RIL/SECT/BSE/021/25-26

Date: August 13, 2025

To,
**The Corporate Relationship Department**
**BSE Limited**
1st Floor, Rotunda Building, P.J. Towers,
Dalal Street, Mumbai - 400 001.

**Sub: Outcome of the Board Meeting Under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Scrip Code: 530951 | Stock Symbol: RAMINFO**

Dear Sir / Madam,

We wish to inform you that pursuant to Regulation 30 (read with Schedule III- Part A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at its meeting held on Wednesday, August 13, 2025, have inter-alia considered and approved the following:

1. The Un-audited financial results (Standalone and Consolidated) for the quarter ended June 30, 2025, pursuant to Regulation 33 (3) of Listing Regulations. The aforesaid financial results along with the Auditors Limited Review Report are **Annexure-I**

2. Recommendation for the appointment of Mr. D. S. Rao, Practicing Company Secretary, as Secretarial Auditors of the Company for a period of 5 (five) years from the conclusion of the 31st Annual General Meeting to be held in 2025, till the conclusion of the 36th Annual General Meeting to be held in 2030 subject to approval of the shareholders in the ensuing AGM of the Company, based on the recommendation of the Audit Committee.

   Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed under **Annexure - II.**

3. Recommendation for Appointment of Mr. Gangaram Aloria, IAS (Retd.) (DIN:02913711) as Non-Executive Non-Independent Director on the Board subject to the approval of the shareholders in the ensuing AGM of the Company, based on the recommendation of the Nomination and Remuneration Committee.

   Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed under **Annexure - III.**

4. Mr. Tejeswar Reddy Mahanandigari (DIN: 09307817), Director, who is liable to retire by rotation at the ensuing Annual General Meeting has expressed his inability to continue and has not offered himself for reappointment. Therefore, he will cease to be a director of the Company with effect from the ensuing Annual General Meeting.

5. Employees Stock Option Scheme 2025 ("ESOP Scheme") for grant of stock options to eligible Directors and Employees of the Company and its Group Company(ies) including its Subsidiary / Associate Company(ies) (present and future, if any), subject to the approval of the shareholders of in the ensuing AGM, based on the recommendation of the Nomination and Remuneration Committee.

   Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed under **Annexure - IV**.

6. The 31st Annual General Meeting of the Company for the financial year 2024-25 is scheduled to be convened on Wednesday, September 17, 2024 through Video Conferencing / Other Audio-Visual Means.

The meeting of the Board of Directors commenced at 04:30 P.M. (IST) and concluded at 05.30 P.M (IST).

The above information is also being made available on the website of the Company at www.raminfo.com

Kindly take the same on record and acknowledge the receipt.

Thanking you,

**For RAMINFO LIMITED**

Katam Kiran Kumar Reddy

Digitally signed by Katam Kiran Kumar Reddy
DN: c=IN, o=Personal, title=6544, pseudonym=F8194E879AFFF055824EDAEDE0768C22, 2.5.4.20=86d1fb8c6b9828fac8298ae2e270637667adf0c282fdaa4eb03dfef33f0283c2, postalCode=518220, st=Andhra Pradesh, serialNumber=5A2799BA6DB15E848E09EE7DBDBBC9F10708C11680A33930C1CBACE60FDF21CF, cn=Katam Kiran Kumar Reddy
Date: 2025.08.13 18:20:36 +05'30'

**K. Kiran Kumar Reddy**
**Company Secretary & Compliance Officer**

**Limited Review Report on unaudited standalone financial results of RAMINFO LIMITED for the quarter ended June 30, 2025 and year-to-date results for the period from April 01, 2025 to June 30, 2025 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

**Review report to**
**The Board of Directors of RAMINFO LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **RAMINFO LIMITED** ("the Company"), for the quarter ended on June 30, 2025 and the year-to-date results for the period from April 01, 2025 to June 30, 2025 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free from material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that would

become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard ('Ind AS') specified under Section 133 of the Companies Act as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**for akasam & associates**
Chartered Accountants
Firm Regn. No: 005832S

SISTLA RAVI KUMAR
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Place: Hyderabad
Date: August 13, 2025

**S. Ravi Kumar**
Partner
Membership No. 028881
UDIN : 25028881BMISLI4579

raminfo
IDEATE - COLLABORATE - DELIVER

**RAMINFO LIMITED**
**STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE YEARENDED 30TH JUNE 2025**
**(All amounts are in lakhs of Indian Rupees, unless otherwise stated)**

