

February 16, 2024

To
Corporate Relations Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001.
BSE Scrip Code: 538273

Dear Sir / Ma'am,

Sub: Notice of the Extra-Ordinary General Meeting of the Company.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Extra-Ordinary General Meeting of members of Response Informatics Limited along with explanatory statement pursuant to Section 110 of the Companies Act, 2013 and the rules prescribed thereunder.

In compliance with the General Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Securities Exchange Board of India, the Notice of Extra-Ordinary General Meeting has been sent only by e-mail to all the shareholders whose e-mail addresses were registered with the Company/ Registrar and Share Transfer Agent/ Depository/ Depository Participants and whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 09, 2024.

The Extra-Ordinary General Meeting of members of the Company will be held on **Monday, March 11, 2024 at 04:30 P.M. (IST)**, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

This to inform you that in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, the Company has fixed **Monday, March 04, 2024** as the **Cut-off** date for the purpose of offering remote e-voting facility to the Members in respect of resolutions to be transacted at the EGM.

Remote e-voting period shall commence from 9:00 A.M (IST) on Friday, March 08, 2024 to 05:00 P.M (IST) on Sunday, March 10, 2024.

The Notice of the Extra-Ordinary General Meeting is also available on the Company's website at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/02/EGM-Notice-11.3.2024.pdf> and also on the website of CDSL at <https://www.evotingindia.com>.

This is for your information and records.

Thanking you,
For Response Informatics Limited



Nirosha Ravikanti
Company Secretary and Compliance Officer

Response Informatics Limited

3rd Floor, Raghuma Towers, Plot No. 3, 4 & 5, Survey Nos 58 & 59, Madhapur, Serilingampally Mandal,
Ranga Reddy District, Hyderabad, Telangana - 500 081

Web : www.responseinformaticsltd.com , E-mail : response@responseinformaticsltd.com,
Office : 040-40037073, CIN : L72200TG1996PLC025871, GSTIN : 36AABCR6792E1Z6

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given to the members of **Response Informatics Limited** that an Extra-Ordinary General Meeting ('EGM') will be held on **Monday, March 11, 2024 at 04.30 P.M.** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to Section 23, 42, 62(1)(c) and other applicable provisions, if any of the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of preferential issue as contained in Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI(ICDR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 (“FEMA”), the listing agreement entered into by the Company with the BSE Limited (“Stock Exchange”) on which the Equity shares of the Company having face value of ₹ 10 each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), Securities Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), and / or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other terms, alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Directors of the Company (“Board”) in its absolute discretion, the approval of the members be and is hereby accorded to the Board to create, issue, offer, and allot, in one or more tranches, up to 15,00,000 (Fifteen Lakhs) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs.78/- (Rupees Seventy Eight) each, including a premium of Rs.68/- (Rupees Sixty Eight) each, aggregating up to Rs.11,70,00,000/- (Rupees Eleven Crores and Seventy Lakhs Only) for cash consideration, on a preferential basis, to the investors specified here-in-below in **“Table-I”** who belong to Public Category :

Table-I

S. No.	Proposed Allottee	Maximum No of Equity Shares	Category
1	Srikanth V Nimmagadda	64,500	Public
2	Sudhakar Pennam	1,30,000	
3	Gandikota Vikramaditya	1,30,000	
4	Satya Prakash Koppaka	13,000	
5	Nitin Ajmera	13,000	
6	Gandhi Chowdary Chidipothu	1,30,000	
7	Tirumaleswara Prasad Lavu	64,500	
8	Pyreddy Meghana Priyadarshini	41,300	
9	Suresh Chatakondur	41,300	
10	Narayanaswamy Dorairaj	52,500	
11	Mandava Aruna Kumar	1,30,000	
12	Murali Kulala	1,30,000	
13	Charudatta SKhadakban	1,30,000	
14	Gattu Srinivas	1,30,000	
15	Mahender Reddy Musuku	1,93,500	
16	Cherukuri Sreekanth	64,500	
17	Ronith Reddy M	41,900	
	Total	15,00,000	

“RESOLVED FURTHER THAT pursuant to Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, the minimum price/ floor price of the Equity shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the higher of the following:

- a) the 90 trading days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange (BSE Limited) preceding the “Relevant Date”; or
- b) the 10 trading days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange (BSE Limited) preceding the “Relevant Date”

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as February 09, 2024, being the date 30 days prior to the date of passing of the Special Resolution by Members at the Extra-Ordinary General Meeting.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares on Preferential basis shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. the Equity Shares to be allotted shall be fully paid-up and rank pari - passu in all respects (including with respect to voting powers and dividend, if any, declared plus other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares), with the existing fully paid-up Equity Shares of the Company.

