



## NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of Raminfo Limited will be held on Tuesday, September 24, 2024, at 11:00 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

### Ordinary Business

1. **To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024, the Board's report and Auditor's report thereon:**

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted."

2. **To appoint a director in the place of Mr. Venkata Anil Kumar Ambati (DIN: 06535455), who retires by rotation and being eligible, offers himself for re-appointment:**

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder and in accordance with the Articles of Association of the Company, Mr. Venkata Anil Kumar Ambati (DIN: 06535455), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Non-Executive Director of the Company, liable to retire by rotation."

### Special Business

3. **Re-appointment and fixing of the remuneration of Mr. L. Srinath Reddy (DIN:03255638), Managing Director of the Company:**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members of the Company, be and is hereby accorded for re-appointment of Mr. L. Srinath Reddy (DIN:03255638), as the Managing Director of the Company for a period of three (3) years with effect from September 05, 2024 till September 04, 2027, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. L. Srinath Reddy (DIN:03255638) shall be deemed to be Key Managerial Personnel under Section 203 of the Companies Act, 2013 and be paid the following remuneration:

- I. **Salary:** Not exceeding ₹12,00,000/- per month.
- II. **Perquisites and Amenities:** Such as medical expenses for self and family, leave travel allowance/ concession for self and family, electricity and other utility expenses, house maintenance, medical and accidental insurance for self and family, books and periodicals, club fees, conveyance, use of company car with driver, communication expenses, provident fund, bonus and gratuity, as may be provided by the Company, subject to a ceiling of 30% of the annual salary.

**RESOLVED FURTHER THAT** Mr. L. Srinath Reddy (DIN:03255638), Managing Director of the Company will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses and other expenses incurred by him in connection with the Company's Business.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to provide increments from time to time based on the HR policy of the Company, However, the overall remuneration shall not exceed ₹200 Lakhs per annum at any time excluding perquisites.

**RESOLVED FURTHER THAT** in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the above resolution.”

#### 4. **Appointment of Mrs. Sunitha Bora (DIN: 10685370), as an independent director**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, and the Board of Directors, Mrs. Sunitha Bora (DIN: 10685370), who was appointed as an Additional Director in Independent capacity, pursuant to the provisions of Section 161(I) of the Act and the Articles of Association of the Company, and in respect of whom a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as an the Independent Director of the Company, not liable to retire by rotation, and to hold office for the first term of 5 (five) years commencing from June 28, 2024 to June 27, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 5. **Appointment of Mrs. Sunita Choudhary (DIN: 03572313), as an independent director**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Sunita Choudhary (DIN: 03572313), who was appointed as an Additional Director in Independent capacity, pursuant to the provisions of Section 161(I) of the Act and the Articles of Association of the Company, and in respect of whom a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as an the Independent Director of the Company, not liable to retire by rotation, and to hold office for the first term of 5 (five) years commencing from June 28, 2024 to June 27, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 6. **Appointment of Mrs. Chadalawada Renuka Rani (DIN: 08334469), as an independent director**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Chadalawada Renuka Rani (DIN: 08334469), in respect of whom a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as an the Independent Director of the Company, not liable to retire by rotation, and to hold office for the first term of 5 (five) years commencing from September 24, 2024 to September 23, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”



7. **To approve related party transactions under section 188 of the Companies Act, 2013, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any existing Committee(s) or any committee, the Board may hereafter constitute to exercise powers of the Board including the power conferred by this resolution) for the related party transactions to be entered into and carried out in the ordinary course of business and at arm’s length price with the subsidiaries or associate companies or any Joint Ventures being related parties to the Company, in connection with Sale and purchase of goods and the various services rendered / availed or to be availed, claims made and reimbursement of claims received or any other transactions involving a transfer of resources, services or obligations of whatever nature on such terms as may be mutually agreed upon with the Company and fellow subsidiaries or associate companies or joint ventures for an aggregate value not exceeding ₹100,00,00,000/- (Rupees One Hundred Crores only) per annum subject to maximum of ₹20,00,00,000/- (Rupees Twenty Crores) with each of entity for the financial year 2024-25;

**RESOLVED FURTHER THAT** the Board of Directors of the Company with the consent of Audit Committee be and are hereby authorized and empowered to do all such acts, deeds, matters and things to settle any queries, difficulties, doubts that may arise with regard to any transaction with fellow subsidiaries or associate companies or Joint ventures and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose for giving effect to this resolution, in the best interest of the Company.

