) is mentioned as 7 in the Form (which includes the joint shareholders), the Company has only one Promoter i.e. ITC Limited.

**(3) Point VIII - A & B(i) – No. of Equity share held by Directors and Key Managerial Personnel**

None of the Directors and Key Managerial Personnel hold any share in the Company in their individual capacity.

**(4) Point X - Remuneration of Directors and Key Managerial Personnel**

(a) 'Gross Salary' represents Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961, and includes perquisites under Section 17(2) of the said Act.

(b) Some of the employees of the Company have been granted Stock Options and Performance Stock Units under the ITC Infotech India Limited Employee Stock Option Plan, in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and some of the employees have been granted Stock Options by ITC Limited under its Employee Stock Option Schemes at 'market price' [within the meaning of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]. As these Stock Options and Performance Stock Units are not tradeable, no perquisite or benefit is immediately conferred upon the employee by grant

**ITC INFOTECH INDIA LTD, A wholly owned subsidiary of ITC LIMITED**

# 18, Banaswadi Main Road, Maruthiseva Nagar, Bengaluru – 560 005, INDIA Tel: +91-80-2298 8331-38

Regd. Office: Virginia House, 37, J.L. Nehru Road, Kolkata – 700 071, India

Visit us at [www.itcinfotech.com](http://www.itcinfotech.com) | Corporate Identity Number: U65991WB1996PLC077341 | email: [contact.us@itcinfotech.com](mailto:contact.us@itcinfotech.com)



Business-friendly Solutions

of such Options & Units and accordingly, the said grant has not been considered as remuneration.

Sd/-

**Date:** 17<sup>th</sup> September, 2025

**Thomas P. Joshua**

Company Secretary

**Place:** Bengaluru

Membership No.: 9839

**ITC INFOTECH INDIA LTD, A wholly owned subsidiary of ITC LIMITED**

**# 18, Banaswadi Main Road, Maruthiseva Nagar, Bengaluru – 560 005, INDIA Tel: +91-80-2298 8331-38**

**Regd. Office: Virginia House, 37, J.L. Nehru Road, Kolkata – 700 071, India**

**Visit us at [www.itcinfotech.com](http://www.itcinfotech.com) | Corporate Identity Number: U65991WB1996PLC077341 | email: [contact.us@itcinfotech.com](mailto:contact.us@itcinfotech.com)**