- b. the consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee.
- c. allotment shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this private placement shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 of the Companies Act, 2013.
- d. the Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, subject to receipt of necessary permission(s), sanction(s) and approval(s).
- e. the Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where any application for any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of receipt of last of such approval or permission.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Equity Shares including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed issued capital which is not subscribed by persons/entities to whom the said equity shares were offered under this preferential offer.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized - for and on behalf of the Company - to take all such actions and do all such deeds, matters, and things as they may, in their absolute discretion, deem necessary, desirable or expedient, to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment and to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose of offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders / Board.”

2. ISSUE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to Section 23, 42, 62(1)(c) and other applicable provisions, if any of the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of preferential issue as contained in Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI(ICDR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 (“FEMA”), the listing agreement entered into by the Company with the BSE Limited (“Stock Exchange”) on which the Equity shares of the Company having face value of ₹ 10 each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), Securities Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), and / or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other terms, alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Directors of the Company (“Board”) in its absolute discretion, the approval of the members be and is hereby accorded to the Board to create, issue, offer, and allot in one or more tranches up to 2,58,000 fully Convertible Warrants (“Warrants”), each warrant convertible into 1 fully paid-up equity share of the company, having face value of Rs.10/- each, at an issue price of Rs.78/- (Rupees Seventy Eight) each, including a premium of Rs.68/- (Rupees Sixty Eight) each, aggregating up to Rs.2,01,24,000/- (Rupees Two Crores One Lakh and Twenty Four Thousand Only) for cash consideration on a preferential basis, to the investor specified here-in-below in **“Table-II”** who belongs to Promoter and Promoter Group Category:

Table-II

Proposed Allottee	Maximum No of Warrants	Category
Subramaniam Seetha Raman	2,58,000	Promoter

“RESOLVED FURTHER THAT pursuant to Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, the minimum price/ floor price of the Convertible Warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the higher of the following:

- a) the 90 trading days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange (BSE Limited) preceding the “Relevant Date”; or
- b) the 10 trading days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange (BSE Limited) preceding the “Relevant Date”

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Convertible Warrants be and is hereby fixed as February 09, 2024, being the date 30 days prior to the date of passing of the Special Resolution by Members at the Extra-Ordinary General Meeting.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Convertible Warrants on Preferential basis shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.
- b. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each at the time of allotment of Equity Shares, if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.
- c. The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- d. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f. The warrant holder shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holder.
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company
- i. The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

- j. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Convertible Warrants including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed portion which is not subscribed by persons/entities to whom the said Warrants were offered under this preferential offer.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized - for and on behalf of the Company - to take all such actions and do all such deeds, matters, and things as they may, in their absolute discretion, deem necessary, desirable or expedient, to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment and to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares allotted pursuant to exercise of options attached to warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose of offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders / Board.”

3. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS (SWAP) FOR 100% ACQUISITION OF HIGHDATA SOFTWARE CORPORATION, NEW HAMPSHIRE, USA

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

“RESOLVED THAT pursuant to Sections 23, 42, and 62(1)(c) and other applicable provisions, if any of the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of preferential issue as contained in Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI(ICDR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 (“FEMA”), the listing agreement entered into by the Company with the BSE Limited (“Stock Exchange”) on which the Equity shares of the Company having face value of ₹ 10 each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), Securities Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), and / or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) to the

extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other terms, alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Directors of the Company (“Board”) in its absolute discretion, the approval of the members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot in one or more tranches up to 15,96,145 (Fifteen Lakhs Ninety-Six Thousand One Hundred and Forty-Five) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs.78/- (Rupees Seventy Eight) each, including a premium of Rs.68/- (Rupees Sixty Eight) each each, aggregating up to Rs.12,44,99,310/- (Rupees Twelve Crores Forty-Four Lakhs Ninety-Nine Thousand Three Hundred and Ten Only), for consideration other than cash, to the allottee specified here-in-below in “**Table-III**” on preferential basis (via swap of shares), towards consideration for acquisition of 100% stake in Highdata Software Corporation, New Hampshire, USA through swapping of shares, after valuation done by Merchant Banker.”

