



**LIKHITHA INFRASTRUCTURE LIMITED**

Corporate Identity Number (CIN): L45200TG1998PLC029911

**Registered Office:** 8-3-323, 9<sup>th</sup> Floor, Vasavi's MPM Grand, Ameerpet 'X' roads, Yellareddy  
Guda, Hyderabad, Telangana- 500073, Tel: 040-23752657

Website: [www.likhitha.co.in](http://www.likhitha.co.in), Email: [cs@likhitha.in](mailto:cs@likhitha.in)

**POSTAL BALLOT NOTICE**

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given under Sections 108, and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard-2 on General Meetings ("the SS-2"), read with General Circular Nos. 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, 03/2022 dated May 05, 2022, 20/2021 dated December 08, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations) and other applicable laws, rules and regulations, for seeking approval of Members of **Likhitha Infrastructure Limited** ("the Company") to the proposed resolutions appended below through Postal Ballot, only through Remote e-voting, i.e., remote voting by electronic means.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants. A member whose e-mail address is not registered with the Company/ Depository Participants may please follow the process provided in the notes to the postal ballot hereto to receive this Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the members would only take place through the e-voting system. Accordingly, the Company is pleased to provide a remote e-voting facility to all its members to cast their votes electronically. Members are requested to follow the procedure and read the instructions as stated in the Notes of the Postal Ballot to cast their vote electronically not later than 05:00 P.M. (IST), Friday, April 25, 2025, i.e., the last day to cast a vote electronically, to be eligible for being considered.

The Board of Directors has appointed M/s. VCAN & Associates, Practising Company Secretaries, Hyderabad, as the Scrutinizer for conducting the postal ballot through the remote e-voting process in a fair and transparent manner. They have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the postal ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited as the agency to provide an e-voting facility. After the completion of scrutiny, the Scrutinizer will submit his report to the Chairperson of the Company or any other person authorized by him. The results of e-voting will be announced on or before Tuesday, April 29, 2025, and will be displayed on the Company's website, [www.likhitha.co.in](http://www.likhitha.co.in), and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). It will also be communicated to the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited.

## **SPECIAL BUSINESS**

### **1. To increase the limits of borrowing by the Company under Section 180(1)(c) of the Companies Act, 2013:**

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

**“RESOLVED THAT** in continuation to the earlier Special Resolution passed by the members of the Company at their Extra-Ordinary General Meeting held on February 13, 2019 and pursuant to provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to borrow, enhance or grant facility for the general, working capital and such other corporate purposes, from time to time as the Board may think fit, any sum or sums of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the paid up share capital and free reserves provided that the total amount so borrowed by the Board shall not exceed the limit of Rs. 400 Crores (Rupees Four Hundred Crores Only) or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.

**“RESOLVED FURTHER THAT** any Director/Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, and things and to sign and execute all such deeds, documents, and instruments as may be necessary, expedient, and incidental thereto to give effect to this resolution.”

### **2. To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for the creation of a mortgage or charge on the assets, properties, or undertaking(s) of the Company:**

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

**“RESOLVED THAT** in continuation to the earlier resolution passed by the members of the Company at their Extra-Ordinary General Meeting held on February 13, 2019 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) ('Act'), as per the RBI Rules and regulations from time to time and pursuant to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties including

hire purchase scheme both present and future and/ or the whole / substantially the whole of the undertaking or undertakings of the Company in such manner as the Board may deem fit, for securing any loans and/or advances already obtained or that may be obtained banks/financial institutions, others entities or any combination thereof from time to time and at any time and in one or more trenches, however, the total underlying charge created/ to be created shall not exceed at any time Rs. 400 Crores (Rupees Four Hundred Crores Only).

**“RESOLVED FURTHER THAT** any Director/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, and things and to sign and execute all such deeds, documents, and instruments as may be necessary, expedient, and incidental thereto to give effect to this resolution.”

