

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF LIKHITHA INFRASTRUCTURE LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 04, 2021, AT 10.30 A.M. THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS

Ordinary Business:

1. Adoption of Financial Statements

To consider and adopt the audited financial statements for the financial year ended March 31, 2021, and the reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend for the Financial Year ended March 31, 2021.

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend @ 15% (i.e. ₹ 1.50 per share) on 1,97,25,000 Equity Shares of ₹ 10 /- each fully paid for the financial year ended March 31, 2021."

3. Appointment of Mrs. Sri Lakshmi Gaddipati as Director

To appoint a director in place of Mrs. Sri Lakshmi Gaddipati (DIN: 02250598) who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

4. Appointment of Mr. Venkatram Arigapudi (DIN: 08939773) as an Independent Director

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

"RESOLVED THAT pursuant to section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule- IV to the Act and Regulations 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations"), Mr. Venkatram Arigapudi (DIN: 08939773) who was appointed as an Additional Director with effect from October 31, 2020 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations

and in respect of whom the Company has received a notice in writing from a member proposing his appointment to the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years upto October 30, 2023, not liable to retirement by rotation."

5. Appointment of Ms. Jayashree Voruganty (DIN: 09137732) as an Independent Director

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

"RESOLVED THAT pursuant to section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule- IV to the Act and Regulations 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations"), Ms. Jayashree Voruganty (DIN: 09137732) who was appointed as an Additional Director with effect from April 10, 2021 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing her appointment to the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of three consecutive year upto April 09, 2024, not liable to retirement by rotation,"

6. Appointment of Mrs. Likhitha Gaddipati (DIN: 07341087) as Whole Time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment of Mrs. Likhitha Gaddipati (DIN: 07341087) as a Whole Time Director of the Company for a period

of 3 years, with effect from August 11th, 2021, who was earlier designated as Non- Executive Non Independent Director, with the terms and conditions which are given in Explanatory Statement at Item No. 6 annexed hereto and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

"RESOLVED FURTHER THAT the remuneration payable to Mrs. Likhitha Gaddipati, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT Mrs. Likhitha Gaddipati, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to her subject to the supervision and control of the Board"

"RESOLVED FURTHER THAT Mr. Srinivasa Rao Gaddipati, Managing Director and/or Mr. Santhosh Kumar Gunemoni, Company Secretary and Compliance Officer, be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

**By order of Board
For Likhitha Infrastructure Limited**

Sd/-

Santhosh Kumar Gunemoni

Company Secretary and Compliance Officer
M. No. A60103

Date: 11.08.2021

Notes:

1. In view of the Covid-19 pandemic social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020 and Circular No. 02/2021 dated 13th January 2021 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 22nd Annual General Meeting (AGM) of the members be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 18 and available at the Company's website www.likhitha.co.in.
2. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification dated April 15, 2020, issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
3. e-AGM: Company has appointed Central Depository Services (India) Limited (CDSL) to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.
4. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulations 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto. The Directors have provided their consent/ declaration for their appointment/ re-appointment.
5. Pursuant to the Circular No. 14/2020 dated 8th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at ajay@vcancs.com with a copy marked to cs@likhitha.in.
6. Closure of Register of Members and Dividend:
 - a. Register of Members and Transfer Books will be closed from 29 August 2021 to 03 September 2021 (both days inclusive) for determining the names of the Members eligible for dividend, if approved, on equity shares. In

respect of shares held in dematerialized mode, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories for this purpose.

- b. The Board of Directors of the Company at its meeting held on June 11, 2021, has recommended a dividend of ₹ 1.50/- per equity share of ₹ 10/- each as final dividend for the financial year 2020-21. The dividend, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration to those members whose names appear on the Register of Members as on 28 August 2021.
 - c. Members may please note that the Dividend Warrants are payable at par at the designated branches of the Bank printed on reverse of the Dividend Warrant for an initial period of 3 months only. Thereafter, the Dividend Warrant on revalidation is payable only at limited centers / branches. The members are, therefore, advised to encash Dividend Warrants within the initial validity period.
 - d. The dividend will be transferred to members bank accounts registered with depository participants with whom they are maintaining their demat accounts through NACH mode.
 - e. Shareholders may kindly note that their Bank account details as furnished by their Depositories to the Company will be printed on their Dividend Warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such shareholders for deletion or change in such Bank details. Shareholders are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts.
7. The Company's Registrar and Transfer Agents for its Share Registry Work is M/s. Bigshare Services Private Limited ("Bigshare") and having office at 306, Rightwing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad, Telangana- 500082 and all correspondence may be addressed directly to them.
 8. The Company has 100% shareholding in demat. Hence, Shareholders have to send requests or correspond through their respective Depository Participants and are advised to register/ update their address, e-mail address, PAN and bank details/mandates with their depository participants with whom they are maintaining their demat accounts.
 9. In case of joint holders, the Member 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 at the AGM.

