



## NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-First (31st) Annual General Meeting of the Members of Raminfo Limited will be held on Wednesday, September 17, 2025, at 11:00 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

### Ordinary Business

- To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2025, 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, 2025 and the reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted."

- To appoint a director in the place of Mr. L. Srinath Reddy (DIN: 03255638), 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. L. Srinath Reddy (DIN: 03255638), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Managing Director of the Company, liable to retire by rotation."

### Special Business

- Appointment of Mr. Gangaram Aloria, IAS (RETD.) (DIN: 02913711) as a Non-Executive Non-Independent Director:**

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

**"RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement), 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force, in accordance with the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, consent of the shareholders be and is hereby accorded for the appointment of Mr. Gangaram Aloria, IAS (RETD.) (DIN: 02913711) as a Non-Executive Non-Independent Director of the Company and to hold office for a period of 5(five) years commencing from September 17, 2025 to September 16, 2030 (both days inclusive) and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder, Mr. G. R. Aloria shall be entitled to receive remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive



Non-Independent Director under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement), 2015,

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

**4. Approval for formulation, adoption, and implementation of Raminfo Employee Stock Option Plan 2025 for grant of employee stock options to the employees of the Company under this plan:**

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

**"RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") read with rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued thereunder (including any amendments, modification(s) and/ or re-enactment(s) thereof for the time being in force), Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder ("FEMA"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations") in accordance with provisions of the memorandum and articles of association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Securities and Exchange Board of India ("SEBI"), Stock Exchanges and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), The approval of the shareholders of the Company be and is hereby accorded to introduce, create, approve, adopt and implement Raminfo Employee Stock Option Plan 2025 ("ESOP 2025"/ "Plan"/ "Scheme") through direct route, the salient features of which are furnished in the explanatory statement to this Notice and to authorize the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("NRC") or its delegated authority to exercise its powers, including the powers conferred by this resolution to create, issue, offer, grant and allot up to 10,00,000 (Ten Lakh) employee stock options ("Options") from time to time to or for the benefit of the employees (present or future) of the Company, whether working in India or outside India, as may be decided by the Board and permitted under the SBEB Regulations, exercisable into equivalent number i.e. 10,00,000 (Ten Lakh) equity shares of the Company having face of ₹10/- (Rupee Ten) each ("Equity Share(s)") under the ESOP 2025, at such price or prices, on such terms and conditions as may be decided by the Board in accordance with the provisions of ESOP 2025 and in compliance of SBEB Regulations and applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with ESOP 2025 and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOP 2025 on the Stock Exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, merger, sale of division/undertaking etc. if any, additional Options are granted/to be granted or equity shares are issued/to be issued by the Company to the Options grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier/to be granted, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the ESOP 2025 are passed on to the employees of the Company and the above ceiling in terms of number of equity shares/stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s).

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Options grantees under ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Options grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

**RESOLVED FURTHER THAT** the Board and/or any person as authorized by the Board be and are hereby severally authorized to approve the grant letter and other related documents, to grant Options to the employees of the Company (including deciding the number of Options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in ESOP 2025 or suspend/ withdraw/ revive ESOP 2025 from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the Company.

**RESOLVED FURTHER THAT** the Board and/or any person as authorized by the Board, chief financial officer and company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of ESOP 2025, for compliance with the SBEB Regulations and other applicable laws and to give effect to the resolution."

**5. Approval for formulation, adoption and implementation of Raminfo Employee Stock Option Plan 2025 for grant of employee stock options to the employees of subsidiaries of the Company under this plan:**

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

**"RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") read with rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued thereunder (including any amendments, modification(s) and/ or re-enactment(s) thereof for the time being in force), Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder ("FEMA"), the applicable provisions of the