**3. To seek approval to advance any loan/give a guarantee/provide security under Section 185 of the Companies Act, 2013:**

*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 185 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, as per the RBI Rules and regulations from time to time and pursuant to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include, unless the context requires otherwise, any committee thereof or any Director or Officer of the Company authorized by the Board to exercise the powers conferred on the Board under this resolution) to

(a) give any loan to any person or other body corporate;

(b) give any guarantee/provide security in connection with the loan to any other body corporate or person or to the subsidiary(ies)/Associates/joint Venture or entities covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to sub-section 2 of the said Section 185 of the Companies Act, 2013 (hereinafter referred as ‘Entities’) up to an aggregate amount not exceeding ₹65 Crores (Rupees Sixty-Five Crores only) outstanding at any point of time, in its absolute discretion and in the best interest of the Company provided that such loan(s) is/are to be utilized by the Entities for their respective principal business activities only.

**RESOLVED FURTHER THAT** any Director/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, and things and to sign and execute all such deeds, documents, and instruments as may be necessary, expedient, and incidental thereto to give effect to this resolution.”

**4. Approval of Material Related Party Transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and all other applicable provisions

of the Companies Act, 2013 read with Rules made thereunder including relevant circulars, and other applicable laws, including any amendments, modifications, variations, or re-enactments thereof, and pursuant to the approval of the Audit Committee, the approval of members of the company be and is hereby accorded to the Board of Directors to enter into material related party transactions, contracts, and arrangements with M/s. Likhitha Hak Arabia Contracting Company, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for an amount not exceeding Rs.65 Crores (Rupees Sixty Five Crores Only) for the Financial Year 2025-2026, on such terms and conditions as detailed in the explanatory statement to this resolution, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

**RESOLVED FURTHER THAT** any Director/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, and things and to sign and execute all such deeds, documents, and instruments as may be necessary, expedient, and incidental thereto to give effect to this resolution.”

#### **5. Alteration in the Object Clause of the Memorandum of Association of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to any necessary approvals, consents, permissions, and sanctions required, if any, in this regard, the consent of members of the Company be and is hereby accorded to alter the existing Main Object Clause of the Memorandum of Association (the “MOA”) of the Company by inserting the new sub-clauses 7, 8, 9 and 10 after the existing sub-clause 6 of Clause III (A);

7. To generate, produce, procure, transmit, distribute, supply, and trade power/electricity from all sources, including solar, thermal, wind, hydro, biomass, nuclear, hydrogen, and other renewable and non-renewable energy projects. To establish, own, lease, operate, and maintain power plants, energy storage systems, and related infrastructure independently or in collaboration with government agencies, private entities, or public-private partnerships.
8. To undertake the design, development, construction, commissioning, operation, and maintenance of power generation plants, transmission and distribution networks, substations, smart grids, and energy storage solutions. To identify and develop potential sites for energy projects and engage in the supply and trade of related equipment, components, and technology.
9. To provide engineering, procurement, and construction (EPC) services, consultancy, feasibility studies, research, project management, and advisory services in the energy sector. To engage in carbon credit trading, renewable energy certificates (RECs), and other financial instruments, and to apply for and avail of government incentives, subsidies, and policy benefits.

10. To engage in the development of emerging energy technologies, including hydrogen energy, waste-to-energy, electric vehicle (EV) charging infrastructure, and microgrid systems.

**RESOLVED FURTHER THAT** any of the Director/Company Secretary of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters, and things as may be deemed necessary, proper, or desirable and to sign and execute all necessary documents, applications, and returns to give effect to this resolution.”

**Registered Office**

8-3-323, 9<sup>th</sup> Floor, Vasavi's MPM Grand,  
Ameerpet 'X' Roads, Yellareddy Guda,  
Hyderabad, Telangana-500 073

CIN: L45200TG1998PLC029911

Email id: [cs@likhitha.in](mailto:cs@likhitha.in)

Website: [www.likhitha.in](http://www.likhitha.in)

Tel No: +91 40 23752657

Place: Hyderabad

Date: March 26, 2025

By the Order of the Board of Directors  
for Likhitha Infrastructure Limited

Sd/-

Pallavi Yerragonda

Company Secretary and Compliance Officer

M. No. A70447

**NOTES:**

1. The explanatory statement pursuant to Section 102 and Section 110 of the Companies Act, 2013, read together with Rules 20 and 22 of the Rules and other applicable laws setting out material facts and other relevant information, is annexed hereto and forms part of the Notice.
2. The Postal Ballot Notice is being sent only by email to those members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company ('Bigshare') and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories, i.e. National Securities Depository Limited('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, March 21, 2025 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the aforesaid MCA Circulars, a physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only. A person who is not a Member on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
3. A member cannot exercise his vote by proxy on a Postal Ballot. The voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up share capital of the Company as on the Cut-Off Date.