10. Shareholders may note that the Income Tax Act, 1961 (Act), as amended by the Finance Act 2021, mandates that dividend paid or distributed by Company after April 01, 2021, for ₹ 5,000/- or more shall be taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders in accordance with the provisions of the Act.

The prescribed rates of TDS for various categories and the procedure for declarations are as follows:

i. Resident Shareholder:

Particulars	TDS Rate
With PAN	10% or as may be notified by the Government of India
Without/Invalid PAN	20% or as may be notified by the Government of India
Submission of declaration in Form 15G or Form 15H	Nil

For the above purpose, the shareholders are requested to update their PAN with depository participants (in case of shares held in demat mode) to get the benefit of Lower TDS rate and to enable the Company to provide the TDS Certificates to the shareholders.

ii. Non-Resident Shareholder:

TDS Rate @ 20% plus applicable surcharge and Cess (OR) applicable Tax Treaty Rate under the Double Tax Avoidance Treaty (DTAA) between India and their country of residence (whichever is lower), subject to the fulfilment of the following requirements:

The Non-resident shareholders are requested to provide the the following documents to avail the tax treaty benefits by sending an email to bsshyd@bigshareonline.com with subject line: (unit- LIKHITHA INFRASTRUCTURE LIMTIED) on or before August 05, 2021.

- Declaration for "No Permanent Establishment" in India.
- Beneficial Ownership Declaration.
- Tax Residency Certificate (TRC) for FY 2021-22.
- Form 10F and
- Copy of Indian PAN (if available)

11. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated 12th May 2020, the

Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.likhitha.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

12. Members who would like to receive all communication including Annual Report, Notices, Circulars, etc., in electronic mode in lieu of physical copy (in order to save paper) and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/ update their e-mail addresses through their respective Depository Participants.
13. All documents referred to in this Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on any working day till the date of AGM.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 31, 2021.
15. The Statutory Registers and the documents pertaining to the items of business to be transacted at the AGM are available for inspection in electronic mode. The members may write an e-mail to cs@likhitha.in and the Company shall respond suitably.
16. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:
 - (i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies are 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 will thus 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.
 - (ii) 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 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.

- (iii) 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.
- (iv) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- (v) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.likhitha.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. 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.
- (vi) In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
17. INTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM
 - (i) The voting period begins on 01st September 2021; 09:00 A.M. and ends on 03rd September 2021; at 05:00 P.M. During this period shareholders of the Company as on the cut-off date (record date) of 28 August 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) 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 shareholder's/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.

- (iii) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	- Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. - After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	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	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's 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 evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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.

(iv) Login method for e-Voting and joining virtual meetings for shareholders other than individual shareholders:

- 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,
- 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 Shareholders holding shares in Demat Form other than individual shareholders:	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department 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)	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. 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 as mentioned in instruction (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders 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.
- (vii) Click on the EVSN for the relevant on which you choose to vote.
- (viii) 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.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) 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.
- (xiv) Facility for Non – Individual Shareholders and Custodians –Remote Voting:
- Non-Individual shareholders (i.e. other than Individuals, HUF and 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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 at info@vcancs.com and to the Company at the email address viz; cs@likhitha.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

18. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote 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 Remote 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. 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 between 29 August 2021 (09:00 a.m.) to 31 August 2021 (05:00 p.m.) mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries between 29 August 2021 (09:00 a.m.) to 01 September 2021 (05:00 p.m.) mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
- ix. 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.

- x. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

19. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) Please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@likhitha.in/bsshyd@bigshareonline.com.

20. HELPDESK FOR QUERIES / ISSUES RELATING TO ATTENDING THE AGM AND E-VOTING:

- (i) Any queries or issues regarding attending the AGM & e-Voting from the CDSL e-Voting System shall be addressed by email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.
- (ii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022- 23058542/43.