By Order of the Board of Directors  
For **Raminfo Limited**

Sd/-

**K. Kiran Kumar Reddy**  
Company Secretary  
M. No.: A72217

Place: Hyderabad  
Date: August 30, 2024

**Registered Office**

**Raminfo Limited**

3-225/SH/401, 4th Floor, Sterling Heights, Mahindra Mindspace,  
Kavuri Hills, GB PET Phase 2, Hyderabad - 500033

CIN: L72200TG1994PLC017598

Email: cs@raminfo.com

Website: www.raminfo.com

Tel: 040-23541894

## NOTES

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 2/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively, issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 respectively (collectively referred to as 'Circulars'), companies are permitted to hold the AGM through VC/ OAVM, without the physical presence of the members at a common venue. Accordingly, the AGM of the Company will be held through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder; the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the aforesaid Circulars.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
3. The Company has appointed Central Depository Services (India) Limited ("CDSL"), to provide a Video Conferencing facility for the AGM and the attendant enablers for conducting the virtual AGM.
4. The attendance of the Members attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Since the AGM will be conducted through VC/OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
6. Corporate shareholders intending to authorize their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution to the company authorizing them to attend and vote on their behalf at the AGM. The scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act together with attested specimen signature(s) of the duly authorized representative(s), be sent to:
  - i. The Company Secretary at the E-mail: cs@raminfo.com
  - ii. The Scrutinizer at E-mail: rao\_ds7@yahoo.co.in
  - iii. A copy marked to info@vccipl.com

The scanned image of the above-mentioned documents should be in the naming format "Corporate Name and Event No."

7. Venture Capital and Corporate Investments Pvt. Ltd., "AURUM", 4th & 5th Floors, Plot No. 57, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500032 is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and the change in the address of the members may be communicated to them.
8. It is mandatory for shareholders of physical folios to update their PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature ('KYC details') and choice of nomination (optional) with Registrar and Share Transfer Agent, M/s. Venture Capital and Corporate Investments Pvt. Ltd for availing any service requests. The shareholders are requested to furnish their KYC details in the prescribed forms to RTA.  
  
In this regard, the Company has also sent intimations to the holders of physical securities, requesting them to update their PAN and KYC details.
9. In case of joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote.
10. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

### CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, the general meetings of the companies may be conducted as per the circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI Circulars through Video Conferencing (VC). Thus, the forthcoming AGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.



2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) circular, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.raminfo.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA and SEBI Circulars.

#### **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- i. The voting period begins on September 21, 2024 and ends on September 23, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 18, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



**Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



**Important note:** Members **who** are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant RAMINFO Limited on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Mr. D.S.Rao ([rao\\_ds7@yahoo.co.in](mailto:rao_ds7@yahoo.co.in)), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. The Board of Directors has appointed Mr. D.S.RAO, Practicing Company Secretary (ACS-I2394 & COP-I4487) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- viii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@raminfo.com](mailto:cs@raminfo.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@raminfo.com](mailto:cs@raminfo.com). These queries will be replied to by the company suitably by email.
- ix. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- x. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.





- xi. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@raminfo.com](mailto:cs@raminfo.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013 (the 'Act'), the following explanatory statement sets out all the material facts relating to the businesses mentioned under Item Nos. 3 to 7 of the accompanying notice:

### Item No. 3: Re-appointment and fixing of the remuneration of Mr. L. Srinath Reddy (DIN:03255638), Managing Director of the Company

The members are hereby apprised that Mr. L. Srinath Reddy was appointed as the Managing Director of the Company in Twenty Seventh Annual General Meeting held on September 29, 2021, for a period of 3 years. His tenure as the managing director is about to conclude on September 04, 2024.