4. In terms of Sections 108, 110, and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014, and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') read with circular of SEBI on e-voting Facility provided by Listed Entities, dated December 09, 2020, SS-2 and amendments thereto, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed CDSL to facilitate e-voting to enable the Members to cast their votes electronically (hereinafter referred to as the 'remote e-voting'). The instructions for e-voting are provided as part of this Postal Ballot Notice, which the members are requested to read carefully before casting their vote.
5. The Notice of Postal Ballot is also placed on the website of the Company, i.e. [www.likhitha.in](http://www.likhitha.in), and the website of CDSL, i.e. [www.evotingindia.com](http://www.evotingindia.com) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed, i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
6. All material documents referred to in this Postal Ballot Notice will be open/available for inspection through electronic mode by the Members of the Company from the date of circulation of this notice up to and including the last day for remote e-voting, i.e., Friday, April 25, 2025. Any member seeking to inspect the documents can send an e-mail to [cs@likhitha.in](mailto:cs@likhitha.in) with the subject line "Inspection of Documents".
7. Remote e-voting will remain open for the Members to exercise their voting rights from Thursday, March 27, 2025, (09:00 A.M. IST) till Friday, April 25, 2025, (05:00 P.M. IST), both days inclusive. Please note that the e-voting module will be disabled for voting by CDSL after the said date and time. During this period, the Members of the Company holding shares as of the cut-off date may cast their vote electronically. Once a vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.
8. The Scrutinizer will submit his report to the Chairman of the Company, or any authorized person of the Company, after completion of the scrutiny of the remote e-voting, on or before Tuesday, April 29, 2025. The Scrutinizer's decision on the validity of the votes cast will be final. The result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the website of the Company, i.e. [www.likhitha.in](http://www.likhitha.in), and the website of CDSL, i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall be simultaneously communicated to the Stock Exchanges where the Company's Equity Shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.
9. Registration of email addresses:

Those persons who are Members of the Company as of the Cut-off date, i.e., Friday, March 21, 2025, and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

  - (i) **For Temporary Registration for Demat shareholders:**

The Members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses

registered with Bigshare by clicking the link on their website [www.bigshareonline.com](http://www.bigshareonline.com) at the “For Investor” tab by choosing the “E-mail/Bank Detail Registration” heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number, and e-mail id. In case of any query, a member may send an e-mail to Bigshare at [investor@bigshareonline.com](mailto:investor@bigshareonline.com). On submission of the shareholder’s details, the shareholder will receive an OTP, which needs to be entered in the link for verification.

(ii) **For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail addresses, the Members are requested to register their e-mail address in respect of Demat holdings with the respective DP by following the procedure prescribed by the DP.

10. The instructions and other information relating to e-voting are as under:

**Step 1: Access through Depositories CDSL/NSDL e-voting system in case individual shareholders hold shares in Demat mode.**

**Step 2: Access through the CDSL e-voting system in case shareholders hold shares in physical mode and non-individual shareholders in Demat mode.**

- (i) The voting period begins on Thursday, March 27, 2025, (09:00 A.M. IST) till Friday, April 25, 2025, (05:00 P.M. IST). During this period, shareholders of the Company, holding shares as of the cut-off date (record date) of Friday, March 21, 2025, may cast their vote electronically. CDSL shall disable the e-voting module for voting thereafter.
- (ii) Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
- (iii) SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended on the 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 e-mail address in their demat accounts in order to access the e-voting facility.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) 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, facilitating seamless authentication and enhancing the ease and convenience of participating in the e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-voting system in case individual shareholders hold shares in Demat mode.**

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended on the 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 the e-voting facility.