By order of Board
For Likhitha Infrastructure Limited

Santhosh Kumar Gunemoni
Company Secretary and Compliance Officer
M. No. A60103

Date: 11.08.2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No.: 4

Appointment of Mr. Venkatram Arigapudi (DIN: 08939773) as an Independent Director

In accordance with the provisions of Section 161(1) read with Schedule IV to the Companies Act, 2013 ("the Act"), the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Venkatram Arigapudi (DIN: 08939773) as an Additional Director (Non-executive and Independent) w.e.f. 31st October 2021 to hold office as such upto the date of this AGM and thereafter, subject to the approval of the members at the AGM.

The Company has received a notice in writing from a member under section 160 of the Act proposing the candidature of Mr. Venkatram Arigapudi for the office of Director of the Company. Mr. Venkatram Arigapudi has consented to act as a Director and given a declaration stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he meets the criteria of independence as prescribed under both, sub-section (6) of Section 149 of the Act and Regulation 17 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Venkatram Arigapudi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Venkatram Arigapudi is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Venkatram Arigapudi, aged 65 years, a graduate from Agriculture College, Bapatla in the year 1977, completed various management courses organised by ASCI- Hyderabad and IIM-Kolkata. Mr. Venkatram Arigapudi retired from Adventz group in July 2017 as National Sales Head. Mr. Venkatram Arigapudi has over 42 years' experience in the field of Agri-inputs marketing. He began his career as Marketing officer and risen to Nation Head –Sales position during the course of his career. He worked as Incharge of marketing agri-inputs on pan India basis and developed a second level leadership in the organization.

Mr. Venkatram Arigapudi has a strong level of expertise in the fields of:

- Developing strategies and concepts
- Business Development
- Mentoring and training the budding executives
- Building team and creating self-belief in achieving the set tasks.

- Coordination with various agencies and trouble shooting.
- Good public relations with the concerned.

The relevant particulars of Mr. Venkatram Arigapudi as required under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Copy of the draft letter of appointment of Mr. Venkatram Arigapudi, setting out the terms and conditions of his appointment, is available for inspection by the members at the registered office of the Company.

The Board of Directors therefore recommends the resolution set out at Item No. 3 of the Notice for approval by the members by way of an ordinary resolution.

None of the Directors except Mr. Venkatram Arigapudi or his relatives, is in any way deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. .

Item No.: 5

Appointment of Ms. Jayashree Voruganty (DIN: 09137732) as an Independent Director

In accordance with the provisions of Section 161(1) read with Schedule IV to the Companies Act, 2013 ("the Act"), the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Jayashree Voruganty (DIN: 09137732) as an Additional Director (Non-executive and Independent) w.e.f. 10th April 2021 to hold office as such upto the date of this AGM and thereafter, subject to the approval of the members at the AGM.

The Company has received a notice in writing from a member under section 160 of the Act proposing the candidature of Ms. Jayashree Voruganty for the office of Director of the Company. Ms. Jayashree Voruganty has consented to act as a Director and given a declaration stating that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that she meets the criteria of independence as prescribed under both, sub-section (6) of Section 149 of the Act and Regulation 17 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Jayashree Voruganty fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Jayashree Voruganty is independent of the management and possesses appropriate skills, experience and knowledge.

Ms. Jayashree Voruganty, aged 60 years, a qualified Chartered Accountant, having the profession as Chartered Accountant in Practice dealing with Government Audits, GST matters, taxation and accountancy matters. She has over 20 years of experience in the field of Finance and over 23 years of Post Qualification Experience as a Chartered Accountant. She has completed Post Graduate Diploma in Management from IIM- Ahmedabad and finished M.B.A from Xavier School of Management (XLRI).

Ms. Jayashree Voruganty has strong level of expertise in the fields of:

- Budgeting- review of the performance month on month.
- Accounting and finalization of accounts,
- Implemented (Functional Expertise) Oracle ERP 11 I in the Organisation.
- System Controls functions of Finance.
- External Audit system,
- Internal Audit System

The relevant particulars of Ms. Jayashree Voruganty as required under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Copy of the draft letter of appointment of Ms. Jayashree Voruganty, setting out the terms and conditions of her appointment, is available for inspection by the members at the registered office of the Company.

The Board of Directors therefore recommends the resolution set out at Item No. 5 of the Notice for approval by the members by way of an ordinary resolution.