Table-III

No	Proposed Allottee	Number of Equity Shares via Swap	Category
1	Subramaniyam Seetha Raman	15,96,145	Promoter

“RESOLVED FURTHER THAT pursuant to Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, the minimum price / floor price of the Equity shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the higher of the following:

- a) the 90 trading days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange (BSE Limited) preceding the “Relevant Date”; or
- b) the 10 trading days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange (BSE Limited) preceding the “Relevant Date”

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as February 09, 2024, being the date 30 days prior to the date of passing of the Special Resolution by Members at the Extra-Ordinary General Meeting.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares on Preferential basis shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. the Equity Shares to be allotted shall be fully paid-up and rank pari - passu in all respects (including with respect to voting powers and dividend, if any, declared plus other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares), with the existing fully paid-up Equity Shares of the Company.
- b. the Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, subject to receipt of necessary permission(s), sanction(s) and approval(s).
- c. the Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where any application for any approval or

permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of receipt of last of such approval or permission.”

“RESOLVED FURTHER THAT the allottee will swap their proposed Equity Shares stake in Highdata Software Corporation, New Hampshire, USA to the company as the consideration for the preferential issue.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Equity Shares, if necessary, keeping in view of the provisions of various Acts, Rules, Regulations in force from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized - for and on behalf of the Company - to take all such actions and do all such deeds, matters, and things as they may, in their absolute discretion, deem necessary, desirable or expedient, to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment and to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose of offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders / Board.”

4. ALTERATION OF ARTICLES OF ASSOCIATION

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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), Registrar of Companies and / or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other terms, alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Directors of the Company (“Board”) in its absolute discretion, the approval of the members of the Company be and is hereby accorded to the Board to amend the existing Articles of Association (“AoA”) of the Company in the following manner:

Substitution of the existing Article 42 (III) under the head **“Further Issue of Share Capital”** with the following:

“Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered - to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in sub articles (i) or Article (ii) above, either for cash or for a consideration other than cash, at a price determined according to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Executive Director and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized - for and on behalf of the Company - to take all such actions and do all such deeds, matters, and things as they may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies, to sign all deeds and documents as may be required without seeking any further consent or approval of the shareholders / Board and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

By Order of the Board of Directors

Date: February 9, 2024
Place: Hyderabad

Nirosha Ravikanti
Company Secretary and Compliance Officer

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars 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 EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The

facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013
5. 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 EGM. 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 EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/02/EGM-Notice-11.3.2024.pdf>

The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Members who have not updated their latest email addresses in the records of the Company / Registrar & Transfer Agent ('RTA') of the Company i.e. Aarthi Consultants Private Limited ('Aarthi') and their Depository Participants are requested to update the same at the earliest.
9. The explanatory statement pursuant to Section 102 of Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), relating to the Special Business to be transacted at the EGM is annexed hereto.
10. 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 EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to jinesh211@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

11. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during business hours up to the date of the Extra Ordinary General Meeting.

12. Remote e -Voting

The item of business as set out in the Notice may be transacted through electronic voting system. Therefore, the Company is providing facility for voting by electronic means. Pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in force as on date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility, as an alternate, to its members in respect of the business to be transacted at the EGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Monday, March 4, 2024** are entitled to vote on the resolution set forth in this Notice. Eligible members who have acquired shares after the dispatch of the EGM Notice may approach the Company for required assistance in connection with generation of the User ID / Password in order to exercise their right to vote by electronic means. The remote e-voting period will commence at **9.00 A.M. on Friday, March 8, 2024 and will end at 5.00 P.M. on Sunday, March 10, 2024** . The members will not be able to cast their votes electronically beyond the date and time mentioned above.

The Company has appointed Mr. Jineshwar Kumar Sankhla, Practicing Company Secretaries (Membership No. A21697; C P No. 18365) to act as a Scrutinizer to conduct and scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed at the EGM. The result declared, along with the Scrutinizer's Report, will be placed on the Company's website after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to BSE Ltd.