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations, in accordance with provisions of the memorandum and articles of association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Securities and Exchange Board of India ("SEBI"), Stock Exchanges and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s). The approval of the shareholders of the Company be and is hereby accorded to introduce, create, approve, adopt and implement Raminfo Employee Stock Option Plan 2025 ("ESOP 2025"/ "Plan" / "Scheme") through direct route, the salient features of which are furnished in the explanatory statement to this Notice and to authorize the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("NRC") or its delegated authority to exercise its powers, including the powers conferred by this resolution) to create, issue, offer, grant and allot up to 10,00,000 (Ten Lakh) employee stock options ("Options") from time to time to or for the benefit of the employees (present or future) of the subsidiaries of the Company, whether working in India or outside India, as may be decided by the Board and permitted under the SBEB Regulations, exercisable into equivalent number i.e. 10,00,000 (Ten Lakh) equity shares of the Company having face of ₹10/- (Rupee Ten) each ("Equity Share(s)") under the ESOP 2025, at such price or prices, on such terms and conditions as may be decided by the Board in accordance with the provisions of ESOP 2025 and in compliance of SBEB Regulations and applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with ESOP 2025 and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOP 2025 on the Stock Exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, merger, sale of division/undertaking etc. if any, additional Options are granted/to be granted or equity shares are issued/to be issued by the Company to the Options grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier/to be granted, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the ESOP 2025 are passed on to the employees of the subsidiaries of the Company and the above ceiling in terms of number of equity shares/stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s).

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Options grantees under ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub- division or consolidation, without affecting any other rights or obligations of the Options grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.



**RESOLVED FURTHER THAT** the Board and/or any person as authorized by the Board be and are hereby severally authorized to approve the grant letter and other related documents, to grant Options to the employees of the subsidiaries of the Company (including deciding the number of Options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the subsidiaries of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in ESOP 2025 or suspend/ withdraw/ revive ESOP 2025 from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the subsidiaries of the Company.

**RESOLVED FURTHER THAT** the Board and/or any person as authorized by the Board, chief financial officer and company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of ESOP 2025, for compliance with the SBEB Regulations and other applicable laws and to give effect to the resolution."

**6. Approval for grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the employees under Employee Stock Option Plan 2025 of the Company and Subsidiary Companies:**

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

**"RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") read with rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued thereunder (including any amendments, modification(s) and/ or re-enactment(s) thereof for the time being in force), Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder ("FEMA"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations, in accordance with provisions of the memorandum and articles of association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Securities and Exchange Board of India ("SEBI"), Stock Exchanges and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), approval of the shareholders of the Company be and is hereby accorded to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options ("Options") during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company, to such identified employees as may be decided by the Board of Directors (including the Nomination and Remuneration Committee) for the benefit of the employees (present or future) of the company & subsidiaries of the Company, whether working in India or outside India, as may be decided by the Board and permitted under the SBEB Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with ESOP 2025 and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.





**RESOLVED FURTHER THAT** for the purpose of effectuating the above resolutions the Board and/or any person as authorized by the Board, chief financial officer and company secretary of the Company be and are hereby severally authorized on behalf of the Company, to evolve, decide upon and bring in to effect the ESOP 2025 and modifications, changes, variations, alterations, or revisions in the said ESOP 2025 from time to time or to suspend, withdraw or revive the ESOP 2025 from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company”.

**7. Approval for giving loan and guarantee or providing security in connection with loan availed by any specified person under section 185 of the Companies, Act, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act, of an aggregate amount not exceeding ₹5 crore (Rupees Five Crore only) during a financial year, in its absolute discretion deem beneficial and in the best interest of the Company;

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/ forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**8. Approval for Related Party Transactions with Raminfo Green Energy Private Limited under Regulation 23 of 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 Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s), modification(s), variation(s), or re-enactment(s) thereof for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof constituted or to be constituted by the Board to exercise its powers), to enter into and carry out related party transactions in the ordinary course of business and at arm’s length basis with Raminfo Green Energy Private Limited, being a related party, for an aggregate value not exceeding ₹20,00,00,000/- (Rupees Twenty Crores only) during the period from



01st October, 2025 to 30th September, 2027, in connection with the sale, purchase, supply of goods, rendering or availing of services, claims, reimbursement of expenses, or any other transactions involving transfer of resources, services, or obligations of any nature whatsoever, on such terms and conditions as may be mutually agreed between the Company and Raminfo Green Energy Private Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, with the prior approval of the Audit Committee, be and are hereby authorized to do all such acts, deeds, matters, and things, including execution of agreements, documents, writings, and making necessary filings with the statutory authorities, as may be considered necessary, expedient, or desirable to give effect to this resolution and to settle any questions, difficulties, or doubts that may arise in this regard, in the best interests of the Company."

**9. Appointment of Mr. D. S. Rao, Practicing Company Secretary as the Secretarial Auditor of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Managerial Personnel) Rules, 2014 and Regulation 24 A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. D. S. Rao, Practicing Company Secretary, having a certificate of practice No. 14487 and a peer review certificate No. 1817/2022, be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 36<sup>th</sup> (Thirty-Sixth) AGM of the company to be held in the year 2030, at a remuneration as may be approved by the Board of Directors (including its committee thereof) from time to time in consultation with the Secretarial Auditor of the Company.

