

RAM/SECT/051/23-24

Date: 23rd January, 2024

To

**The Corporate Relationship Department
BSE Limited**

1st Floor, Rotunda Building, P.J. Towers,
Dalal Street, Mumbai - 400 001.

Sub: Notice of Extraordinary General Meeting of Members

Scrip Code: 530951 | Stock Symbol: RAMINFO

Dear Sir / Madam,

We wish to inform you that the Extraordinary General Meeting ("EGM") of the Company will be held on Wednesday, February 14, 2024, at 11.00 A.M. (IST) through Video Conferencing / Other through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). We are enclosing herewith a Notice of EGM of the Company along with an Explanatory Statement.

In compliance with section 108 of the Companies Act, 2013 read with relevant rules and Regulation 44 of SEBI (LODR) Regulations 2015, the Company is providing the facility of Remote E-voting and E-voting at the EGM through Central Depository Services Limited (CDSL) for the resolutions proposed to be passed at the EGM. The remote E-voting shall commence from Sunday, 11th February 2024 at 09.00 A.M. (IST) and end on Tuesday, 13th February 2024 at 05.00 P.M. (IST). The cut-off date for determining the eligibility of the Shareholders to cast their vote is Wednesday, 07th February 2024.

The copy of EGM Notice is also uploaded on the Company's website i.e., <http://www.raminfo.com/corporate-announcements.html>

This is for your information and record.

Thanking you,

For **RAMINFO LIMITED**

K. Kiran Kumar Reddy
Company Secretary & Compliance Officer
Encl.: as above



RAMINFO LIMITED

CIN: L72200TG1994PLC017598

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

Website: www.raminfo.com | **e-Mail:** cs@raminfo.com

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of M/s. Raminfo Limited will be held on Wednesday, the 14th day of February 2024 at 11:00 A.M. IST through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") facility to transact the following items of business:

SPECIAL BUSINESS:

1. To consider and approve the further issue of equity shares on a preferential basis

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") the listing agreement entered into by the Company with the BSE Limited ("Stock Exchange") on which the Equity Shares of the Company having face value of Rs.10/- (Ten) each ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board'), which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the

Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 9,00,000 (Nine Lakhs) equity shares having face value of Rs. 10/- (Rupees Ten) each fully paid-up (“Equity Shares”) at a premium of Rs.130.50/- (Rupees One Hundred and Thirty and paise Fifty only) on such terms and conditions as may be deemed appropriate by the Board on preferential basis to:

S No	Name of the Proposed Allottee	Category	No. of equity shares to be issued
1	SVRCV Fintech Private Limited	Non-Promoter	100,000
2	Madur Neeraaj Reddy	Non-Promoter	100,000
3	Kambham Rahul	Non-Promoter	100,000
4	Motati Madhusudhana Reddy	Non-Promoter	100,000
5	Mallepally Durga Reddy	Non-Promoter	100,000
6	Mahankaleswara Agri Tech Pvt Ltd	Non-Promoter	100,000
7	Kalyan Chakradhar Reddy	Non-Promoter	50,000
8	Sanjeev Aleti	Non-Promoter	50,000
9	Aditya Pratap Chowdary Jakkampudi	Non-Promoter	50,000
10	Venkata Anil Kumar Ambati	Non-Promoter	50,000
11	Asset Telematics Pvt Ltd	Non-Promoter	50,000
12	Chandra Sekara Reddy Chennareddy	Non-Promoter	50,000

at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the issue price of Equity Shares, shall be, 15th January 2024 being the date 30 (Thirty) days prior to the meeting of members of the Company is to be held to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchange and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the said equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

2. To consider and approve issue of Share warrants on a preferential basis

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a

Special Resolution:

“RESOLVED THAT pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreement entered into by the Company with the BSE Limited (“Stock Exchange”) on which the Equity Shares of the Company having face value of Rs.10/- (Ten) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’), which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 34,89,719 (Thirty-Four Lakh Eighty-Nine Thousand Seven Hundred Nineteen Only) Convertible Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs.130.50/- (Rupees One Hundred and Thirty and paise Fifty only) ((hereinafter referred to as “Warrants”) to the person belonging to Promoter & Non-Promoter group, on such terms and conditions as may be deemed appropriate by the Board to

