

NOTICE

Notice is hereby given that the 25th Annual General Meeting (AGM) of Likhitha Infrastructure Limited will be held on Tuesday, September 24, 2024, At 12:00 P.M. Through Video Conferencing ("VC") or other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider, approve, and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Auditors thereon.

2. To declare a dividend of ₹ 1.50/- (i.e., @ 30%) per Equity Share of face value ₹ 5/- each for the financial year ended March 31, 2024.

"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 of ₹ 1.50/- (i.e. @ 30%) per Equity Share on 3,94,50,000 Equity Shares of ₹ 5/- each fully paid for the financial year ended March 31, 2024."

3. Appointment of Mrs. Sri Lakshmi Gaddipati as a 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.

4. Re-appointment of M/s. NSVR & Associates LLP, Chartered Accountants (Firm Registration No. 008801S/S200060) as the Statutory Auditors 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 Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to reappoint M/s. NSVR & Associates LLP, Chartered Accountants (Firm Reg. No. 008801S/S200060) as the Statutory Auditors of the Company to hold office for a further period of five consecutive years from the conclusion of the 25th Annual General Meeting till the conclusion of 30th Annual General Meeting held in the FY 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors from time to time."

"RESOLVED FURTHER THAT Mr. Srinivasa Rao Gaddipati, Managing Director, Mrs. Likhitha Gaddipati, Whole Time Director and Chief Financial Officer or Ms. Pallavi Yerragonda, Company Secretary and compliance officer of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution."

Special Business:

5. Re-appointment of Mrs. Likhitha Gaddipati (DIN: 07341087) as a Whole Time Director 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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule V of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals

and consents as may be required and the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for reappointment of Mrs. Likhitha Gaddipati (DIN: 07341087) as Whole-time Director of the Company for a further period of three (3) years with effect from August 11, 2024 to August 10, 2027, on such terms and conditions including remuneration payable by the Company as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Likhitha Gaddipati, subject to the same not exceeding 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."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to the aforesaid resolution."

On behalf of the Board of Directors
For Likhitha Infrastructure Limited

Sd/-
Pallavi Yerragonda
Company Secretary and Compliance Officer
M. No. A70447

Place : Hyderabad
Date : August 09, 2024

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular no. 09/2023 dated September 25, 2023 and the Securities Exchange Board of India ("SEBI") vide its Circular no. SEBI/ HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 (Hereinafter collectively referred as "Circulars"), Companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM") upto September 30, 2024, without the physical presence of members at a common venue. In compliance with these circulars, Provisions of the Companies Act, 2013 ("Act") and the listing regulations, the 25th AGM of the Company is being conducted through VC/OAVM facility and the venue of the AGM shall be deemed to be the registered office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. As the AGM would be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 04 & 05 to be transacted at the AGM is annexed hereto and forms part of the Notice.
4. Register of Members and Transfer Books will be closed from **September 18, 2024, to September 24, 2024**, (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.
5. The Board of Directors of the Company at its meeting held on Monday, May 27, 2024, has recommended a dividend @30% i.e., ₹ 1.50/- per Equity Share on 3,94,50,000 Equity Shares of ₹ 5/- each. 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 **Tuesday, September 17, 2024**.

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 centres / branches. The members are therefore advised to encash dividend warrants within the initial validity period.

The dividend will be transferred to members' bank accounts registered with depository participants with whom they are maintaining their demat accounts through NACH mode.

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 immediately intimate any change in their address or bank mandates to their depository participants with whom their demat accounts.

For members who have not updated their bank account details, dividend warrants / demand drafts will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.

The members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 01, 2020, shall be taxable in the hands of members and the Company shall be required to deduct tax at source ("TDS") at the time of making the payment of dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For members who have not updated their bank account details, dividend warrants / demand drafts will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.