The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereunder:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

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

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

- (i) The voting period begins on **Friday, March 8, 2024 09.00 A.M** and ends on **Sunday, March 10, 2024 05.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, March 4, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing

	<p>Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

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

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at jinesh211@gmail.com and to the Company at the email address viz; cs@responseinformatics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 **atleast two days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@responseinformatics.com . The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **three days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@responseinformatics.com . These queries will be replied to by the company suitably by email.
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 EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE RULES MADE THEREUNDER INCLUDING SEBI(ICDR) REGULATIONS, 2018:

ITEM NO 1 & 2: ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

The Special Resolutions under Item No. 1 and 2 of the Notice have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, for preferential issue of:

- up to 15,00,000 (Fifteen Lakhs) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs.78/- (Rupees Seventy Eight) each, including a premium of Rs.68/- (Rupees Sixty Eight) each, aggregating up to Rs.11,70,00,000/- (Rupees Eleven Crores and Seventy Lakhs Only) for cash consideration
- up to 2,58,000 fully Convertible Warrants, each warrant convertible into 1 fully paid-up equity share of the company, having face value of Rs.10/- each, at an issue price of Rs.78/- (Rupees Seventy Eight) each, including a premium of Rs.68/- (Rupees Sixty Eight) each, aggregating up to Rs.2,01,24,000/- (Rupees Two Crores One Lakh and Twenty Four Thousand Only) for cash consideration

The Board proposes to issue Equity Shares and Fully Convertible Warrants (“Warrants”), to a Promoter and Non-Promoter Category, in one or more tranches, in such manner and on such terms and conditions as may be determined by the Board subject to and in accordance with the provisions of the SEBI(ICDR) Regulations, 2018, Companies Act,2013 and subject to necessary approvals from BSE Ltd and other Regulatory Authorities.

Pursuant to provisions of Section 42, 62(1)(c) of the Companies Act, 2013 and Regulation 160 of SEBI(ICDR) Regulations, 2018, any preferential issue of securities is required to be approved by the shareholders by way of Special Resolution.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations, 2018, are set forth below:

1. Objects of the preferential issue:

The proceeds of the preferential issue shall be utilized to meet the business expansion plans of the Company, export and business promotion, working capital, capital expenditure, exploring new initiatives, and for other general corporate purposes.

2. Kinds of securities offered, price at which security is being offered, particulars of the offer including date of passing of Board resolution:

The Board of Directors at its meeting held on February 09, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of:

- up to 15,00,000 (Fifteen Lakhs) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs.78/- (Rupees Seventy Eight) each, including a premium of Rs.68/- (Rupees Sixty Eight) each, aggregating up to Rs.11,70,00,000/- (Rupees Eleven Crores and Seventy Lakhs Only) for cash consideration
- up to 2,58,000 fully Convertible Warrants, each warrant convertible into 1 fully paid-up equity share of the company, having face value of Rs.10/- each, at an issue price of Rs.78/- (Rupees Seventy Eight) each, including a premium of Rs.68/- (Rupees Sixty Eight) each, aggregating up to Rs.2,01,24,000/- (Rupees Two Crores One Lakh and Twenty Four Thousand Only) for cash consideration. Each Warrant shall be converted into one Equity Share of Rs.10 each (plus premium of Rs.68/- each) within a tenure of eighteen months from the date of the allotment of Warrants.

3. Relevant date with reference to which the price has been arrived at:

The “Relevant Date” in relation to the issue of these Equity Shares and Warrants is in accordance with Regulation 161 of Chapter V of SEBI (ICDR) Regulations for determining the minimum issue price is Friday, February 09, 2024, being the date 30 (thirty) days prior to the date of the Extra Ordinary General Meeting.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

The Equity shares of the Company are listed and traded only on BSE Ltd and the price of the said issue has been determined in compliance with Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

The minimum issue price shall be Rs.77.12/-, being higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on BSE preceding the relevant date is Rs.54.44/- or
- the 10 trading days’ volume weighted average prices of the related equity shares quoted on BSE preceding the relevant date is Rs.77.12/-

The above minimum issue price was determined by M.Anandam & Co., Chartered Accountants, who are the Statutory Auditors (Address: 7A, Surya Towers, Sardar Patel Road, Secunderabad 500 003) of the Company based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Moreover, the Articles of Association of the Company mandated Valuation Certificate from a Registered Valuer determining the price of the preferential issue, though not provided a method of determination of floor price. Hence, the price arrived at on the bases of the Valuation Certificate from Mr. V Gangadhara Rao N, Registered Valuer, Vide Registration Number IBBI/RV/06/2019/10709 (Address: Flat No: 103, Swarna Arcade, Road No. 18, Panchavati Colony, Near Mana Studio, Manikonda, Hyderabad - 500089) is Rs.51.53/- each security.