Sr. No	Name of the Allottee	Category	No. of equity shares to be issued
1.	SVRCV Fintech Private Limited	Non-Promoter	900,000
2.	Sunita Choudhary	Non-Promoter	100,000
3.	Motati Madhusudhana Reddy	Non-Promoter	200,000
4.	Mallepally Durga Reddy	Non-Promoter	200,000
5.	Mahankaleswara Agri Tech Pvt Ltd	Non-Promoter	200,000
6.	Kalyan Chakradhar Reddy	Non-Promoter	50,000
7.	Sanjeev Aleti	Non-Promoter	100,000
8.	Kambham Thirupalu Reddy	Non-Promoter	300,000

9.	Aditya Pratap Chowdary Jakkampudi	Non-Promoter	50,000
10.	Venkata Anil Kumar Ambati	Non-Promoter	100,000
11.	Asset Telematics Pvt Ltd	Non-Promoter	100,000
12.	Chandra Sekara Reddy Chennareddy	Non-Promoter	100,000
13.	Aruna Rani Elimineti	Promoter/ Promoter Group	289,719
14.	RRAS Technologies Private Limited	Promoter/ Promoter Group	600,000
15.	Lingamdinne Ramasubbamma	Promoter/ Promoter Group	200,000

at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the issue price of Equity Shares resulting from the exercise of the option under the Warrants, shall be, 15th January 2024 being the date 30 (Thirty) days prior to the meeting of members of the Company is to be held to consider the Preferential Issue of Equity Shares resulting from the exercise of the option under the Share Warrants and the issue price determined in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Share Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- i. An amount equivalent to 25% of the issue price of Share Warrants shall be payable at the time of making the application for the allotment of Warrants;
- ii. Balance exercise price i.e. 75% of the issue price of the Share Warrants will be payable by the Warrant holders at the time of exercising the Warrants;
- iii. The Share Warrants shall be exercised by the Share Warrant Holder at any time before the expiry of 18 months from the date of allotment of the Share Warrants;
- iv. In the event the Share Warrant Holder does not exercise the Share Warrants within 18 (Eighteen) months from the date of allotment of the Share Warrants, the Share Warrants shall lapse and the amount paid on such Share Warrants shall stand forfeited by the Company;
- v. The Share Warrant Holder shall be entitled to exercise the option of exercising any or all of the Share Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Share Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Share Warrant holder;

- vi. The Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible securities is completed within 15 days from the date of such exercise by the allottee.
- vii. The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- viii. Upon exercise of the Share Warrants by the Share Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company as the registered owner of such Equity Shares;
- ix. The Share Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Share Warrants have already been locked-in;
- x. In the event that the Company completes any form of capital restructuring prior to the conversion of the Share Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Share Warrant Holder:
 - a. receives such number of Equity Shares that Share Warrant holder would have been entitled to receive; and
 - b. pays such consideration for such Equity Shares to the Company which Share Warrant Holder would have been required to pay, had the Share Warrants been exercised immediately prior to the completion of such capital restructuring;
- xi. The issue of the Share Warrants as well as the Equity Shares, arising from the exercise of the option under the Share Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- xii. The Company shall re-compute the price of the Share Warrants / Equity Shares issued on conversion of Share Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Share Warrant Holder to the Company in accordance with the provisions of ICDR Regulations;
- xiii. The Share Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Share Warrant holders thereof any rights with respect to that of a shareholder of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Share Warrants held by the holder(s) of the Share Warrants and all such Equity Shares that are being allotted shall rank *pari-passu* with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER that the Equity Shares having face value of Rs. 10 (Rupees Ten) each proposed to be allotted to the Share Warrant Holders, upon conversion of the Share Warrants, be listed on the BSE Limited, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Share Warrant Holder, upon conversion of the Share Warrants, and for the admission of the Share Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Share Warrants and Equity Shares allotted, upon conversion of the Share Warrants, to the Share Warrant Holder's dematerialized securities account.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the said Share Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Share Warrants and the Equity Shares to be issued upon conversion of the Share Warrants without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

By order of the Board of Directors
For **RAMINFO LIMITED**

Date: 17.01.2024
Place: Hyderabad

K. Kiran Kumar Reddy
Company Secretary & Compliance Officer
Membership. No.: A72217

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/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, May 13, 2022 and January 5, 2023, respectively (collectively referred to as 'Circulars'), companies are permitted to hold the AGM/EGM through VC/ OAVM, without the physical presence of the members at a common venue. Accordingly, the EGM 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 Extra-Ordinary General Meeting is annexed hereto.
3. The Company has appointed Central Depository Services (India) Limited ("CDSL"), to provide a Video Conferencing facility for the EGM and the attendant enablers for conducting the virtual EGM.
4. The attendance of the Members attending the e-EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the EGM 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 EGM 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 EGM. The scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act together with attested specimen signature(s) of the duly authorised 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.comThe 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 change in the address of the members may be communicated to them.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, Venture Capital and Corporate Investments Pvt. Ltd. at info@vccipl.com. Members are requested to submit a request letter mentioning the Folio No. and Name of Shareholder along with a scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address. Members holding shares in

dematerialized mode are requested to register / update their email addresses with their Depository Participants.