**RESOLVED FURTHER THAT** any Director and/ or the Company Secretary of the company be and are hereby authorized to take steps, as may be required for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things, as may be necessary to give effect to this resolution."

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

SD/-

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

**Place : Hyderabad**  
**Date : August 13, 2025**

Registered Office  
Raminfo Limited  
Unit No.1609, 16th Floor, ORBIT, Plot No.30C, Sy No 83/1,  
Hyderabad Knowledge City, TSIC, Madhapur,  
Shaikpet, Hyderabad, Telangana, India, 500081  
CIN: L72200TG1994PLC017598  
Email: [cs@raminfo.com](mailto:cs@raminfo.com)  
Website: [www.raminfo.com](http://www.raminfo.com)  
Tel: 040-23541894



## NOTES

1. Pursuant to the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020 dated 31.12.2020, General Circular No. 10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, General Circular No. 3/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024 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 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024 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 and the registered office of the Company shall be deemed to be the venue for the AGM. 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](mailto:cs@raminfo.com)
  - ii. The Scrutinizer at E-mail: [rao\\_ds7@yahoo.co.in](mailto:rao_ds7@yahoo.co.in)
  - iii. A copy marked to [info@vccipl.com](mailto: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 [www.raminfo.com](http://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 14, 2025 and ends on September 16, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 10, 2025 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>	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 & New System Myeasi Tab.



	<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</p>



	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 <b>Depository Participants (DP)</b>	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 <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 <b>OR</b> 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-12394 & COP-14487) 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 8 of the accompanying notice:

### **Item -: 3 Appointment of Mr. Gangaram Aloria, IAS (RETD.) (DIN: 02913711) as a Non-Executive Non-Independent Director:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Mr. Gangaram Aloria, IAS (RETD.) (DIN: 02913711) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, subject to the approval of shareholders at the ensuing Annual General Meeting.

Mr. Gangaram Aloria is a highly respected former Indian Administrative Service (IAS) officer with over 35 years of experience across key leadership roles in governance, infrastructure, urban development, and public administration. He served as the Chief Secretary to the Government of Gujarat, where he played a pivotal role in conceptualizing and executing large-scale initiatives, including the iconic "Statue of Unity" project. His career spans across diverse areas such as land reforms, public transport, urban housing, irrigation, and policy formulation for multiple departments at the state level.

After his retirement from government service, Mr. Aloria has continued to contribute his strategic expertise through board-level and advisory roles in several reputed organizations including APITCO, HAL, Brahmaputra Valley Fertilizer Corporation Limited, Phillips Carbon Ltd, and others. His broad public and private sector exposure, particularly in infrastructure and regulatory matters, aligns well with the Company's vision and future direction.

Considering his vast experience and demonstrated leadership in the public domain, the Board believes that his association will add significant strategic value to the Company's governance and policy oversight.

Mr. Aloria has consented to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under the provisions of the Companies Act, 2013. The Company has also received declarations and disclosures as required under applicable laws and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

Pursuant to Regulation 17(1C) of SEBI LODR, approval of the Members by way of an Ordinary Resolution is being sought for the appointment of Mr. Gangaram Aloria as a Non-Executive, Non-Independent Director.

The profile and other details of Mr. Aloria, as required under Regulation 36(3) of SEBI LODR and Secretarial Standard-2, are provided in the Annexure to this Notice.

The Board recommends the resolution for appointment of Mr. Gangaram Aloria as a Non-Executive, Non-Independent Director of the Company for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Gangaram Aloria and his relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the accompanying Notice for the approval of the members.



## Item -: 4, 5 & 6

- 4. Approval for formulation, adoption, and implementation of Raminfo Employee Stock Option Plan 2025 for grant of employee stock options to the employees of the Company under this plan:**
- 5. Approval for formulation, adoption and implementation of Raminfo Employee Stock Option Plan 2025 for grant of employee stock options to the employees of subsidiaries of the Company under this plan:**
- 6. Approval for grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the employees under Employee Stock Option Plan 2025 of the Company and Subsidiary Companies:**

Employees Stock Option is a useful tool to attract retain and motivate the best available talent and to reward them for performance. This also provides an opportunity for employees to participate in the growth of the Company, besides creating long-term wealth in their hands.