The members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 01, 2020, shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For **resident Shareholder**, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

*As per the Finance Act, 2021, Section 206AB has been inserted effective July 01, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during FY 2023-24 does not exceed ₹ 5,000/-, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following documents:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under Rule 37BC of the Income-Tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Self-declaration in Form 10F.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholders.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 01, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

Shareholders may write to bsshyd.bd@bigshareonline.com for any clarifications on this subject. Shareholders can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

6. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and kindly give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email ID, ECS mandate etc.
 7. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. Even the transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form with effect from January 24, 2022. Your Company does not have any physical shares.
- All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
8. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and are requested to send the relevant share certificates to the RTA / Company.
 9. Corporate members intending to allow their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
 10. Members are requested to note that dividends which are not encashed or remaining unclaimed for a period of 7(seven) consecutive years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time-to-time, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. (However, the Company has declared a dividend from the FY 2020-21 onwards therefore the above provisions will not be applicable to our Company).

In view of this, the Company requests all the members to encash/claim their respective dividend within the prescribed period. The details of the unpaid/unclaimed amounts lying with the Company are available on the website of the Company at <http://www.likhitha.co.in/investors.html> and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in. The details of unpaid and unclaimed amounts lying with the Company as on March 31, 2024, shall be updated in due course. Please refer to the Boards Report forming part of the Annual Report for further details with respect to unclaimed dividends.

11. Members may also note that the notice of the 25th Annual General Meeting is available on the Company's website: www.likhitha.co.in. All documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act, 2013, shall be open for inspection by the Members by writing an e-mail to the Company at cs@likhitha.in.
12. In compliance with the aforesaid Circulars, Notice of the 25th AGM along with Annual Report 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice along with Annual Report for the FY 2023-24, is available on the Company's website at www.likhitha.co.in, on the website of the

Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.

To support 'Green Initiative' of the Government, members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / their Depository Participants in respect of shares held in physical/electronic mode, respectively.

13. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
14. Retirement of Directors by rotation: Mrs. Sri Lakshmi Gaddipati, Non-Executive Director of the Company, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer herself for re-appointment.

INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System – For e-voting during AGM

1. 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 and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, 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 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.
2. 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.
3. 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.
4. 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.
5. 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.

INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS AREAS UNDER

- i. The voting period begins on **Saturday, September 21, 2024, at 09:00 A.M.** and ends on **Monday, September 23, 2024, at 05:00 P.M.** During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, September 17, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Board, of Directors have appointed M/s. VCAN & Associates, Practising Company Secretaries, Hyderabad, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. 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.
- v. 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.
- vi. 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.

Option 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- i. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or visit https://www.cdslindia.com/ and click on login icon and select New System Myeasi Tab. 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 the company. By clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e., CDSL/ NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website 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 e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile and 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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 the 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 and voting during the meeting. If the user is not registered for IDeAS e-Services, the 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. 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 held 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 and voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on the e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on the 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 and 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 above-mentioned website.

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020990 and 1800 22 44 30

Option 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. Login method for e-voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in Demat form:
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to 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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.

- ii. After entering these details appropriately, click on "SUBMIT" tab.
- iii. 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.

- iv. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the EVSN for the relevant Company, i.e., LIL, on which you choose to vote.
- vi. 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.
- vii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xi. 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 and enter the details as prompted by the system.
- xii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xiii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delinked 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 mandatorily 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; info@vcancs.com and cs@likhitha.in if they have voted from individual tab and 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

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. 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.
3. 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.
4. Shareholders are encouraged to join the meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. 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 7 days (i.e., September 17, 2024, 05.00 pm) prior to meeting mentioning their name, demat account number / folio number, e-mail id, mobile number at (company e-mail id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days (i.e., September 17, 2024, 05.00 pm) prior to the meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at (company e-mail id). These queries will be replied to by the company suitably by e-mail.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. 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.
10. 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 AVC/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 Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders – Please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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 e-mail to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

GENERAL INSTRUCTIONS

The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and voting during the AGM in the presence of at least two witnesses not in the employment of the Company and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.likhitha.co.in and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges. The Company shall simultaneously intimate the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

On behalf of the Board of Directors
For Likhitha Infrastructure Limited

Sd/-
Pallavi Yerragonda
Company Secretary and Compliance Officer
M. No. A70447

Place : Hyderabad
Date : August 09, 2024

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

Item No.: 4

The Members of the Company at the 20th AGM held on Monday, September 30, 2019 appointed as M/s. NSVR & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said AGM till the conclusion of the 25th AGM of the Company.