Pursuant to the aforesaid SEBI Circular, the Login method for e-voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> .	<ol style="list-style-type: none"><li>1) Users who have opted for the CDSL Easi / Easiest facility can log in through their existing user id and password. The option will be made available to reach the e-voting page without any further authentication. The users to log in to Easi / Easiest are requested to visit the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On 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 &amp; voting during the meeting. Additionally, links are also provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on the registration option.</li><li>4) Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN No. from an e-voting link available on the <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in</li></ol>



	progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b> .	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the eServices website of NSDL. Open the web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under the ‘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 the company name or e-voting service provider name and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or a mile. Once the home page of the e-voting system is launched, click on the icon “Login”, which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (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 the NSDL Depository site, where you can see the e-voting page. Click on the company name or e-voting service provider name, and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants (DP)</b>	You can also log in using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. After Successful login, you will be able to see the e-Voting option. Once you click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the company name or e-voting service provider name, and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use the Forget User ID and Forget Password option available at the above-mentioned website.

**Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to log in through the Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contacting at toll-free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll-free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through the CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.**

Login method for Remote e-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on the “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 the 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 have logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

Login Type	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by the Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the</li></ul>

	sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> 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 log in. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on the “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 the ‘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 the company opts for e-voting through the 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 **Likhitha Infrastructure Limited** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. 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 the “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 Board Resolution/Power of Attorney (POA) if any are uploaded, which will be made available to the scrutinizer for verification.

**Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.**

- 1) Non-individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 3) 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.
- 4) The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- 5) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 6) Alternatively, Non-Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc., together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and the Company at the email address viz; [cs@likhitha.in](mailto:cs@likhitha.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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), Aadhaar (self-attested scanned copy of Aadhaar 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 for e-voting through the Depository.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll-free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Senior Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll-free no. 1800 21 09911.

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') FORMING PART OF THE NOTICE**

### **Item No 1 & 2:**

It is hereby informed that the Board of Directors, in their meeting held on February 08, 2025, approved the borrowing limit of the Company up to Rs. 400 Crores (Rupees Four Hundred Crores only).

Keeping in view the Company's long-term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise funds from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not exceed the limit of Rs. 400 Crores (Rupees Four Hundred Crores Only) or the aggregate of the paid-up share capital and free reserves of the Company, whichever is higher.

It is further informed that pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up share capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

To facilitate securing the borrowing made by the Company, it would be necessary to create a charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out in item no. 1&2 for the approval by the members of the Company as Special Resolutions through the Postal Ballot Process.

### **Item No 3**

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any

of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 3 of the notice.

The members may note that the Board of Directors would carefully evaluate the proposals and provide such loan, guarantee, or security through the deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out in item no. 3 for the approval by the members of the Company as a Special Resolution through the Postal Ballot Process.

#### **Item No 4**

Pursuant to Regulation 23 and other applicable provisions of the SEBI Listing Regulations, it is required to obtain prior approval of members by means of ordinary resolution for all material related party transactions and subsequent material modifications, notwithstanding, that such transactions are in the ordinary course of business of the concerned company and at arm’s length basis. A transaction with a related party shall be considered material if the transaction to be entered into individually or taken together with previous transactions during the financial year exceeds rupees one thousand crore or ten percent of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 (“SEBI Circular”) are as follows:

<b>Sr.No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Related Party	M/s. Likhitha Hak Arabia Contracting Company
2.	Nature of Relationship	Subsidiary
3.	Type of the proposed transaction	i. sale, purchase, or supply of any goods or materials ii. selling or otherwise disposing of, or buying, property of any kind; iii. leasing of property of any kind iv. availing or rendering of any services i. providing guarantee ii. make an investment/grant loan/ provide advance/ transfer/ sell/ lease of asset/equipment iii. any other contracts/arrangements/transactions,