9. In case of joint holders attending the EGM, 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 EGM.

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM 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 EGM. 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 EGM will be provided by CDSL.
3. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM 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 EGM 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. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
6. The EGM 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 11th February, 2024 and ends on 13th February, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th February, 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 CDSL Depository	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & 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

	<p>directly.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 & voting during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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.
- 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 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"> 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.
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"> 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.

- 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 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.
 - 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), 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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 EGM.
- 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-12394 & COP-14487) as the Scrutinizer to scrutinize the voting during the EGM 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 atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at 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 meeting mentioning their name, demat account number/folio number, email id, mobile number at 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 EGM 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 EGM.
- xi. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.
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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 1 to 2 of the accompanying Notice.

Item Nos.1 & 2:

The Board of Directors of the Company, in its meeting held on 17th January 2024, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 9,00,000 (Nine Lakhs) Equity Shares having face value of Rs.10/- (Rupees Ten Only) each and up to 34,89,719 Thirty-Four Lakh Eighty-Nine Thousand Seven Hundred Nineteen Only) Convertible Share Warrants which can be convertible into 34,89,719 of equity shares upon exercise of conversion option on preferential basis to the Promoters and Non-Promoter Investors mentioned in the resolution Nos. 1 & 2 .

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

A. Objects of the Preferential issue

The Company proposes to raise funds through issue of equity shares on preferential basis:

1. Meet funding requirements for various ongoing Projects of the Company/JVs (in which the Company is a partner),
2. Meet working capital requirements to strengthen financial position
3. General corporate purposes.

B. Maximum number of specified securities to be issued

The Board of Directors in its meeting held on 17th January 2024 had approved the issue of equity shares and accordingly proposes to issue on preferential basis in aggregate up-to 9,00,000 (Nine Lakhs) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) at a premium of Rs. 130.50/ (Rupees One Hundred and Thirty and Paise Fifty)/- and up to 34,89,719 Thirty-Four Lakh Eighty-Nine Thousand Seven Hundred Nineteen Only) Convertible Share Warrants which can be convertible into 34,89,719 of equity shares upon exercise of conversion option at a price of Rs.140.50 (Rupees One Hundred and Forty and Paise Fifty)(being not less than the price calculated in terms of ICDR Regulations) to Promoters and Non-Promoter Investors on a preferential basis.

C. Amount which the company intends to raise by way of such securities;

Rs.61,67,55,520/- (Rupees Sixty-One crores Sixty-Seven lakhs Fifty-five thousand Five hundred and Twenty Only)

D. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

Promoters / Persons of Promoter Group are participating in this preferential issue by subscribing to 10,89,719 convertible share warrants i.e. about 24.82% of total securities being issued. Mr. Venkata Anil Kumar Ambati, a Non-executive Director is also participating in this preferential issue by subscribing to 50,000 equity shares and 1,00,000 convertible share warrants.

E. Shareholding Pattern before and after the proposed preferential issue.

S. No	Category	#Pre-Issue Equity		\$Post Equity Issue	
A	Promoter Holding	No of shares held	% of shareholding	No of shares held	% of shareholding
1	Indian				
	Individuals/PAC	440,076	6.55%	929,795	8.37%
	Bodies Corporate	2,098,258	31.26%	2,698,258	24.31%
	Any Other	-	-	-	-
	Sub Total A 1	2,538,334	37.81%	3,628,053	32.68%
2	Foreign Promoter				
	Individuals/NRI/Foreign individuals/PAC	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total A 2	-	-	-	-
	Total Promoters Group A= A1+A2	2,538,334	37.81%	3,628,053	32.68%
B	Public/Non-Promoters' Shareholding				
1	Institutional Investors				
A	Mutual Funds/Banks/FI	220	0%	220	0%
B	FII's/Pis	350	0%	350	0%
	Sub Total B 1	570	0%	570	0%
2	Non-Institutions				
	Individual share capital upto Rs. 2 Lacs	2,543,629	37.89%	2,543,629	22.91%
	Individual share capital in excess of Rs. 2 Lacs	873,543	13.02%	25,73,543	23.18%
	Non-Resident Indian (NRI)	159,279	2.37%	159,279	1.43%
	Clearing Members	3,150	0.05%	3,150	0.03%
	Directors	-	-	1,50,000 -	1.35%