On the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on August 30, 2024, considering his experience, knowledge, and able guidance instrumental in the Company's growth and development, approved the re-appointment of Mr. L. Srinath Reddy as the Managing Director, subject to the approval of the members at the ensuing Annual General Meeting.

The terms of remuneration is as given below, in confirmation with the provisions of the Companies Act, 2013 and Schedule V thereto:

- I. Salary and Allowance: ₹12,00,000/- (Rupees Twelve Lakhs Only) per month;
- II. Perquisites: In addition to the above, he shall be entitled to the following perquisites and facilities:
  - The Company's contributions to provident fund, superannuation fund or annuity fund shall be payable in accordance with the rules and regulations of the Company.
  - He is eligible for Leave Encashment. Such Contributions/ Gratuity/ Encashment shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are exempt under the Income Tax Act, 1961
  - Reimbursement of expenses: Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the Company.
  - He will be provided a chauffeur-driven car, mobile and telephone at residence to carry out his responsibilities. The provisions of car and telephone will not be considered as perquisites.
- III. Other Conditions:
  - a) As long as Mr. L. Srinath Reddy functions as the Managing Director of the Company, No sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
  - b) Mr. L. Srinath Reddy will exercise management control over the whole of the affairs of the Company to carry out day-to-day affairs of the Company to regulate all business activities.
  - c) The Managing Director shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its subsidiaries and/ or promoter/ associate companies, including performing duties as assigned by the Board from time to time by serving as an employee or on the boards of such companies or any other executive body or any committee of such a company.
  - d) The appointment may be terminated by either party (the Company or the Managing Director) by giving to other party three calendar months' prior notice in writing of such termination or the Company paying three month's remuneration in lieu of the notice.
  - e) Mr. L. Srinath Reddy is not related to any other Director of the Company.

Pursuant to Section 196 of the Act, the appointment/ reappointment of Managing Director/ Whole-time Director shall be approved by the members of the Company. The statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013, to the extent applicable, is given here under:

#### A. General information:

- i. Nature of industry - The Company is engaged in the business of IT & ITES.
- ii. Date of commencement of commercial production – June 13, 1994
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – N.A.



- iv. Financial performance based on given indicators - The revenue from operations of the Company for the year 2023-24 is ₹8208.51 Lakhs as against ₹8098.20 Lakhs for the previous year.
- v. Foreign investments or collaborations, if any - NIL

#### **B. Information about the appointee:**

- i. Background details: Mr. L. Srinath Reddy is a highly accomplished technology professional with 28 years of progressive experience with core competencies in Enterprise building, Mergers & Acquisitions, Global organizational restructuring and transformation/ change management, and business process re-engineering. As a mentor and as an entrepreneur, he has co-founded three technology companies and has been advising start-ups and young management graduates. He has worked with McKinsey & Company, a premier global management consulting company for 10+ years in USA. Worked as Center Head – Hyderabad Offshore Delivery Center. Worked as Executive Vice President – Operations & Strategy at Bodh Tree Consulting Limited. Instrumental in consolidating various India units to make a 500+ member India delivery organization. Associated with Sri Vidya Arogya charitable trust, a charitable organization to fund education and health initiatives. Mr. Srinath holds an MBA from the Indian School of Business (ISB).
- ii. Past remuneration: The existing remuneration package of Mr. L. Srinath Reddy is ₹73,32,000/- which consists of a monthly basic salary besides allowances excluding other benefits which were provided in accordance with the Company's practice, rules and regulations in force from time to time.
- iii. Recognition or awards: NIL
- iv. Job profile and his suitability: Mr. L. Srinath Reddy is entrusted with substantial powers of the management of the Company subject to the superintendence, control, and direction of the Board of Directors, the provisions of Memorandum and Articles of Association, regulations made by the Company in Annual General Meeting and the restrictions imposed by the Companies Act, 2013, and shall do all in his power to promote, develop and extend the business of the Company. His vast experience years will help the company to grow and prosper. He is well suited as he is not only experienced but he is also well versed in the entire operations of the Company. The challenging business environment requires a review of operations, monitoring and decision-making on a day-to-day basis besides strategic guidance and advice on an ongoing basis for modernization, technological up-gradation, and expansion/ diversification activities in which the Company would immensely benefit from his expert advice.
- v. Remuneration proposed: Please refer to details given herein above forming part of explanatory statement to the proposed resolution.
- vi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The executive remuneration in the industry is on the rise. The Nomination and Remuneration Committee constituted by the Board perused remuneration of managerial personnel in the software industry and other companies comparable with the size of the Company, industry benchmark in general, and accorded due cognizance to all these factors before approving the remuneration as proposed hereinabove. Considering professional qualifications, background, experience and competence of Mr. L. Srinath Reddy and the responsibility shouldered by him, the terms of remuneration are considered to be fair, just and reasonable.
- vii. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: In addition to the entitlements of remuneration as set out above for his services as Managing Director of the Company Mr. L. Srinath Reddy has relation with M/s RRAS Technologies Private Limited which is promoter of the Company.

