



ASYAINFO/SE/2024-25

Asya Infosoft Limited

CIN No. L72900GJ1985PLC029849

Address: Plot No. 107, 108, 109, 110, 111 & 112,
Road no. 6&7, Kathwada GIDC, SP Ring Road,
Ahmedabad, PIN: 382430, Gujarat, India.

Tel.: +91 79 22900860/1, 2970 8192/291
FCT: 6351029685, 9925001633, 9909906354

Email ID: ninnad@axisindia.in
acquisitions@axisindia.in

Date: 13th January 2025

To,
The Listing Department
BSE Limited,
Phiroze jeejeebhoy Tower,
Dalal Street, fort, Mumbai-400001,
Maharashtra

Scrip Code: 511144

Subject: Submission of Reconciliation of Share Capital Audit Report under Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Dear Sir/ Ma'am,

Pursuant to Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, we are submitting herewith the Reconciliation of Share Capital Audit Report of the Company for the third quarter ended 31st December, 2024 issued by M/s Pawan Jain & Associates, Practicing Company Secretaries.

This is for your information and record.

**Thanking You,
Yours Truly,
For Asya Infosoft Limited**


Bijal Dineshchandra Sanghvi
Managing Director
DIN: 01988242



Encl: as above

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

[Pursuant to Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018]

To

ASYA INFOSOFT LIMITED

B-501 to 504, Galaxy Business Park,
Nikol Ring Road, Opp. Torrent Power Station,
Nikol, Ahmedabad, Gujarat, India, 382350

Dear Sir/Ma'am,

We have examined the relevant books, registers, forms, documents and papers produced electronically before us by **ASYA INFOSOFT LIMITED** (CIN: L72900GJ1985PLC029849) ('the Company') and its Registrars and Transfer Agent (RTA), Aarthi Consultants Private Limited, in respect of Reconciliation of Share Capital Audit as per Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018. To the best of our knowledge and according to the information and explanations given to us and as shown by the electronic records, we certify the following:

| | | |
|----|---|---|
| 1. | For Quarter Ended: | 31 st December, 2024 |
| 2. | ISIN: | INE520G01016 |
| 3. | Face Value: | INR 10/- per Equity Share, fully paid-up |
| 4. | Name and CIN of the Company: | Asya Infosoft Limited (L72900GJ1985PLC029849) |
| 5. | Registered Office Address: | B-501 to 504, Galaxy Business Park, Nikol Ring Road, Opp. Torrent Power Station, Nikol, Ahmedabad, Gujarat, India, 382350 |
| 6. | Correspondence Address: | B-501 to 504, Galaxy Business Park, Nikol Ring Road, Opp. Torrent Power Station, Nikol, Ahmedabad, Gujarat, India, 382350 |
| 7. | Telephone No. & Fax No.: | +91 79 22900860/1, 2970 8192/291 |
| 8. | Email Address: | cs@axisindia.in |
| 9. | Names of the Stock Exchanges where the Company's securities are listed: | BSE Limited (BSE) |

| | | Number of Shares | % of Total Issued Capital |
|-----|---|---|---------------------------|
| 10. | Issued Capital | 4,72,60,280 | 100% |
| 11. | Listed Capital (Exchange-wise) (as per Company records) BSE Limited (BSE): | 1,20,57,292 | 27.24% |
| 12. | Held in dematerialized form in CDSL | 63,03,576 | 14.24% |
| 13. | Held in dematerialized form in NSDL | 55,14,066 | 12.46% |
| 14. | Physical | 2,39,650 | 0.54% |
| 15. | Total No. of Shares (12+13+14) | 1,20,57,292 | 27.24% |
| 16. | Reasons if for difference any, between (10&11), (10&15), (11&15) | We would like to inform you that, the Honble National Company Law Tribunal, Ahmedabad Court 2 vide Order dated 11 th July, 2024 in IA No.5 (Plan) of 2024 and IA 523 of 2024 in CP (IB) No. 268 of 2022 (hereinafter referred to as The NCLT Order) in the matter of M/s Fiat Accord Fabric Private Limited Vs Sumit Rajnikant Mehta | |