	Indian Bodies Corporate	594,745	8.86%	2,044,745	18.42%
	Foreign Nationals	-	-	-	-
	Others (HUF, NBFC and Trusts)	390	0.00%	390	0.00%
	Sub Total B 2	4,174,736	62.19%	7,474,736	67.32%
	Total Public Shareholding B-B1+B2	4,175,306	62.19%	7,475,306	67.32%
	GRAND TOTAL A+B	6,713,640	100%	11,103,359	100%

§ The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares and Convertible Share Warrants proposed to be made under this notice and on fully diluted basis. The post issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire equity shares mentioned Resolution No. 1 and conversion of actual number of Warrants into Equity Shares mentioned in Resolution No. 2; Consequently, the post-issue shareholding percentage mentioned above may stand altered.

F. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

G. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post-preferential issue capital that may be held by them.

S. No	Details of subscriber	Ultimate Beneficial Owner of the proposed Allottee(s)	Pre-issue holding	% to Pre-issue Capital	No of equity shares proposed to be issued	% to post issue capital
1.	SVRCV Fintech Private Limited	<ul style="list-style-type: none"> •Parvathy Manukonda (holding 50% of Shareholding) •Chandra Sekara Reddy Chennareddy (holding 50% of Shareholding) 	-	-	10,00,000	9.01%
2.	Madur Neeraaj Reddy	Not Applicable	-	-	100,000	0.90%
3.	Sunita Choudhary	Not Applicable	-	-	100,000	0.90%
4.	Kambham Rahul	Not Applicable	-	-	100,000	0.90%
5.	Motati Madhusudhana Reddy	Not Applicable	4,357	0.06%	304,357	2.74%

6.	Mallepally Durga Reddy	Not Applicable	-	-	300,000	2.70%
7.	Mahankaleswara Agri Tech Pvt Ltd	<ul style="list-style-type: none"> Ambati Konda Reddy (holding 34% of Shareholding) Ambati Saanjeewa Reddy (holding 39% of Shareholding) Godlaveeti Nagi Reddy (holding 20% of Shareholding) 	-	-	300,000	2.70%
8.	Kalyan Chakradhar Reddy	Not Applicable	-	-	1,00,000	0.90%
9.	Sanjeev Aleti	Not Applicable	999	0.01%	1,50,999	1.36%
10.	Kambham Thirupalu Reddy	Not Applicable	-	-	3,00,000	2.71%
11.	Aditya Pratap Chowdary Jakkampudi	Not Applicable	-	-	1,00,000	1.35%
12.	Venkata Anil Kumar Ambati	Not Applicable	-	-	1,50,000	1.35%
13.	Asset Telematics Pvt Ltd	Chadalavada Muralidhar (holding 99% of Shareholding)	-	-	1,50,000	1.35%
14.	Chandra Sekara Reddy Chennareddy	Not Applicable	-	-	1,50,000	1.35%
15.	Aruna Rani Elimineti	Not Applicable	440,076	6.55%	729,795	6.57%
16.	RRAS Technologies Private Limited	Aruna Rani Elimineti (holding 99.99% of Shareholding)	2,098,258	31.25%	2,698,258	24.30%
17.	Lingamdinne Ramasubamma	Not Applicable	-	-	200,000	1.80%

§ The post issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire equity shares mentioned Resolution No. 1 and (ii) conversion of actual number of Warrants into Equity Shares mentioned in Resolution No. 2; consequently, the post-issue shareholding percentage mentioned above may stand altered.

H. Undertakings

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- It shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

I. The total number of shares or other securities to be issued

The Board of Directors in its meeting held on 17th January 2024 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate upto 9,00,000 (Nine Lakh) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) and up to 34,89,719 Thirty-Four Lakh Eighty-Nine Thousand Seven Hundred Nineteen Only) Convertible Share Warrants which can be convertible into 34,89,719 of equity shares upon exercise of conversion option at a price of Rs.140.50 (Rupees One Hundred and Forty and Paise Fifty) to Promoters and Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

J. Pricing of Preferential Issue:

The Board has fixed the price of Rs. 140.50/- per equity share in terms of Regulation 164 & 166A of the ICDR Regulations.