#### **C. Other information:**

- i. Reasons of loss or inadequate profits: N.A.  
  
Under the guidance of the Mr. L. Srinath Reddy, the business of the Company has augmented and in the FY 2023-24 has made a profit of Rs 8208.51 Lakhs.
- ii. Steps taken or proposed to be taken for improvement: Raminfo Limited offers a wide range of customized IT solutions across several key verticals, including e-governance, banking, and IoT and engineering services, analytics, and related activities. With extensive experience in developing tailored e-governance solutions, the company has effectively addressed the unique challenges faced by national and state-level government and quasi-government entities. Raminfo has successfully catered to the specific needs of various government departments through integrated, need-based IT solutions. Recognizing the growing demand for digital tools in the healthcare sector, Raminfo is now expanding its focus in this area. The company has developed an innovative product designed to enhance the tracking of growth parameters for children and women, marking a pioneering step in healthcare solutions.

- iii. As part of its ongoing efforts to improve business performance, Raminfo Limited is concentrating on profit maximization, cash conservation, operational efficiency, cost and working capital management, as well as geographical expansion. The company is actively exploring new markets to broaden its reach and tap into emerging opportunities. While the current dynamic business environment makes it challenging to predict profits in precise terms, the management remains optimistic. With the proposed initiatives, the overall outlook for the financial year 2023-24 is positive, and the company anticipates improvements in productivity, profitability, and market presence, barring any unforeseen circumstances.

Considering his varied and rich experience, management skills and contribution towards the Company over the years, the Board recommends the resolution set out at Item No.3 of the Notice for approval of members as a Special resolution.

Save and except the above, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

#### **Item No. 4: Appointment of Mrs. Sunitha Bora (DIN: 10685370), as an independent director**

The Board of Directors at their meeting held on June 28, 2024, on the recommendation of the Nomination and Remuneration Committee, had appointed Mrs. Sunitha Bora (DIN: 10685370) as an Additional Director in an Independent capacity on the Board of the Company, not liable to retire by rotation, with effect from June 28, 2024 for a first term of 5 (five) years, subject to the approval of shareholders at the forthcoming Annual General Meeting (AGM). Further, in accordance with Regulation 17(1) (c) of the SEBI Listing Regulations, the Company shall ensure that the approval of shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from date of the appointment, whichever is earlier. The current proposal as set out at Item No. 4 to this Notice is in compliance with the above.

Mrs. Sunitha Bora (DIN: 10685370) is a seasoned professional with a distinguished academic and professional background. She is an Associate Member of the Institute of Company Secretaries of India (ICSI), and holds Master's in Human Resource Management from Andhra University. Having 9+ years post qualification experience as a CS & Compliance officer for various listed Companies and have extensive experience in the Compliance, Listing, and RBI regulations. Mrs. Sunitha Bora possesses a comprehensive understanding of management principles, and business administration processes. She is also well-versed in public relation areas, which enables her to effectively build and maintain positive relationships with stakeholders.

The Nomination and Remuneration Committee has considered her diverse skills, leadership capabilities, and expertise in Compliance, legal, finance, human resources, business administration etc., among others, as being key requirements for this role. In view of the above, the Nomination and Remuneration Committee and the Board are of the view that Mrs. Sunitha Bora possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to avail her services as an independent director.