The Raminfo Employee Stock Option Plan ("ESOP 2025"/"Scheme") proposed to be introduced is aimed at retaining the best talent in the Company. The opportunity to benefit from the equity upside (vis-à-vis fixed cash payouts) through the achievement of long-term business objectives further drives the high-performance culture needed in our business, which ultimately benefits shareholders.

Accordingly, based on the recommendation and approval of the Nomination & Remuneration Committee ('NRC') and the Board of the Company, the approval of members of the Company is being sought for implementation of ESOP 2025. The salient features of the Plan in terms of Section 62(1) (b) of the Companies Act, 2013 read with Rule 12 and Regulation 6 of the SBEB Regulations are given as hereunder:

### 1. Brief description of the scheme

The detailed terms and conditions of ESOP 2025, were duly approved by the NRC and Board at its meeting held on August 13, 2025, subject to further approval of the shareholders of the Company.

Under ESOP 2025, the Company would grant up to 10,00,000 (Ten Lakh) Options in one or more tranches in ESOP 2025 to eligible employees of the Company and subsidiaries of the Company that would entitle the grantees (in aggregate) the right to acquire, not exceeding 10,00,000 (Ten Lakh) fully paid-up equity shares of Rs. 10/- (Rupee Ten) each, representing 9.11% of the share capital of the Company as on June 30, 2025 on a fully diluted basis, with each such Option conferring a right upon the eligible employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Plan.

ESOP 2025 provides for the grant of Options to employees of the Company and subsidiaries of the Company, as may be permissible under the SBEB Regulations (hereinafter referred to as 'Employees') from time to time.

Every grant of Options shall be governed by a vesting schedule and such other terms, as determined by the NRC at the time of each grant. After vesting, the Employees may exercise the vested Options within the pre-defined exercise period. Each Option is convertible into one Equity Share of the Company upon vesting and exercise.



The Company will issue Equity Shares upon exercise of vested Options, subject to fulfillment of certain condition(s) including without limitation payment of exercise price and satisfaction of tax obligations. The NRC shall act as the compensation committee for the administration and supervision of the Plan. All questions of interpretation of the Plan shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the Plan.

The NRC or any other person(s) authorized by the NRC from time to time shall take necessary administrative steps in order to implement, supervise, and administer the Plan including but not limited to the following:

- Determine the employee-wise number of grants for NRC's approval.
- Issue, amend, and modify the grant letters to grantees.
- Accept nomination forms/exercise notices from grantees.
- Sign and deliver all letters, correspondence, certificates, undertakings, other deeds, and documents on behalf of the Company for any purpose incidental or ancillary to the Plan.
- Appoint any consultant, lawyer, professional, etc., for any opinion, advice, views or to represent the Company before any statutory or non-statutory authority. Also, appoint a valuer/ merchant banker / chartered accountant as may be required.
- Do all such acts, deeds, and things as may be required to be done to implement and administer the Plan or any other matter connected thereto under the authority of the NRC

## **2. Total number of options to be granted**

It is proposed to grant/offer/issue up to 10,00,000 (Ten Lakh) Options in ESOP 2025, in one or more tranches. Each Option will entitle the option holder to 1 (one) Equity Share of the Company. Accordingly, up to 10,00,000 (Ten Lakh) Equity Shares shall be allotted to the Employees under the ESOP 2025 upon exercise of all options under ESOP 2025.

Further, the SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted or to be granted. In this regard, the NRC shall adjust the Options and/or price of the Options granted or to be granted in such a manner that the total value of the Options granted or to be granted under the Plan remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Options grantees for making such fair and reasonable adjustment, the aforesaid ceiling shall be deemed to be increased to the extent of such additional Options issued.

## **3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme**

Subject to determination or selection by the NRC, Employee(s) as defined in Regulation 2(1) (i) of the SBEB Regulations as amended from time to time, shall be eligible to participate and be beneficiaries in the ESOP 2025.

## **4. Requirements of vesting and period of vesting**

Subject to exceptions such as death and permanent incapacity etc. as provided under SBEB Regulations, the vesting period of stock options shall not be less than a period of 1 year, and which may extend to a maximum period of 10 years, from the date of grant, as may be decided by the NRC. The quantum/proportion in which the Options would vest and the exact period over which the Options would vest with the employees would be determined by the NRC and stated in the grant letter.