None of the Directors except Ms. Jayashree Voruganty or her relatives, is in any way deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No: 6

Appointment of Mrs. Likhitha Gaddipati (DIN: 07341087) as Whole Time Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company at their meeting held on August 11, 2021, Mrs. Likhitha Gaddipati appointed (re-designated) as Whole Time Director of the Company on the terms and conditions as set out herein below, subject to the approval of the members of the Company.

The terms and conditions of appointment are as under:

Period:

For a period of 3 years w.e.f. August 11, 2021.

Remuneration:

1. Gross Remuneration:

Not exceeding ₹ 36,00,000 (Rupees Thirty-Six Lakhs Only) per annum. (The Board shall fix the monthly/yearly remuneration within the overall limit and shall give increment(s) as may be decided by the Nomination and Remuneration Committee from time to time based on Industrial Standards and her performance).

2. Reimbursement of Expenses: Reimbursement of reasonable expenses actual and properly incurred in connection with the business of the Company.

3. Overall Remuneration:

The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mrs. Likhitha Gaddipati, in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force). The remuneration includes House Rental Allowance.

4. As long as Mrs. Likhitha Gaddipati continues the position of Whole Time Director, she shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

The statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013, to the extent applicable, is given here under:

A. General Information:

- 1. Nature of Industry:** The Company is into the business of laying of cross-country pipelines and associated facilities; city gas distribution including CNG stations; and operation & maintenance of CNG/PNG services.
- 2. Date of commencement of commercial production:** The Company is carrying out its operations since incorporation i.e., August 06, 1998.
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

4. Financial Performance based on given indicators:

Year	Turnover (₹ in Lakhs)	Net Profit (₹ in Lakhs)
2020-21	19293.71	3837.35
2019-20	16279.02	2676.57
2018-19	14054.68	2529.97

5. Foreign Investments or Collaborators, if any: As on March 31, 2021, the Company has a foreign investments of 0.44%. As on March 31, 2021, the Company has not collaborated with any entity(ies).

B. Information about the Appointee:

1. Background Details

Mrs. Likhitha Gaddipati is the Promoter of the Company. She has completed her B. Tech in Computer Science and Engineering from SRM University, Tamil Nadu and master's in information technology Master's in Information Technology and Management from Illinois Institute of Technology, Chicago, Illinois, USA.

She is currently serving as Non- Executive Non-Independent Director of the Company.

2. Past Remuneration

The remuneration of Mrs. Likhitha Gaddipati during the preceding three years are detailed herein below:

Year	Remuneration (₹ in Lakhs)
2020-21	Nil
2019-20	Nil
2018-19*	Nil

*During the year 2018-19, Mrs. Likhitha Gaddipati has drawn a professional fee of ₹ 19,00,000/- (Rupees Nineteen Lakhs Only) in the professional capacity.

3. Recognition or awards- Nil

4. Job profile and suitability

Mrs. Likhitha Gaddipati will be rendering services to the Company on whole time basis under the designation of Whole Time Director. She has good command on various financial and technical aspects of the business activities which would help the Company in achieving new heights.

She is currently serving as Non-Executive Non-Independent Director of the Company and her involvement in the fields of financial and technical aspects will be helping the Company.

Current challenging business environment requires review of operations, monitoring and decision making with respect to operational, technical and financial aspects on day-to-day basis. Her involvement in these fields under the guidance of Managing Director and other management would immensely benefit the Company.

5. Remuneration proposed

- Not Exceeding ₹ 36,00,000(Rupees Thirty-Six Lakhs Only) per annum and subject to such conditions as stipulated by/in the Company policy.
- Remuneration is inclusive of House Rental Allowance (HRA)
- Reimbursement of Expenses: Reimbursement of reasonable expenses actual and properly incurred in connection with the business of the Company.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The proposed remuneration to the appointee is in the with the remuneration comparable to the size of the industry and of the position and person.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mrs. Likhitha Gaddipati is holding 1,625 Equity Shares of ₹ 10/- each in the Company constituting 0.01% of the share capital of the Company. She is related to all the other directors of the Company as follows:

Name of the Director	Nature of Directorship	Relationship with Appointee Director
Mr. Srinivasa Rao Gaddipati	Managing Director	Father of Mrs. Likhitha Gaddipati
Mrs. Sri Lakshmi Gaddipati	Non-Executive Non-Independent Director	Mother of Mrs. Likhitha Gaddipati
Mr. Kutumba Rao Gaddipati	Non-Executive Non-Independent Director	Uncle of Mrs. Likhitha Gaddipati

C. Other Information:

1. Reason of Inadequate Profit:

The Company intends to remunerate its managerial personnel adequately considering their contribution to the company growth and achievements over the years and in doing so the overall remuneration of Managing Director and Whole Time Director exceeds the prescribed limit as per the provisions of the Companies Act, 2013.