The Company has received a declaration from Mrs. Sunitha Bora that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mrs. Sunitha Bora is not disqualified from being appointed as a Director in terms of Section 164 of the Act and she has given her consent to act as a Director. Mrs. Sunitha Bora has confirmed that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Sunitha Bora has also confirmed that she is registered with the data bank of Independent Directors maintained by the IICA. Further, while considering her appointment, the Board has satisfied themselves that she is not debarred or disqualified to act as Director by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

In terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings, brief profile of the Independent Director, nature of her expertise in specific functional areas, other directorships and committee memberships, shareholding and relationship with other directors of the Company are given in the notes to notice, calling this Annual General Meeting.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings. In the opinion of the Board, Mrs. Sunitha Bora, fulfills the conditions for appointment as an Independent Director as specified in the Act and SEBI Listing Regulations and is independent of the Management. The Company has received notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company.

Copy of the Letter of appointment of Mrs. Sunitha Bora as Independent Director setting out the terms and conditions are available for inspection, without any fee, by members at the Registered Office of the Company.



Your Directors recommend the resolution set out at Item No. 4 of the Notice for approval by the Members as a Special Resolution.

Mrs. Sunitha Bora is interested in the resolution set out at Item No. 4 of the Notice as it relates to her appointment. Relatives of Mrs. Sunitha Bora may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

#### **Item No. 5: Appointment of Mrs. Sunita Choudhary (DIN: 03572313), as an independent director**

The Board of Directors at their meeting held on June 28, 2024, on the recommendation of the Nomination and Remuneration Committee, had appointed Mrs. Sunita Choudhary (DIN: 03572313) as an Additional Director in an Independent capacity on the Board of the Company, not liable to retire by rotation, with effect from June 28, 2024 for a first term of 5 (five) years, subject to the approval of shareholders at the forthcoming Annual General Meeting (AGM). Further, in accordance with Regulation 17(1) (c) of the SEBI Listing Regulations, the Company shall ensure that the approval of shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from date of the appointment, whichever is earlier. The current proposal as set out at Item No. 5 to this Notice is in compliance with the above.

Mrs. Sunita Choudhary (DIN: 03572313) holds a master's in law from the University of Rajasthan. She is a highly motivated entrepreneur and carries more than thirteen plus years of experience in managing various aspects of business operations, Marketing, Finance & legal. Mrs. Sunita Choudhary possesses a comprehensive understanding of management principles, business administration processes, and strategic marketing techniques.

The Nomination and Remuneration Committee has considered her diverse skills, leadership capabilities, and expertise in Operations, legal, finance, Marketing and business administration etc., among others, as being key requirements for this role. In view of the above, the Nomination and Remuneration Committee and the Board are of the view that Mrs. Sunita Choudhary possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to avail her services as an independent director.

The Company has received a declaration from Mrs. Sunita Choudhary that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mrs. Sunita Choudhary is not disqualified from being appointed as a Director in terms of Section 164 of the Act and she has given her consent to act as a Director. Mrs. Sunita Choudhary has confirmed that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Sunitha Bora has also confirmed that she is registered with the data bank of Independent Directors maintained by the IICA. Further, while considering her appointment, the Board has satisfied themselves that she is not debarred or disqualified to act as Director by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

In terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings, brief profile of the Independent Director, nature of her expertise in specific functional areas, other directorships and committee memberships, shareholding and relationship with other directors of the Company are given in the notes to notice, calling this Annual General Meeting.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings. In the opinion of the Board, Mrs. Sunita Choudhary, fulfills the conditions for appointment as an Independent Director as specified in the Act and SEBI Listing Regulations and is independent of the Management. The Company has received notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company.

Copy of the Letter of appointment of Mrs. Sunita Choudhary as Independent Director setting out the terms and conditions are available for inspection, without any fee, by members at the Registered Office of the Company.

Your Directors recommend the resolution set out at Item No. 5 of the Notice for approval by the Members as a Special Resolution.

Mrs. Sunita Choudhary is interested in the resolution set out at Item No. 5 of the Notice as it relates to her appointment. Relatives of Mrs. Sunitha Bora may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.