After considering the whole scenario above, the price of the Equity Shares and Convertible Warrants to be allotted on preferential basis is set at ₹ 78/- each (including premium of Rs.68/- each), which is not lower than the price determined by the Independent Registered Valuer. The same is in compliance with and in accordance with Regulation 164 of SEBI (ICDR) Regulations, 2018. The Articles of Association of the issuer does not provide for any method of determination of any price and accordingly, the price has been determined as mentioned above.

The report from Statutory Auditors is available on the web-site at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/02/Floor-price-certificate-from-Statutory-auditors.pdf>

5. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the Investors in Public Category as detailed herein below. The Company has obtained the PAN of all the proposed allottees:

S. No.	Proposed Allottee	Maximum No of Equity Shares	Total Amount Rs
1	Srikanth V Nimmagadda	64,500	50,31,000
2	Sudhakar Pennam	1,30,000	1,01,40,000
3	Gandikota Vikramaditya	1,30,000	1,01,40,000
4	Satya Prakash Koppaka	13,000	10,14,000
5	Nitin Ajmera	13,000	10,14,000
6	Gandhi Chowdary Chidipothu	1,30,000	1,01,40,000
7	Tirumaleswara Prasad Lavu	64,500	50,31,000
8	Pyreddy Meghana Priyadarshini	41,300	32,21,400
9	Suresh Chatakondur	41,300	32,21,400
10	Narayanaswamy Dorairaj	52,500	40,95,000
11	Mandava Aruna Kumar	1,30,000	1,01,40,000
12	Murali Kulala	1,30,000	1,01,40,000
13	Charudatta SKhadakban	1,30,000	1,01,40,000
14	Gattu Srinivas	1,30,000	1,01,40,000
15	Mahender Reddy Musuku	1,93,500	1,50,93,000
16	Cherukuri Sreekanth	64,500	50,31,000
17	Ronith Reddy M	41,900	32,68,200
	Total	15,00,000	11,70,00,000

The Convertible Equity Warrants shall be issued and allotted to the Investor under Promoter Category as detailed herein below. The Company has obtained the PAN of the proposed allottee:

Proposed Allottee	Maximum No of Warrants	Total Amount Rs
Subramaniyam Seetha Raman	2,58,000	2,01,24,000

6. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The Equity Shares are being offered to a select group of persons (Investors) who do not belong to promoter or promoter group category.

The Warrants are being offered to Mr. Subramaniyam Seetha Raman, who belong to the category of Promoters & Promoter Group of the Company. He intends to participate / subscribe to the Convertible Equity Warrants.

Apart from above, no other Promoter, Director or Key Managerial Personnel or Senior Management of the Company intends to subscribe to the Offer.

7. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of SEBI (ICDR) Regulations, allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of resolution by the members in the ensuing Extra-Ordinary General Meeting, subject to receipt of any approval or permission from BSE, any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

8. Shareholding pattern of the Company before and after the preferential issue:

Sl.No	Category	Pre-issue [^]		Post-issue [#]	
		No. of Equity Shares	% of share holding	No. of Equity Shares	% of share holding
A	Promoters' / Promoter Group holding				
1	Indian				
	Individual	12,48,790	16.70	12,48,790	13.52
	Bodies corporate	-	-	-	-
	Sub-total	12,48,790	16.70	12,48,790	13.52
2	Foreign Promoter / Promoter Group				
	Individual	29,73,681	39.77	32,31,681	35.00
	Sub-total (A)	42,22,471	56.48	44,80,471	48.52
B	Non-promoters' holding				
1	Institutional investors	-			
2	Non-institutional Investors				
	Private Corporate Bodies	6,18,253	8.27	6,18,253	6.70
	Directors and relatives	-	-	-	-
	Indian public	21,29,359	28.48	26,80,059	29.02
	Others [including Non-resident Indians]	5,06,317	6.77	14,55,617	15.76
	Sub-total (B)	32,53,929	43.52	47,53,929	51.48
	GRAND TOTAL (A+B)	74,76,400	100.00	92,34,400	100.00
	[^] As on February 9, 2024				
	# A maximum of 2,58,000 Equity Shares will be allotted at the time of conversion of convertible Warrants, considering conversion of all the Warrants on the last day of the 18 months tenure. Shareholding structure is assuming full conversion of Convertible Warrants.				