2. Steps taken for improvement:

The Company is in the stage of new developments and is bidding for large projects of higher values. The Company is of manpower intensive and carrying out cost optimizations thereby further sharpening its services to reach new customers. These measures are expected to improve the turnover and profit margins in future. The Company has also successfully completed the public issue by issuing 51,00,000 Equity Shares of ₹ 10 (Face Value) each which helps the Company in meeting the financial requirements.

3. Expected increase in productivity and profit in measurable terms:

Based on the order book, government initiatives and other internal factors, the management is confident about their future plans and projects

which will contribute to higher profit compared to that of previous years.

D. Disclosures:

The Information as required is provided in the Annual Report 2020-21. The remuneration package proposed to be paid to Mrs. Likhitha Gaddipati is as per the details given in the resolution. The Annual Report 2020-21 indicates the remuneration paid to the managerial personnel as well as to all other directors. There is no severance fee or stock option in case of the aforementioned managerial personnel.

The Board of Directors therefore recommends the resolution set out at Item No. 6 of the Notice for approval by the members by way of special resolution.

None of the Directors and Key Managerial Personnel except Mrs. Likhitha Gaddipati and her relatives are concerned or interested, financially or otherwise in the said resolution.

**By order of Board
For Likhitha Infrastructure Limited**

Santhosh Kumar Gunemoni
Company Secretary and Compliance Officer
M. No. A60103

Date: 11.08.2021

Annexure to the Notice for AGM

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting to be held on September 04, 2021 under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SS-2 issued by ICSI.

Particulars	Item No. 3 of Notice	Item No. 4 of Notice	Item No. 5 of Notice	Item No. 6 of Notice
Name	Mrs. Sri Lakshmi Gaddipati	Mr. Venkatram Arigapudi	Ms. Jayashree Voruganty	Mrs. Likhitha Gaddipati
DIN	02250598	08939773	09137732	07341087
Date of first Appointment	06.08.1998	31.10.2020	10.04.2021	08.01.2018
Designation	Non- Executive Non-Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Whole Time Director
Date of Birth	01.08.1968	28.07.1955	18.08.1960	17.11.1994
Qualification	Board of Secondary Education, Andhra Pradesh.	B.sc (Agriculture)	1. Diploma in Management 2. A qualified member of Institute of Chartered Accountants of India (ICAI)	1. B. Tech in Computer Science and Engineering from SRM University, Tamil Nadu. 2. Management from Illinois Institute of Technology, Chicago, Illinois, USA.
Expertise in specific functional Areas	She has significant experience in the overall business administration of our Company.	Developing strategies and concepts, Business Development, Mentoring and training the budding executives, building team and creating self-belief in achieving the set tasks, Coordination with various agencies and trouble shooting and good public relations with the concerned.	Budgeting- review of the performance month on month, accounting and finalization of accounts, implemented (Functional Expertise) Oracle ERP 11 I in the Organization, system controls functions of Finance, External Audit system and Internal Audit System	She has good command over financial and technical aspects of the business activities.
Terms and conditions of appointment and details of last salary drawn	Retiring by rotation, being eligible offers herself for reappointment. No salary was drawn for FY 2020-21	As set forth in the resolution	As set forth in the resolution	As set forth in the resolution. No salary was drawn for FY 2020-21
Number of meetings of the Board attended During the year	06	03	Not applicable for FY 2020-21	05



Particulars	Item No. 3 of Notice	Item No. 4 of Notice	Item No. 5 of Notice	Item No. 6 of Notice
Disclosure of relationship between directors inter-se	Spouse of Mr. Srinivasa Rao Gaddipati, Managing Director	No relationship with any director	No relationship with any director	1. Daughter of Srinivasa Rao Gaddipati, Managing Director and Mrs. Sri Lakshmi Gaddipati, Director 2. Relative of Mr. Kutumba Rao Gaddipati
Shareholding as on 31.03.2021	3,65,625 Shares	Nil	Nil	1,625 Shares
Directorships	01	Nil	Nil	Nil
Board (Listed entities)	Nil	Nil	Nil	Nil
Committees (Listed entities)	Nil	Nil	Nil	Nil

NOTES

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Likhitha Infrastructure Limited

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