**Item No. 6: Appointment of Mrs. Chadalawada Renuka Rani (DIN: 08334469), as an independent director**

The Nomination and Remuneration Committee (NRC) has recommended the appointment of Mrs. Chadalawada Renuka Rani (DIN: 08334469), as an Independent Director of the Company. The Board on the recommendation of NRC, proposed to appoint Mrs. Chadalawada Renuka Rani (DIN: 08334469), as an Independent Director of the Company, for a period of 5 (Five) years on the Board.

The Board of Directors of the Company, after reviewing the documents submitted by Mrs. Chadalawada Renuka Rani (DIN: 08334469), are of the opinion that she fulfills the conditions specified in the Companies Act, 2013 and Listing Regulations and she is independent of the Management.

Mrs. Chadalawada Renuka Rani holds an LLM from Osmania University and brings over 23 years of experience as a legal counsel to various corporates. She has extensive expertise in Contract Management, Corporate Governance, Litigation Management, Intellectual Property Services, and Arbitration. Throughout her career, she has served in key roles, including Member of the Institutional Ethics Committee and Chairperson of the Internal Complaints Committee. Her scholarly contributions include notable publications such as “Maintainability of Writ of Habeas Corpus for the Custody of Wife” and “History of Law Reporting in India,” both published in the Madras Law Journal.

The Company has received a declaration from Mrs. Chadalawada Renuka Rani that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’). Further, Mrs. Chadalawada Renuka Rani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and she has given her consent to act as a Director. Mrs. Chadalawada Renuka Rani has confirmed that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings, brief profile of the Independent Director, nature of her expertise in specific functional areas, other directorships and committee memberships, shareholding and relationship with other directors of the Company are given in the notes to notice, calling this Annual General Meeting.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings. In the opinion of the Board, Mrs. Chadalawada Renuka Rani, fulfills the conditions for appointment as an Independent Director as specified in the Act and SEBI Listing Regulations and is independent of the Management. The Company has received notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company.

Your Directors recommend the resolution set out at Item No. 6 of the Notice for approval by the Members as a Special Resolution.

Mrs. Chadalawada Renuka Rani is interested in the resolution set out at Item No. 6 of the Notice as it relates to her appointment. Relatives of Mrs. Chadalawada Renuka Rani may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**Item No. 7: To approve related party transactions under section 188 of the Companies Act, 2013, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 exempt any transactions entered into by the Company in its ordinary course of business and done at arm's length price, from the requirement of prior approval of the shareholders by way of ordinary resolution. However, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that related party transaction, i.e. if a transaction(s) to be entered into which individually or together with previous transactions during a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the shareholders of the Company by way of an Ordinary Resolution.

The Company in the Ordinary course of business and at arm's length price enters into various transactions with its fellow subsidiaries or associate companies or joint ventures being related parties to the Company for providing and availing various services including Sale and purchase of goods, rendering and availing of services, claims made and reimbursement of claims received. These transactions are continuous in nature and are not for a specific period. Fellow subsidiaries or associate companies or Joint Venture are related parties as defined under Accounting Standard (AS 18).



Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution. The members are further informed that pursuant to Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 any member of the company who is a related party whether or not related to the particular transaction shall not be entitled to vote on this Ordinary resolution as set out at item No. 7.

The Board of Directors recommends the resolution set forth in item No. 7 for approval of members as an Ordinary resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

By Order of the Board of Directors  
For **Raminfo Limited**

Sd/-

**K. Kiran Kumar Reddy**  
Company Secretary  
M. No.: A72217

Place: Hyderabad  
Date: August 30, 2024

**Registered Office**

**Raminfo Limited**

3-225/SH/401, 4th Floor, Sterling Heights, Mahindra Mindspace,  
Kavuri Hills, GB PET Phase 2, Hyderabad - 500033

CIN: L72200TG1994PLC017598

Email: [cs@raminfo.com](mailto:cs@raminfo.com)

Website: [www.raminfo.com](http://www.raminfo.com)

Tel: 040-23541894

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS:**

The particulars of **Mr. Venkata Anil Kumar Ambati (DIN: 06535455)**, Director, who is proposed to be re-appointed, are given below:

A	Name	<b>Mr. Venkata Anil Kumar Ambati</b>
B	<b>Brief Resume</b>	
i)	Age	54 years
ii)	Qualification	Executive MBA from the Indian School of Business (ISB)
iii)	Experience	20+ years
iv)	Date of appointment on the Board of the Company	14-08-2013
C	Nature of his/her expertise in specific functional areas	Mr. Anil Ambati has spent close to 2 decades with Tata Group, working in multiple roles in Tata Teleservices at the National level. Headed Sales, Service, and Retail Operations Verticals and led large teams. Prior to Tata Teleservices, he worked in marquee organizations like Asian Paints, MRF, Titan and handled Operations roles across geographies. In his current assignment, he is driving business in the Energy, Health, and Agritech Sectors at Raminfo. He is a result-oriented leader who handles complex business models and achieves business objectives. His strength lies in building Start-Ups in such Sectors. He is also passionate about Social Enterprise and supports many NGOs.
D	Terms and Conditions along with details of remuneration sought to be paid	Appointment of Non-Executive non-independent Director subject to retire by rotation and no remuneration shall be paid.
E	Relationship between Directors inter se [(As per Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definition Rules, 2014)]	Nil
F	Remuneration proposed to be paid	Nil
G	Name(s) of other companies in which directorships held	1. Raminfo Digitech Private Limited 2. Sri Ayaan Initiatives LLP
H	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Nil
I	Listed entities from which resigned in the past three years	Nil
J	No. of shares of ₹10/- each held by the Director & his relatives	50,000 Equity Shares
K	Last Remuneration drawn	Nil
L	No. of Board meetings attended during the year	8



**The particulars of Mr. L. Srinath Reddy (DIN:03255638), Managing Director, who is proposed to be re-appointed, are given below:**

A	Name	<b>Mr. L. Srinath Reddy</b>
B	<b>Brief Resume</b>	
i)	Age	50 years
ii)	Qualification	MBA from the Indian School of Business (ISB)
iii)	Experience	24+ years
iv)	Date of appointment on the Board of the Company	16-08-2013
C	Nature of his/her expertise in specific functional areas	Mr. L. Srinath Reddy is entrusted with substantial powers of the management of the Company subject to the superintendence, control and direction of the Board of Directors, the provisions of Memorandum and Articles of Association, regulations made by the Company in Annual General Meeting and the restrictions imposed by the Companies Act, 2013, and shall do all in his power to promote, develop and extend the business of the Company. His vast experience of 24+ years will help the company to grow and prosper. He is well suited as he is not only experienced, but he is also well versed of the entire operations of the Company. The challenging business environment requires review of operations, monitoring and decision making on day-to-day basis besides strategic guidance and advice on ongoing basis for modernization, technological up-gradation and expansion / diversification activities in which the Company would be immensely benefited by his expert advice.
D	Terms and Conditions along with details of remuneration sought to be paid	As mentioned in the resolution
E	Relationship between Directors inter se [(As per Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definition Rules, 2014)]	Nil
F	Remuneration proposed to be paid	As mentioned in the resolution
G	Name(s) of other companies in which directorships held	1. Raminfo Digitech Private Limited 2. Kisan Drones Private Limited
H	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Nil
I	Listed entities from which resigned in the past three years	Nil
J	No. of shares of ₹10/- each held by the Director & his relatives	Nil
K	Last Remuneration drawn	₹ 73,32,000/-
L	No. of Board meetings attended during the year	8

**The particulars of Mrs. Sunitha Bora (DIN: 10685370), Independent Director, who is proposed to be appointed, are given below:**