		including but not limited to reimbursement of expenses;
4.	Nature, duration/tenure, material terms, monetary value, and particulars of contract/arrangement	<p>The transaction is in the ordinary course of business with terms and conditions that are generally prevalent in the industry segment in which the Company operates. The proposed transactions are also at arm's length.</p> <p>The monetary value of proposed aggregate transactions during the financial year 2025-26 is expected to be Rs. 65 Crores. (Rupees Sixty-Five Crores only)</p>
5.	Percentage of annual consolidated turnover of the Company considering FY24 as the immediately preceding financial year	15.41% (for RPTs to be entered during FY26)
6.	<b>Following additional disclosures for proposed transactions relating to any loans, inter-corporate deposits, or advances given by the listed entity or its subsidiary:</b>	
7.	Source of funds	<p>The financial assistance is provided/ would be provided from the internal accruals/own funds or inter-corporate loans of the Company.</p> <p>In the event, that any corporate guarantee is required as security in relation to borrowings proposed to be availed from Banks/Financial institutions, the same may be provided by Likhitha Infrastructure Limited.</p>
8.	<p>In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investments:</p> <ul style="list-style-type: none"> <li>• Nature of indebtedness</li> <li>• Total cost of borrowing</li> <li>• Tenure</li> </ul>	Not Applicable
9.	applicable terms, including covenants, tenure, interest rate, and repayment schedule, whether secured or unsecured; if secured, the nature of the security	Interest rate will be in line with prevailing bank lending rates
10.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Funds shall be utilized towards meeting of the general, working capital purposes, operational cash-flows, and/or business objectives/ requirements/exigencies of the Related Party and other corporate purposes.
11.	Justification for why the proposed transaction is in the interest of the listed entity	The proposed related party transactions, not only help smoothen business

		operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions, optimum capacity utilization, and generation of revenue and business of the Company.
12.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
13.	Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable
14.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.

In FY 2025-2026, the aforementioned transactions, in the aggregate are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is sought for all such contracts/arrangements/transactions to be taken (Whether individually or taken together or series of transactions or otherwise) whether by way of continuation/ extension/renewal modification of earlier arrangements/transactions or as fresh and independent transactions or otherwise in FY 2025-2026.

Accordingly, the Board of Directors recommends and seeks the approval of the Members for the transactions proposed to be entered into with the above-mentioned related party as per the details given above.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out in item no. 4 for approval by the members of the Company as an Ordinary Resolution through the Postal Ballot Process.

#### **Item No. 5**

The company is engaged in pipeline laying and related infrastructure services and seeks to alter its Memorandum of Association (MOA) to include renewable and non-renewable energy sectors in addition to the existing business activities. This proposed change will enable the Company to diversify its operations and explore new sectors along with its traditional pipeline services. Expanding its business scope will enable the company to better adapt to changing market conditions and create additional revenue streams.

This expansion aligns with the growing demand for energy infrastructure and will open up new avenues for business growth. The company intends to leverage its expertise in infrastructure development to enter the energy sector, ensuring long-term sustainable growth while capitalizing on both current and future market opportunities. The proposed changes to the MOA will enable the company to strengthen its position in the energy industry and continue its strategic evolution.



The “Main Object” clause of the MOA will be amended by inserting new sub-clauses 7,8,9, and 10 after sub-clause 6 of Clause III (A). The Board of Directors, at their meeting held on March 26, 2025, approved the alteration of the MOA and now seeks shareholder approval for the same through a Special Resolution.

A draft copy of the revised MOA is available for inspection at the registered office of the company during business hours until the last date of remote e-voting. Upon passing of the special resolution passed by postal ballot shall be filed with the Registrar of Companies, who shall register the alteration of the MOA with respect to the objects of the Company and certify the registration.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out in item no. 5 for approval by the members of the Company as a Special Resolution through the Postal Ballot Process.

**Registered Office**

8-3-323, 9<sup>th</sup> Floor, Vasavi's MPM Grand,  
Ameerpet 'X' Roads, Yellareddy Guda,  
Hyderabad, Telangana-500 073

CIN: L45200TG1998PLC029911

Email id: [cs@likhitha.in](mailto:cs@likhitha.in)  
Website: [www.likhitha.in](http://www.likhitha.in)  
Tel No: +91 40 23752657

Place: Hyderabad  
Date: March 26, 2025

By the Order of the Board of Directors  
for Likhitha Infrastructure Limited

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