| | |
|--|--|
| | <p>RP of M/s Asya Infosoft Limited approved the resolution plan submitted jointly by Mr. Bijal Dineshchandra Sanghvi (Lead Member) and M/s Axis Solutions Private Limited (Member), along with addendum, annexure, schedules forming part of the Resolution Plan. (hereinafter referred to as The Approved Resolution Plan)</p> <p>Further, The Hon'ble National Company Law Appellate Tribunal (NCLAT) Principal Bench, New Delhi in Company Appeal (AT) (Insolvency) No. 1475 of 2024 via order dated 27.08.2024, approved the Scheme of Arrangement forming part of the approved Resolution Plan, for the merger of M/s Axis Solutions Private Limited ("Axis Solutions/ Transferor Company") into M/s. Asya Infosoft Limited ("Transferee Company") and consequent allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company, as per the Scheme of Arrangement forming part of this plan.</p> <p>Pursuant to the approved resolution plan, the Board of Director at their meeting held on 19th September, 2024 considered and approved the following:</p> <ul style="list-style-type: none">a) Cancellation and extinguishment of entire shareholding of the erstwhile promoters and promoter group of Corporate Debtor without any pay out. [Promoters hold 295688 equity shares as on the date of the order]b) Cancellation of the Shareholding of the Public Shareholders other than existing promoters to the extent of 95% of their shareholding as on Record Date i.e 18th September, 2024. <p>In other words Cancellation of the entire shareholding of the existing shareholders without any payment of consideration and re-issue of one (1) equity share of Rs. 10/- each for every 20 equity shares of Rs. 10/- each held by the Public Shareholders on the Record date i.e 18th September, 2024 to be announced by the Company.</p> <p>The fractional entitlements if any, shall be aggregated and held by the trust, nominated by the Board on that behalf, who shall sell such shares in the market at such price and distribute the net sale proceeds to the said shareholders in proportion to their holding.</p> <ul style="list-style-type: none">c) Allotment of 37,50,000 (Thirty-Seven Lakhs Fifty Thousand) Equity shares of the Company of INR 10/- (Ten) each amounting to Rs. 3,75,00,000/- (Rupees Three Crores Seventy-Five Lakhs Only) to Mr. Bijal Dineshchandra Sanghvi and Mrs. Purvi Sanghvi on behalf of Axis Solutions Private Limited Successful Resolution Applicants of the Company in consideration of funds infused by him in the Company.d) Preferential Allotment of 1,00,000 (One Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 10,00,000/- (Rupees Ten Lakhs Only) to Secured Financial Creditors as a part of payment under the Resolution Plan without payment of any consideration. |
|--|--|



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| | <p>e. Pursuant to the scheme of arrangement for the merger of M/s Axis Solution Private Limited ("Axis Solutions/Transferor Company") into M/s. Asya Infosoft Limited ("Transferee Company"), issue and allotment of 4 (Four) Equity shares of Face Value of INR 10/- each of Transferee Company, to the Shareholders of Transferor Company, for every 1 (One) Equity share of face value Rs. 10/- (Rupee Ten Only) held by them"</p> <p>The record date for the purpose of consideration of the shareholders eligible for the same shall be the date of NCLT Order.</p> <p>The share exchange ratio is arrived at on the basis of Valuation Report prepared by Mr. Sri Ranga Gorantla, Registered Valuer (Securitas or Financial Assets) Regn No. IBBI/RV/02/2019/11253</p> <p>Pursuant to the approved resolution plan, the Board of Director at their meeting held on 20th December, 2024 considered and approved the preferential allotment of 20,00,000 equity shares at a face value of Rs. 10/- to the identified strategic investors.</p> <p>Pursuant to the approved resolution plan, the Board of Director at their meeting held on 24th December, 2024 considered and approved the preferential allotment of 10,00,000 equity shares at a face value of Rs. 10/- to the identified strategic investors.</p> <p>The Revised Shareholding Pattern considering the reduction and allotments done in the meeting of the Board of Directors of the Company held on 19th September, 2024, 20th December, 2024 and 24th December, 2024 are not provided in this shareholding pattern of the Company as the listing approval for said shares is pending and the same are not yet dematerialised.</p> <p>However, the gist of revised Shareholding pattern of the Company considering the changes as per the meeting of the Board of Directors of the Company held on 19th September, 2024, 20th December, 2024 and 24th December, 2024 is as under:</p> |
|--|--|