9. The percentage of post Preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

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

S. No.	Proposed Allottees	*Pre issue		Post issue	
		No of Equity Shares	%	No of Equity Shares	%
1	Srikanth V Nimmagadda	0	-	64,500	0.70
2	Sudhakar Pennam	0	-	1,30,000	1.41
3	Gandikota Vikramaditya	0	-	1,30,000	1.41
4	Satya Prakash Koppaka	0	-	13,000	0.14
5	Nitin Ajmera	1	0.00	13,000	0.14
6	Gandhi Chowdary Chidipothu	0	-	1,30,000	1.41
7	Tirumaleswara Prasad Lavu	0	-	64,500	0.70
8	Pyreddy Meghana Priyadarshini	0	-	41,300	0.45
9	Suresh Chatakonda	0	-	41,300	0.45
10	Narayanaswamy Dorairaj	0	-	52,500	0.57
11	Mandava Aruna Kumar	0	-	1,30,000	1.41
12	Murali Kulala	0	-	1,30,000	1.41
13	Charudatta SKhadakban	0	-	1,30,000	1.41
14	Gattu Srinivas	0	-	1,30,000	1.41
15	Mahender Reddy Musuku	0	-	1,93,500	2.10
16	Cherukuri Sreekanth	0	-	64,500	0.70
17	Ronith Reddy M	0	-	41,900	0.45
18	Subramaniam Seetha Raman ^	29,73,681	39.77	32,31,681	35.00

*Allottees under Serial Nos. 1 to 17 are subscribing Equity Shares.

^Allottee No. 18 is subscribing for Convertible Warrants . A maximum of 2,58,000 Equity Shares will be allotted at the time of conversion of convertible Warrants, considering conversion of all the Warrants on the last day of the 18 months tenure. Post preferential shareholding structure is assuming full conversion of Convertible Warrants.

10. Lock In Period:

The Equity Shares, Convertible Warrants, and the Equity Shares on conversion of Warrants to be allotted shall be under lock-in for such period as specified under Chapter V of SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding, if any, of the proposed allottees shall also be subject to the lock-in restrictions for such period as specified under Chapter V of SEBI ICDR Regulations.

11. Principle terms of assets charged as securities: No assets were charged as securities.

12. Certificate from Practicing Company Secretary

A certificate from M/s P S Rao & Associates, Company Secretaries certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate is available at the website of the Company at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/02/PCS-Compliance-certificate-Reg-163.pdf>

13. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

No change in the status of the allottees after the preferential issue. The allottees under Item No. 1 continue to be in non-promoter category and the allottee under Item No.2 continue to be in promoter category.

14. Issue of specified securities for consideration other than cash: Not Applicable

15. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from April 1, 2023 till the date of this Notice.

16. Undertakings:

The Company hereby undertakes and confirms the following:

- That the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018 where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees;
- None of the proposed allottees have sold or transferred any Equity Shares of the Company during 90 trading days preceding the relevant date;
- The Company is eligible to make the Preferential Issue to its Investors under Chapter V of the SEBI ICDR Regulations;
- The Company shall make an application to BSE Ltd. at which the existing shares are listed, for listing of the aforementioned Equity Shares;
- The issue of Equity Shares and Convertible Warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and the relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

17. Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares and Convertible Warrants as specified in the resolution is being sought by way of a special resolution as set out in the said items of the Notice.

Issue of the said securities would be well within the Authorized Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out in the said Item in the accompanying notice for approval by the members.

Except to the extent of shares held by them, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution. Mr. Subramaniyam Seetha Raman, Managing Director of the Company is interested in the resolution.

ITEM NO 3: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS (SWAP) FOR 100% ACQUISITION OF HIGHDATA SOFTWARE CORPORATION, USA

The Special Resolutions under Item No. 3 of the Notice has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, for preferential issue of :

- up to 15,96,145 (Fifteen Lakhs Ninety-Six Thousand One Hundred and Forty-Five) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs.78/- (Rupees Seventy-Eight) each, including a premium of Rs.68/- (Rupees Sixty-Eight) each, aggregating up to Rs.12,44,99,310/- (Rupees Twelve Crores Forty-Four Lakhs Ninety-Nine Thousand Three Hundred and Ten Only), for consideration other than cash i.e., swap of shares, towards acquisition of 100% stake in Highdata Software Corporation, New Hampshire, USA .

The Board proposes to issue Equity Shares to Promoter Category, in one or more tranches, in such manner and on such terms and conditions as may be determined by the Board subject to and in accordance with the provisions of the SEBI(ICDR) Regulations, 2018, Companies Act,2013 and subject to necessary approvals from BSE Ltd and other Regulatory Authorities.