K. Basis on which the price would be arrived at

The Equity Shares of the Company are listed on BSE Limited (referred to as the “Stock Exchange”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, as the said preferential issue, will result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, hence valuation report from M/s. Katla & Associates an independent registered valuer for determining the price has been obtained.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity share to be issued shall be a price, being higher of the following:

- i. Average of 90 trading days of volume weighted average price of the Equity Shares quoted on the BSE preceding the Relevant Date is Rs.132.37 /- (Rupees One Hundred and Thirty-two paise Thirty-seven only); or
- ii. Average of 10 trading days of volume weighted average price of the Equity Shares quoted on the BSE preceding the Relevant Date is Rs. 140.19/- (Rupees One Hundred and forty Paise Nineteen only); or
- iii. the floor price arrived by an Independent Registered Valuer, (“Valuation Report dated 17.01.2024”) in terms of the provisions regulation 166A of the Chapter V of SEBI (ICDR) Regulations, 2018 is Rs.108.46/- (Rupees One Hundred Eight and Forty-Six Paise only).

Taking into consideration the highest price out of the above three prices the Board has fixed the floor price as Rs. 140.50 /- (Rupees One Hundred Forty and Paise Fifty only) per equity share and the said price fixed by the Board is highest of the above prices calculated in terms of the ICDR Regulation and other applicable provisions.

L. Name and address of valuer who performed valuation;

Name of the Registered Valuer:

KATLA & ASSOCIATES (IBBI Regn. No. IBBI/RV/06/2022 /14859)

Address: 101, First floor Fortune Plaza, Friends Colony, Manikonda, Hyderabad- 500089

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable as the Company has not proposed to issue the shares for consideration other than cash.

N. Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares is 15th January 2024 being the 30 days prior to the date of Extra Ordinary General Meeting.

O. Class or Classes of Persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Promoters/ Persons of Promoter Group and Non-Promoter Investors as mentioned below:-

S No	Name of the Proposed Allottee	Current Status of the Allottee	Proposed Status of the Allottee
1	SVRCV Fintech Private Limited	Non-Promoter	Non-Promoter
2	Madur Neeraaj Reddy	Non-Promoter	Non-Promoter
3	Sunita Choudhary	Non-Promoter	Non-Promoter
4	Kambham Rahul	Non-Promoter	Non-Promoter
5	Motati Madhusudhana Reddy	Non-Promoter	Non-Promoter
6	Mallepally Durga Reddy	Non-Promoter	Non-Promoter
7	Mahankaleswara Agri Tech Pvt Ltd	Non-Promoter	Non-Promoter
8	Kalyan Chakradhar Reddy	Non-Promoter	Non-Promoter
9	Sanjeev Aleti	Non-Promoter	Non-Promoter
10	Aditya Pratap Chowdary Jakkampudi	Non-Promoter	Non-Promoter
11	Kambham Thirupalu Reddy	Non-Promoter	Non-Promoter
12	Venkata Anil Kumar Ambati	Non-Promoter	Non-Promoter
13	Asset Telematics Pvt Ltd	Non-Promoter	Non-Promoter
14	Chandra Sekara Reddy Chennareddy	Non-Promoter	Non-Promoter
15	Aruna Rani Elimineti	Person of Promoter Group	Promoter
16	RRAS Technologies Private Limited	Promoter Group	Promoter
17	Lingamdinne Ramasubbamma	Person of Promoter Group	Promoter

P. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

Q. No. of persons to whom allotment on a preferential basis has already been made during the year, in terms of number of securities as well as price:

Not Applicable as the Company has not allotted any securities on a preferential basis.

R. Lock-in period

The Shares/Convertible Share Warrants (including and Shares to be allotted upon conversion of convertible Share warrants) to be offered, issued and allotted shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

S. Certificate from Practicing Company Secretaries

A certificate from Mr. D S Rao, Practicing Company Secretary certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

The said Certificate will be uploaded on the Investors page on the website of the Company i.e. www.raminfo.com before the Extra Ordinary General Meeting

T. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except Mr.Venkata Anil Kumar Ambati, Director being one of the subscriber to the issue and Mr.L.Srinath Reddy, Managing Director being the person related to promoters, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

U. Other disclosures

In accordance with SEBI ICDR Regulations,

- i. The Company has not allotted any equity shares on preferential basis in the financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. Neither the proposed allottees or the beneficial owners to proposed allottees, is a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iv. The pre- preferential allotment of the person holding the shares are in dematerialized form.

- v. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item Nos. 1 & 2 as Special Resolutions for your approval.

By order of the Board of Directors

For **RAMINFO LIMITED**

Date: 17.01.2024

Place: Hyderabad

K. Kiran Kumar Reddy

Company Secretary & Compliance Officer

Membership. No.: A72217