A	Name	<b>Mrs. Sunitha Bora</b>
B	<b>Brief Resume</b>	
i)	Age	38 years
ii)	Qualification	Company Secretary from ICSI & Masters in HRM from Andhra University
iii)	Experience	9+ years
iv)	Date of appointment on the Board of the Company	28.06.2024
C	Nature of his/her expertise in specific functional areas	Mrs. Sunitha Bora (DIN: 10685370) is a seasoned professional with a distinguished academic and professional background. She is a Associate Member of the Institute of Company Secretaries of India (ICSI), and holds Master's in Human Resource Management from Andhra University. Having 9+ years post qualification experience as a CS & Compliance officer for various listed Companies and have extensive experience in the Compliance, Listing, and RBI regulations. Mrs. Sunitha Bora possesses a comprehensive understanding of management principles, and business administration processes. She is also well-versed in public relation areas, which enables her to effectively build and maintain positive relationships with stakeholders.
D	Terms and Conditions along with details of remuneration sought to be paid	Appointment as Independent Director and not liable to retire by rotation
E	Relationship between Directors inter se [(As per Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definition Rules, 2014)]	Nil
F	Remuneration proposed to be paid	Sitting fees shall be paid as per Board Approval
G	Name(s) of other companies in which directorships held	Nil
H	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Nil
I	Listed entities from which resigned in the past three years	Nil
J	No. of shares of ₹10/- each held by the Director & his relatives	Nil
K	Last Remuneration drawn	Nil
L	No. of Board meetings attended during the year	Not Applicable





The particulars of Mrs. Sunita Choudhary (DIN: 03572313), Independent Director, who is proposed to be appointed, are given below:

A	Name	Mrs. Sunita Choudhary
B	Brief Resume	
i)	Age	45 years
ii)	Qualification	LLM from University of Rajasthan
iii)	Experience	13+ years
iv)	Date of appointment on the Board of the Company	28.06.2024
C	Nature of his/her expertise in specific functional areas	Mrs. Sunita Choudhary (DIN: 03572313) holds a master's in law from the University of Rajasthan. She is a highly motivated entrepreneur and carries more than thirteen plus years of experience in managing various aspects of business operations, Marketing, Finance & legal. Mrs. Sunita Choudhary possesses a comprehensive understanding of management principles, business administration processes, and strategic marketing techniques.
D	Terms and Conditions along with details of remuneration sought to be paid	Appointment as Independent Director and not liable to retire by rotation
E	Relationship between Directors inter se [(As per Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definition Rules, 2014)]	Nil
F	Remuneration proposed to be paid	Sitting fees shall be paid as per Board Approval
G	Name(s) of other companies in which directorships held	Nil
H	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Nil
I	Listed entities from which resigned in the past three years	Nil
J	No. of shares of ₹10/- each held by the Director & his relatives	Nil
K	Last Remuneration drawn	Nil
L	No. of Board meetings attended during the year	Not Applicable

**The particulars of Mrs. Chadalawada Renuka Rani (DIN: 08334469), Independent Director, who is proposed to be appointed, are given below:**

A	Name	Mrs. Chadalawada Renuka Rani
B	<b>Brief Resume</b>	
i)	Age	56 years
ii)	Qualification	LLM from Osmania University
iii)	Experience	23+ years
iv)	Date of appointment on the Board of the Company	NA (Nomination & Remuneration Committee & Board recommended to the shareholders for her appointment from September 24, 2024)
C	Nature of his/her expertise in specific functional areas	Mrs. Chadalawada Renuka Rani holds an LLM from Osmania University and brings over 23+ years of experience as a legal counsel to various corporates. She has extensive expertise in Contract Management, Corporate Governance, Litigation Management, Intellectual Property Services, and Arbitration. Throughout her career, she has served in key roles, including Member of the Institutional Ethics Committee and Chairperson of the Internal Complaints Committee. Her scholarly contributions include notable publications such as “Maintainability of Writ of Habeas Corpus for the Custody of Wife” and “History of Law Reporting in India,” both published in the Madras Law Journal
D	Terms and Conditions along with details of remuneration sought to be paid	Appointment as Independent Director and not liable to retire by rotation
E	Relationship between Directors inter se [(As per Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definition Rules, 2014)]	Nil
F	Remuneration proposed to be paid	Sitting fees shall be paid as per Board Approval
G	Name(s) of other companies in which directorships held	I. Vision7 Legal Solutions Private Limited
H	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Nil
I	Listed entities from which resigned in the past three years	Nil
J	No. of shares of ₹10/- each held by the Director & his relatives	Nil
K	Last Remuneration drawn	Nil
L	No. of Board meetings attended during the year	Not Applicable