Pursuant to provisions of Section 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of SEBI(ICDR) Regulations, 2018, any preferential issue of securities is required to be approved by the shareholders by way of Special Resolution.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations, 2018, are set forth below:

1. Objects of the preferential issue:

Highdata Software Corporation, New Hampshire, USA is in the business of Information Technology, Software Development and Consulting Services.

The following are the objects of the issue:

- To acquire not less than 100% stake of Highdata Software Corporation, USA by way of swapping of shares with the shareholder of Highdata Software Corporation.
- To expand the business
- For talent acquisition.
- To create value for shareholders through increased revenues, cost savings, or improved profitability.
- For geographical expansion and to get access to new markets.

2. Kinds of securities offered, price at which security is being offered, particulars of the offer including date of passing of Board resolution:

The Board of Directors at its meeting held on February 09, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of:

- up to 15,96,145 (Fifteen Lakhs Ninety-Six Thousand One Hundred and Forty-Five) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs.78/- (Rupees Seventy-Eight) each, including a premium of Rs.68/- (Rupees Sixty-Eight) each, aggregating up to Rs.12,44,99,310/- (Rupees Twelve Crores

Forty-Four Lakhs Ninety-Nine Thousand Three Hundred and Ten Only), for consideration other than cash.

3. Relevant date with reference to which the price has been arrived at:

The “Relevant Date” in relation to the issue of these Equity Shares is in accordance with Regulation 161 of Chapter V of SEBI (ICDR) Regulations for determining the minimum issue price is Friday, February 09, 2024, being the date 30 (thirty) days prior to the date of the Extra Ordinary General Meeting.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

The Equity shares of the Company are listed and traded only on BSE Ltd and the price of the said issue has been determined in compliance with Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

The minimum issue price shall be Rs.77.12/-, being higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on BSE preceding the relevant date is Rs.54.44/- or
- the 10 trading days’ volume weighted average prices of the related equity shares quoted on BSE preceding the relevant date is Rs.77.12/-

The above minimum issue price was determined by M. Anandam & Co., Chartered Accountants, who are the Statutory Auditors (Address: 7A, Surya Towers, Sardar Patel Road, Secundrabad 500 003) of the Company based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Moreover, the company has obtained Valuation Report from M/s. Unistone Capital Private Limited, Mumbai, Merchant Bankers.

Hence, the price of the Equity Shares to be allotted on preferential basis is set at ₹ 78/- each (including premium of Rs.68/- each), which is not lower than the price determined by the Statutory Auditor under the provisions of SEBI ICDR and the Merchant Banker. The same is in compliance with and in accordance with Regulation 164 of SEBI (ICDR) Regulations, 2018.

The company proposes to acquire the business of Highdata Software Corporation which would enable the company to penetrate further into business of Information Technology, Software Development and Consulting Services, which have very good prospects and thus increase the profitability of the company.

The report from Statutory Auditors is available on the web-site at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/02/Floor-price-certificate-from-Statutory-auditors.pdf>

5. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to an Investor in Promoter Category as detailed herein below. The Company has obtained the PAN of the proposed allottee:

Name of the Subscriber	Maximum Number of Equity Shares	Total Amount Rs.
Subramaniyam Seetha Raman	15,96,145	12,44,99,310

6. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The Equity Shares are being offered to Mr. Subramaniyam Seetha Raman, who belong to the category of Promoters & Promoter Group of the Company and also is the Sole Shareholder of Highdata Software Corporation, USA.

Apart from above, no other Promoter, Director or Key Managerial Personnel or Senior Management of the Company intends to subscribe to the Offer.

7. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of SEBI (ICDR) Regulations, allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of resolution by the members in the ensuing Extra-Ordinary General Meeting, subject to receipt of any approval or permission from BSE, any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