Vesting of Options would be based on continued employment and meeting the mandatory performance conditions as specified in the grant letter. Performance conditions would be determined by the NRC from time to time.

#### **5. Maximum period subject to regulation 18(1) of SBEB regulations within which the options/benefits shall be vested**

The vesting period of stock options shall not be less than a period of 1 year, and which may extend to a maximum period of 10 years, from the date of grant, as may be decided by the NRC and stated in the grant letter.

The committee may vary the maximum vesting period from time to time, as may be statutorily permissible.

#### **6. Exercise price or pricing formula**

The Options will be granted at an Exercise Price as determined by the Nomination & Remuneration Committee, which shall in no case be lesser than the face value of Shares of the Company and not higher than the Fair Market Value of Shares of the Company as on date of Grant and shall be subject to conforming to the accounting policies specified in Regulation 15 of the SBEB Regulations.

The employee shall also be liable to pay the Company the amount equivalent to the value of the perquisite tax payable on the exercise of the options in accordance with the provisions of the Income Tax Act, 1961, and other applicable laws (if any) at the relevant time.

#### **7. Exercise period/offer period and process of exercise/acceptance of offer**

##### **Exercise period:**

The exercise period will commence from the date of vesting and will expire on completion of 1 year from the date of respective vesting.

In the event of resignation / termination / superannuation / death / permanent disability, stock options will be exercised in accordance with SBEB regulations as may be determined by the NRC in this regard.

##### **Process of exercise:**

- Vested stock options shall be exercisable by the grantee by making a written application to the Company expressing his / her desire to exercise such stock options in such manner and in such format as may be prescribed by the Company from time to time.
- Exercise of stock options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the employee.
- Stock options if not exercised within the specified exercise period will lapse.

#### **8. Appraisal process for determining the eligibility of employees for the scheme**

The appraisal process for determining the eligibility of the employee will be specified by the NRC.



In determining the eligibility of employees to participate in the Plan, the NRC may consider one or more of the following parameters on a case-by-case basis including but not limited to tenure, performance, position and responsibilities of the employee, nature and value of the employee's service to the company, employee's present and potential contribution and such other factors as may be deemed appropriate by the NRC, at its sole discretion, from time to time.

**9. Maximum number of options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any**

**The maximum limit for any single employee:**

The maximum number of options to be issued to any single eligible employee from ESOP 2025 will be decided by the NRC, subject to a maximum of 5% of the issued capital of the Company in any single financial year.

**The aggregate number of options available for grant under ESOP 2025 for all employees:**

A maximum of 10,00,000 (Ten Lakhs) options shall be available for grant to employees under ESOP 2025. Each Option shall entitle the option holder to one fully paid-up equity share of face value of ₹10/- of the Company (as adjusted for any changes in the capital structure of the Company). Accordingly, up to 10,00,000 (Ten Lakh) equity shares of face value of ₹10/- each shall be allotted to employees under the ESOP 2025.

**10. Maximum quantum of benefits to be provided per employee under a scheme**

The Employees will be entitled to Equity Shares of the Company on the exercise of Options as per the terms provided under ESOP 2025.

The maximum quantum of benefits provided to any eligible employee under the ESOP 2025 will be the difference between the market value of the Company's equity shares on the Stock Exchanges as on the date of exercise of Options and the exercise price paid by the employee.

No benefits, other than grant of Options and issuance of equity shares upon exercise, are envisaged under ESOP 2025.

**11. Whether the scheme is to be implemented and administered directly by the company or through a trust**

ESOP 2025 shall be implemented directly by the Company through the Board of Directors (including the Nomination & Remuneration Committee) of the Company.

**12. Whether the scheme involves the new issue of shares by the company or secondary acquisition by the trust or both**

ESOP 2025 will involve a new issue of Equity Shares of the Company and will not involve any secondary acquisition.

**13. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.**

Not Applicable.



**14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme**

Not Applicable.

**15. Statement to the effect that the company shall conform to the accounting policies specified in regulation 15 and accounting standards**

The Company will follow and comply with Indian Accounting Standard (Ind AS) 102 - share-based payment and/or any other applicable accounting standards as may be prescribed by the Central Government in terms of the Act and rules made thereunder, including the disclosure requirements prescribed therein in compliance with Regulation 15 of the SBEB Regulations.

In addition, the Company shall disclose such details as required under the applicable laws.

**16. Method which the Company shall use to value its options**

The Company shall follow the 'fair valuation method' for the valuation of Options as prescribed under Ind AS 102 on share-based payment or any accounting standard/guidance note, as applicable, notified by the competent authorities from time to time.