The Board of Directors of the Company at their meeting held on May 27, 2024, considering the experience and expertise and based on the recommendation of the Audit Committee, had recommended for the approval of the Members, the re-appointment of M/s. NSVR & Associates LLP, Chartered Accountants (Firm Registration No. 008801S8/8200060), as Statutory Auditors of the Company for the second term of 5 (five) consecutive years from the conclusion of 25th AGM till the conclusion of the 30th AGM of the Company to be held in FY 2029-30 at a remuneration as may be decided by the Board of Directors of the Company and the Auditor's from time to time of and reimbursement of out-of-pocket expenses incurred for the audit of the company subject to revision of the Remuneration.

M/s. NSVR. & Associates LLP ("Firm") is registered with the Institute of Chartered Accountants of India (Firm Registration No. 008801S8/8200060), The registered office of the firm is at 2nd Floor, House No.1- 89/1/42, Plot No.41 and 43, Sri Ram Nagar Colony, Kavuri Hills, Guttala Begumpet, Madhapur-500081.

NSVR consists of a team of 11 Chartered Accountants (8 partners and 3 Associates) and 40 semi qualified Chartered Accountants.

M/s. NSVR & Associates LLP, Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. They have further confirmed that they are not disqualified to act as the Statutory Auditors in terms of the Act and the rules made thereunder.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise in the resolution as set out at Item No. 4.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 4 for approval of the Members.

Item No.: 5

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

Mrs. Likhitha Gaddipati is one of the promoters of the Company and associated with the Company since 2018. Members at the 22nd Annual General Meeting held on Saturday, September 04, 2021 appointed Mrs. Likhitha Gaddipati (DIN: 07341087) as Whole Time Director of the Company for a period of 3 years with effect from August 11, 2021 till August 10, 2024.

In view of Mrs. Likhitha Gaddipati's significant contributions, a proposal was made to reappoint her as a Whole-time Director. As per the Nomination and Remuneration Policy adopted by the Board, applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has at their meeting held on August 09, 2024, approved the re-appointment of Mrs. Likhitha Gaddipati, as a Whole-time Director of the Company for a further period of 3 (three) years, with effect from August 11, 2024, subject to approval of the Members. During her tenure, she is not liable to retire by rotation in accordance with the provisions of Companies Act, 2013.

Mrs. Likhitha Gaddipati is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such

authority and has given all the necessary declarations and confirmation including her consent to be re-appointed as a whole time director of the Company.

Pursuant to Regulation 17(6)(e) of the Listing Regulations any remuneration payable to the Executive Directors who are promoters or members of the promoter group in excess of higher of Rupees 5 Crores or 2.5% of the net profits to one such director or 5% of net profits in aggregate to all such directors requires the approval of the members of the Company by special resolution.

Mrs. Likhitha Gaddipati shall be paid remuneration as a Whole-time Director as decided by the Nomination and Remuneration Committee and Board of Directors of the Company as approved by the Members of the Company within the overall limits as prescribed under the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof and regulation 17 of listing regulations. The aggregate remuneration payable to Executive Directors who are promoters or members of the promoter group including Mrs. Likhitha Gaddipati is not exceeding the limits prescribed in aforesaid regulation.

The current maximum limits of remuneration approved by the Members for Whole-time Director(s) is as follows:

Description	Maximum limits (per annum)	
	Salary	Perquisites
In case of Whole-time Director	₹ 36,00,000/-	Perquisites includes salary and as per the Rules of the Company and within limits of Section 197 of the Act

Mrs. Likhitha Gaddipati is a member of Risk Management Committee.