| Category | Existing No. of Shares | (%) | No. of shares post reduction and cancellation and Allotment | (%) |
|---------------------------------|------------------------|-------|---|------|
| Existing Promoters | 2,95,688 | 2.45 | 0 | 0.00 |
| Existing Public Shareholders | 1,17,61,604 | 97.55 | 5,88,080 | 1.24 |
| Resolution Applicant (Promoter) | 0 | 0 | 37,50,000 | 7.93 |
| Financial Creditor | 0 | 0 | 1,00,000 | 0.21 |



| | | | | | | |
|--|--|--|--------------------|---------------|--------------------|---------------|
| | | Shares allotted to the Shareholders of Axis Solutions Private Limited Consequent to the merger under the resolution plan | | | | |
| | | i Promoters holding (92.22%) | 0 | 0 | 3,67,22,200 | 77.70 |
| | | ii Public holding (7.78%) | 0 | 0 | 31,00,000 | 6.56 |
| | | Strategic Investors (public) | 0 | 0 | 30,00,000 | 6.36 |
| | | Total | 1,20,57,292 | 100.00 | 4,72,60,280 | 100.00 |

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

| Particulars | No. of shares | Applied/ Not Applied For listing | Listed on Stock Exchanges (Specify Names) | Whether intimated to CDSL | Whether intimated to NSDL | In-principle approval pending from Stock Exchanges (Specify Names) |
|--|---------------|----------------------------------|---|---------------------------|---------------------------|--|
| Preferential Allotment pursuant to reduction of Capital | 5,88,080 | Applied | NA (BSE Listing Approval Pending) | NA | NA | NA |
| Preferential Allotment to RA | 37,50,000 | Applied | NA (BSE Listing Approval Pending) | NA | NA | NA |
| Preferential Allotment to Secured Financial Creditor | 1,00,000 | Applied | NA (BSE Listing Approval Pending) | NA | NA | NA |
| Preferential Allotment pursuant to the merger of Axis Solutions Private Limited into Asya Infosoft Limited | 3,98,22,200 | Applied | NA (BSE Listing Approval Pending) | NA | NA | NA |
| Preferential Allotment to Strategic Investors | 30,00,000 | Applied | NA (BSE Listing Approval Pending) | NA | NA | NA |



PAWAN JAIN & ASSOCIATES

Company Secretaries

| | | |
|-----|---|-----|
| 18. | Register of Members is updated (Yes/No) If not, updated up to which date | Yes |
| 19. | Reference of previous quarter with regards to Excess dematerialized shares, if any. | NA |
| 20. | Has the company resolved the matter mentioned In point no. 19 above in the current quarter? If not, reason why? | NA |

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

| Total No. of demat requests | No. of requests | No. of shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 days | 0 | 0 | NA |
| Pending for more than 21 days | 0 | 0 | NA |

| | | |
|-----|---|---|
| 22. | Name, Telephone & Fax No. of the Compliance Officer of the Company | Mr. Dipesh Anilkumar Panchal (Company Secretary & Compliance Officer) M. No.: 34443 Mobile No.: +91 7416677761 |
| 23. | Name, Address, Tel. & Fax No., Regn. No. of the CAIP CS | Mr. Pawan Jain Proprietor Pawan Jain & Associates Address: G2, Sri Chandeeswara Unique Residency, Road No 20 KPR Colony, Manikonda, Hyderabad - 500089 M.No.:47325 CP No.:23692 PR No.: 4017/2023 Mobile No.: +91 7981073926 Email ID: cspawanjain@gmail.com |
| 24. | Appointment of common agency for share registry work (if yes, name and address) | Aarthi Consultants Pvt. Ltd SEBI Registration No.: INR000000379 Address: 1-2-285, Domalguda, Hyderabad, Telangana, 500029 Contact No.: 040 - 27638111 / 27634445 Fax: 040 - 27632184 Email ID: info@aarthiconsultants.com Website: www.aarthiconsultants.com |
| 25. | Any other detail that the CA/ CS may like to provide (e.g. BIFR Company, delisting from SE, company changed its name, etc.) | The details pertaining to CIRP are updated in point No. 16 above. |

For PAWAN JAIN & ASSOCIATES
Company secretaries

Place: Hyderabad

Date: 13th January, 2025

UDIN: A047325F003673651

Pawan Jain
Proprietor
M No. A47325; CP No. 23692
PR Cert. No.: 4017/2023