**17. Lock-in period**

The Equity Shares issued pursuant to the Exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may apply under the applicable laws/regulatory authority from time to time.

**18. Statement with regard to Disclosure in Director's Report:**

As per applicable requirements, the company shall make all such necessary disclosures in the Directors' Report

**19. Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct**

All the vested Options as on the date of termination (due to misconduct or breach of company policies/terms of employment from time to time) which were not exercised shall stand cancelled with effect from the date of such termination.

**20. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee**

All the vested Options as on the date of submission of resignation shall be exercisable by the Employee within the period from the date of vesting of Options.

All the vested Options as on the date of termination (due to misconduct or breach of company policies/terms of employment from time to time) shall stand cancelled and will not be available for exercise.



## **21. Terms & conditions for buyback, if any of specified securities covered under SBEB Regulations**

The NRC has the powers to determine the procedure and other terms and conditions for buy-back of Options granted, if the Company decides to undertake the buy-back of the Options granted at any time in compliance with applicable laws.

## **22. In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report**

Not applicable.

In terms of Section 62(1) (b) and other applicable provisions, if any, of the Act read with Rules there under and Regulation 6(1) and other applicable provisions of SBEB Regulations, the implementation of ESOP 2025 and grant of Options to the Employees of the Company under ESOP 2025 require approval of the shareholders by way of a special resolution. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at item no. 4.

Further, as per section 62(1) (b) and other applicable provisions, if any, of the Act read with Rules there under and Regulation 6(3) (c) of SBEB Regulations, approval of the shareholders by way of separate special resolution is also required for extending the benefits of ESOP 2025 to the employees of subsidiaries of the Company and grant of Options to employees of the subsidiaries of the Company under ESOP 2025. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at item no. 5.

Further, as per Section 62(1)(b) and other applicable provisions, if any, of the Act read with Rules there under and SBEB Regulations, approval of the shareholders by way of separate special resolution is also required for grant of options to employees of the subsidiary and the Company, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option under ESOP 2025. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at item no. 6.

A copy of the Schemes is available for inspection electronically during official hours on all working days till the conclusion of voting.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolutions, except to the extent of their shareholding in the Company or the options that may be granted under the ESOP 2025.

The Board recommends the resolution set forth in item no. 4, 5 & 6 for the approval of members.

## **Item -: 7 Approval for giving loan and guarantee or providing security in connection with loan availed by any specified person under section 185 of the Companies, Act, 2013:**

Pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 and notified by the Ministry of Corporate Affairs on May 7, 2018, a company is prohibited from directly or indirectly advancing any loan, including any loan represented by a book debt, or providing any guarantee or security in connection with any loan taken by any director or any other



person in whom the director is interested, unless prior approval of shareholders by way of a Special Resolution is obtained.

The amended provisions now permit such transactions, provided the same are in the ordinary course of business or fall within a legitimate business need and are made subject to shareholders' approval and appropriate disclosures.

In the ordinary course of its business and to support growth opportunities, the Company may be required to:

- (a) Advance loans, make business advances, or extend credit (including book debts),
- (b) Provide guarantees or securities in connection with loans, debentures, or bonds raised by
- (c) Its subsidiary companies (whether Indian or overseas),
- (d) Joint ventures, strategic alliances, or
- (e) Other body corporates in which any of the directors of the Company may be deemed to be interested.

While such transactions may be entered into for legitimate business purposes, as a measure of abundant caution and to ensure full compliance with the amended Section 185, the Board proposes to obtain shareholders' approval by way of a Special Resolution to authorize the Company to undertake such transactions.

Accordingly, the Board of Directors recommends the Special Resolution set out in Item No. 7 of the accompanying Notice for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company or in any body corporate to which such loans, guarantees or securities may be extended.

**Item -: 8 Approval for Related Party Transactions with Raminfo Green Energy Private Limited under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") provides that related party transactions, if entered into by the Company and the value of such transactions, either individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements, shall require the prior approval of the shareholders of the Company by way of an ordinary resolution.

The Company, in the ordinary course of its business and at arm's length basis, proposes to enter into transactions with its subsidiary, Raminfo Green Energy Private Limited, a related party as defined under the SEBI LODR Regulations. These transactions shall relate, inter alia, to sale and purchase of goods, rendering or availing of services, reimbursement of expenses, and other transactions involving transfer of resources, services, or obligations, as may be mutually agreed upon.