8. Shareholding pattern of the Company before and after the preferential issue:

Sl.No	Category	Pre-issue [^]		Post-issue [#]	
		No.of Equity Shares	% of share holding	No.of Equity Shares	% of share holding
A	Promoters' / Promoter Group holding				
1	Indian				
	Individual	12,48,790	16.70	12,48,790	11.81
	Bodies corporate	-	-	-	-
	Sub-total	12,48,790	16.70	12,48,790	11.81
2	Foreign Promoter / Promoter Group				
	Individual	29,73,681	39.77	45,69,826	43.22
	Sub-total (A)	42,22,471	56.48	58,18,616	55.04
B	Non-promoters' holding				
1	Institutional investors	-			
2	Non-institutional Investors				
	Private Corporate Bodies	6,18,253	8.27	6,18,253	5.85
	Directors and relatives	-	-	-	-
	Indian public	21,29,359	28.48	26,80,059	25.35
	Others [including Non-resident Indians]	5,06,317	6.77	14,55,617	13.77
	Sub-total (B)	32,53,929	43.52	47,53,929	44.96
	GRAND TOTAL (A+B)	74,76,400	100.00	1,05,72,545	100.00
	[^] As on February 9, 2024				
	[#] The aggregate of the existing equity shares of 29,73,681 and the proposed swap equity shares of 15,96,145 is considered for post preferential issue				

9. The percentage of post Preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

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

No	Category	Proposed Allottees	Pre preferential issue		Post preferential issue [^]	
			No of Equity Shares	%	No of Equity Shares	%
1	Promoter	Subramaniyam Seetha Raman	29,73,681	39.77	45,69,826	43.22

[^] The aggregate of the existing equity shares of 29,73,681 and the proposed swap equity shares of 15,96,145 is considered for post preferential issue

10. Lock In Period:

The Equity Shares shall be under lock-in for such period as specified under Chapter V of SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding, if any, of the proposed allottee shall also be subject to the lock-in restrictions for such period as specified under Chapter V of SEBI ICDR Regulations.

11. Principle terms of assets charged as securities: No assets were charged as securities.

12. Certificate from Practicing Company Secretary

A certificate from M/s P S Rao & Associates, Company Secretaries certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate is available at the website of the Company at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/02/PCS-Compliance-certificate-Reg-163.pdf>

13. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

No change in the status of the allottee after the preferential issue. The proposed allottee is a Promoter before the issue and continue to be as such after the issue.

14. Issue of specified securities for consideration other than cash: Swap of Shares

15. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from April 1, 2023 till the date of this Notice.

16. Undertakings:

The Company hereby undertakes and confirms the following:

- That the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018 where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, 2018, the specified

securities shall continue to be locked- in till the time such amount is paid by the allottees;

- None of the proposed allottees have sold or transferred any Equity Shares of the Company during 90 trading days preceding the relevant date;
- The Company is eligible to make the Preferential Issue to its Investors under Chapter V of the SEBI ICDR Regulations;
- The Company shall make an application to BSE Ltd. at which the existing shares are listed, for listing of the aforementioned Equity Shares;
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and the relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

17. Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower.

Though Mr. Subramaniyam Seetha Raman, Managing Director of the Company is a 100% Shareholder and Founder of Highdata Software Corporation, New Hampshire, USA, the issue of specified securities on preferential basis is not a related party transaction as per Regulation 2(1)(zc) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”), subject to compliance of the requirements specified there-in.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares by ways of swapping of shares as specified in the resolution is being sought by way of a special resolution as set out in the said item of the Notice.

Issue of the said securities would be well within the Authorized Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out in the said Item in the accompanying notice for approval by the members.

Except to the extent of shares held by them, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution. Mr. Subramaniyam Seetha Raman, Managing Director of the Company is interested in the resolution.

ITEM NO 4: ALTERATION OF ARTICLES OF ASSOCIATION

The Special Resolution under Item No.4 of the Notice has been proposed pursuant to the provisions of Sections 14 of the Companies Act, 2013 for alteration of the Articles of Association (“AoA”) of the Company.

The existing Article 42 (III) of the AoA under the head “*Further Issue of Share Capital*” speaks about obtaining Valuation Certificate for further issue of share capital. Hence, the Board of Directors in its meeting held on February 9, 2024 proposed to substitute the aforementioned Article 42 (III) with the following:

“Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered –

to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in sub articles (i) or Article (ii) above, either for cash or for a

consideration other than cash, at a price determined according to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations")."

The draft copy of altered AoA of the Company is available for inspection at the Registered Office of the Company on any working day during business hours till the date of Extra-Ordinary General Meeting. The amendment to the AoA shall be effective only on the registration of the resolution with the Registrar of the Companies.

The Board recommends the resolution set forth in Item no. 4 for the approval of members, by way of a Special Resolution.

Except to the extent of the shares held by them, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

By Order of the Board of Directors

Date: February 9, 2024
Place: Hyderabad

Nirosha Ravikanti
Company Secretary and Compliance Officer