The principal terms and conditions of re-appointment of Mrs. Likhitha Gaddipati as Whole-time Director including her remuneration are as follows:

Remuneration:

- a) Salary not exceeding ₹ 36,00,000 (Rupees Thirty-Six Lakhs Only) per annum.
- b) In addition to the salary above, she shall be entitled to the following perquisites and allowances.
 - i) Rent free furnished accommodation or house rent allowance in lieu thereof
 - ii) Reimbursement of expenses for gas, electricity and water
 - iii) Reimbursement of medical expenses
 - iv) Personal accident insurance premium and medical insurance premium for self and family
 - v) Leave travel concession for self and her family including dependents
 - vi) Company's contribution towards pension scheme, superannuation, or provident fund as per Company's policy.
 - vii) Gratuity payable as per the rules of the Company
 - viii) Encashment of un-availed leave as per the rules of the Company
 - ix) All other payments like perquisites and allowances agreed by the Board of Directors from time to time.

Perquisites shall be evaluated as per the provisions of Income Tax Act, 1961 or any rules hereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such regulations, perquisites and allowances shall be evaluated at actual cost.

- 2. Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips, use of car(s) on Company's business and communication expenses, shall be reimbursed at actuals and shall not be considered as perquisites.

3. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of the Director, the Company does not have profits or its profits are inadequate, the Company will pay salary, perquisites, allowances and remuneration as a percentage of profits not exceeding the maximum limits as prescribed under Section II, Part II of Schedule V of the Act as amended from time to time as minimum remuneration to Mrs. Likhitha Gaddipati.

4. Aggregate Remuneration:

The aggregate of Remuneration, together with perquisites, allowance, benefits and amenities includes House Rental Allowance payable to Mrs. Likhitha Gaddipati, in any financial year shall not exceed the limits prescribed from time to time under section 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of Listing Regulations (including any statutory modification(s) and enactment(s) thereof for the time being in force).

5. 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.

Except Mrs. Likhitha Gaddipati and her relatives, none of the Director(s) and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 5 for approval of the Members.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

ANNEXURE TO THE NOTICE FOR AGM

Details of directors seeking appointment/re-appointment at the forthcoming annual General Meeting to be held on September 24, 2024.

(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI).

Particulars	Item No. 3	Item No. 5
Name	Mrs. Sri Lakshmi Gaddipati	Mrs. Likhitha Gaddipati
DIN	02250598	07341087
Date of first Appointment	August 06, 1998	January 08, 2018
Designation	Non- Executive Non-Independent Director	Whole Time Director
Date of Birth and Age	August 01, 1968 (56 years)	November 17, 1994 (29 Years)
Qualifications	Board of Secondary Education, Andhra Pradesh.	B. Tech in Computer Science and Engineering from SRM University, Tamil Nadu. Masters from Illinois Institute of Technology, Chicago, Illinois, USA.
Expertise in specific functional Areas	Overall business administration of our Company.	Financial operations, corporate and administrative affairs, expansion activities, business development and management of overall business.
Terms and conditions of appointment/re-appointment and details of last salary drawn	Retiring by rotation, being eligible offers herself for reappointment. Last drawn salary - Not applicable.	As set forth in the resolution Last drawn salary - ₹ 25.50 lakhs
Number of meetings of the Board attended During the year	05	05
Disclosure of relationship between directors inter-se	Spouse of Mr. Srinivasa Rao Gaddipati, Managing Director and Mother of Mrs. Likhitha Gaddipati, Whole Time Director and Chief Financial Officer	Daughter of Mr. Srinivasa Rao Gaddipati, Managing Director and Mrs. Srilakshmi Gaddipati, Director
Shareholding as on 31.03.2024	7,31,250	3,250
Directorships held in other Companies	01	01
Listed Entities from which she has resigned as Director in past 3 Years	Nil	Nil
Memberships/ Chairmanships of Committees of other Companies	Nil	Nil

On behalf of the Board of Directors
For Likhitha Infrastructure Limited

Sd/-
Pallavi Yerragonda
 Company Secretary and Compliance Officer
 M. No. A70447



LIKHITHA
Fueling The Future

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