The proposed transactions with Raminfo Green Energy Private Limited are estimated to be up to an aggregate value of ₹20,00,00,000/- (Rupees Twenty Crores only) during the period from 01st October, 2025 to 30th September, 2027.

In terms of Regulation 23(4) of the SEBI LODR Regulations, all related parties shall abstain from voting on this resolution, irrespective of whether they are related to the particular transaction or not.





The Board of Directors recommends the resolution set forth in Item No. 8 for the approval of members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice, except to the extent of their shareholding in the Company, if any.

**Item -: 9 Appointment of Mr. D. S. Rao, Practicing Company Secretary as the Secretarial Auditors of the Company:**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Board of Directors at their meeting held on August 13, 2025 have approved and recommended the appointment of Mr. D. S. Rao, Practicing Company Secretary as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 36<sup>th</sup> (Thirty-Sixth) AGM to be held in the year 2030.

Mr. D. S. Rao, is an individual Practitioner, primarily engaged in providing Secretarial Audit, Governance, Compliance Management and other Assurance services. He has experience of handling the secretarial audits of listed and large unlisted companies. He holds Certificate of Practice No.:14487 and Peer review certificate no.: 1817/2022 issued by the Peer Review Board of the Institute of Company Secretaries of India. The recommendation for the appointment of Mr. D. S. Rao as Secretarial Auditor is based on his past track record and capabilities in delivering quality secretarial audit services to other companies of similar size and complexity.

Mr. D. S. Rao have confirmed that they are not disqualified from being appointed as Secretarial Auditors and the proposed appointment is within the limits as laid down by the ICSI and the extant regulations framed by SEBI. They have further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies and that they have no conflict of interest in terms of ICSI Auditing Standard on Audit Engagement.

The Board (including its committee thereof) shall approve the remuneration or any revision thereof of the Secretarial Auditors from time to time.

The Board of Directors recommends the resolution set forth in item No. 9 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. 9 of the Notice.

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

SD/-

**K. Kiran Kumar Reddy**

Company Secretary

M. No.: A72217

**Place : Hyderabad**

**Date : August 13, 2025**



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

A	Name	Mr. L. Srinath Reddy
B	<b>Brief Resume</b>	
i)	Age	51 years
ii)	Qualification	MBA from the Indian School of Business (ISB)
iii)	Experience	25+ 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 25+ 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	Appointment as Managing Director subject to retirement 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	As per the resolution passed at the 30 <sup>th</sup> AGM
G	Name(s) of other companies in which directorships held	1. Raminfo Digitech Private Limited 2. Kisan Drones Private Limited 3. ICollab Hub Foundation
H	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Member of Stakeholders Relationship Committee – Raminfo Limited
I	Listed entities from which resigned in the past three years	Nil
J	No. of shares of Rs.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	6



**The particulars of Mr. Gangaram Aloria, IAS (RETD.) (DIN: 02913711) as a Non-Executive Non-Independent Director, who is proposed to be appointed, are given below:**

A	Name	<b>Mr. Gangaram Aloria</b>
B	<b>Brief Resume</b>	
i)	Age	69 years
ii)	Qualification	<ul style="list-style-type: none"> <li>Retired from the Indian Administrative Service (IAS), Government of India</li> <li>Bachelor of Arts (Economics), University of Rajasthan, Jaipur</li> <li>LL.B. (Academic), Gujarat University, Ahmedabad</li> </ul>
iii)	Experience	35+ years
iv)	Date of appointment on the Board of the Company	NA (Nomination & Remuneration Committee & Board recommended to the shareholders for his appointment from September 17, 2025)
C	Nature of his/her expertise in specific functional areas	Mr. G. R. Aloria brings over 35 years of extensive experience in governance, infrastructure development, and public policy, having served as Chief Secretary to the Government of Gujarat. His expertise spans urban development, housing, transport, finance, and strategic project execution. His leadership and insights will provide valuable guidance to the Company in areas such as policy alignment, regulatory affairs, and infrastructure expansion. The Company will benefit from his proven ability to navigate complex challenges and drive strategic growth.
D	Terms and Conditions along with details of remuneration sought to be paid	Appointment as Non-Executive and Non-Independent Director
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. Apitco Limited 2. Deolax Cables Private Limited 3. Novimax E-Services Private Limited 4. ICollab Hub Foundation
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 Rs.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