| Particulars | Quarter Ended | | | Year Ended |
|---|---|---|---|---|
| | June 30, 2025 (Un audited) | March 31, 2025 (Audited) | June 30, 2024 (Un audited) | March 31, 2025 (Audited) |
| **I. Income:** | | | | |
| Revenue from operations | 1,162.06 | 445.46 | 798.43 | 2,058.84 |
| Other income | 68.64 | 159.51 | 99.88 | 425.11 |
| **Total income** | **1,230.70** | **604.98** | **898.31** | **2,483.95** |
| **II. Expenses:** | | | | |
| Purchases of stock-in-trade | 101.28 | 12.38 | 7.56 | 85.91 |
| Operating expenses | 847.19 | 323.15 | 528.41 | 1,275.42 |
| Employee benefits expense | 76.98 | 69.01 | 44.06 | 222.42 |
| Finance costs | 19.00 | 34.56 | 32.47 | 118.55 |
| Depreciation and amortisation expense | 90.07 | 92.88 | 88.78 | 360.16 |
| Other expenses | 80.18 | 33.67 | 93.69 | 239.12 |
| **Total expense** | **1,214.71** | **565.66** | **794.98** | **2,301.58** |
| **III. Profit before tax** | **15.99** | **39.32** | **103.34** | **182.38** |
| **Add: Prior Period Adjustments (Net)** | | | | |
| **Profit Before Tax after adjustments** | 15.99 | 39.32 | 103.34 | **182.38** |
| **IV. Tax expenses** | | | | |
| Current tax | 3.90 | (18.02) | 35.66 | 31.65 |
| Minimum alternate tax (MAT) Credit (entitlement) / utilised / written off | | | | - |
| Deferred tax (Net) | 6.30 | 6.56 | (8.97) | (20.34) |
| **Total tax expense** | **10.21** | **(11.46)** | **26.69** | **11.32** |
| **V. Net profit for the year after tax** | **5.79** | **50.78** | **76.64** | **171.06** |
| **VI. Other comprehensive income:** | | | | |
| **Items that will not be reclassified subsequently to profit or loss:** | | | | |
| (i). Remeasurement gains/ (losses) on defined benefit plans | - | - | - | - |
| (ii). Income tax relating above item | - | - | - | - |
| **Total other comprehensive income /(loss), net of tax** | **-** | **-** | **-** | **-** |
| **VII. Total comprehensive income for the year, net of tax (V+VI)** | **5.79** | **50.78** | **76.64** | **171.06** |
| **Paid-up equity share capital (face value Rs.10/- each)** | **75.42** | **75.42** | **75.42** | **75.42** |
| **VIII. Earning per equity share** | | | | |
| Basic - (in Rs.) | **0.08** | **0.67** | **1.02** | **2.27** |
| Diluted- (in Rs.) | **0.08** | **0.67** | **1.02** | **2.27** |
| Equity shares of Rs. 10 each fully paid-up | | | | |

**Notes:**

1. The above Financial results were recommended by the Audit Committee and approved by the Board of directors in their meetings held on 13-08-2025
2. The Standalone Financial results are reviewed by the Statutory Auditors of the Company as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. These standalone financial results of the Company have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (the Act) read with relevant rules issued thereunder (IND AS) and other accounting principles generally accepted in India and guidelines issued by the Securities and Exchange Board of India (SEBI).
4. Previous figures have been regrouped / rearranged wherever neccessary, to confirm with the current period presentation.
5. The above results are available on the Company's website i.e., www.raminfo.com

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RAMINFO LIMITED Hyderabad

For RAMINFO LIMITED

Managing Director

**Limited Review Report on unaudited consolidated financial results of RAMINFO LIMITED for the quarter ended June 30, 2025 and year-to-date results for the period from April 01, 2025 to June 30, 2025 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Review report to the Board of Directors of RAMINFO LIMITED**

1. We have reviewed the accompanying statement of Unaudited Consolidated Financial Results of **Raminfo Limited** ("Holding Company"), joint venture, subsidiary and associate (Holding Company, Joint Venture, Subsidiary and Associate together referred to as "the Group"), for the quarter ended on June 30, 2025 and the year-to-date results for the period from April 01, 2025 to June 30, 2025 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 *"Interim Financial Reporting"* ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity"*, issued by the Institute of Chartered Accountants of India (ICAI). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free from material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations, as amended, to the extent applicable.

4. The statement includes the results of the following entities

| No | Name of the Entity | Relation |
|---|---|---|
| 1 | RAMINFO DIGITECH PRIVATE LIMITED | Subsidiary |
| 2 | RAMINFO GREENTRONICS PRIVATE LIMITED | Subsidiary |
| 3 | RAMINFO GREENTECH PRIVATE LIMITED | Subsidiary |
| 4 | RAMINFO HEALTH PRIVATE LIMITED | Subsidiary |
| 5 | RAMINFO GREEN ENERGY PRIVATE LIMITED | Subsidiary |
| 6 | WHP- RAMINFO-MEDONGO AP HEALTHCARE Z2 PROJECT | Joint Venture |
| 7 | MODEREN MVUS SERVICES PRIVATE LIMITED | Associate |

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Other matters**

6. The accompanying Statement includes the unaudited financial results and other financial information, in respect of:-

Subsidiary Company (RAMINFO DIGITECH PVT LTD), whose unaudited financial results include total revenue of Rs.7.00 lakhs and Rs.7.00 lakhs, total net profit / (loss) after tax of Rs.0.30 lakhs (profit) and Rs.0.30 lakhs (profit) and total comprehensive income/(loss) of Rs.0.30 lakhs (profit) and Rs.0.30 lakhs (profit), for the quarter ended June 30, 2025 and for the period from April 01, 2025 to June 30, 2025 respectively, as considered in the statement which have been reviewed by its independent auditor.

Subsidiary Company (RAMINFO GREENTRONICS PVT LTD), whose unaudited financial results include revenue of Rs. Nil and of total revenue Rs. Nil, net profit / (loss) of Rs.0.41 lakhs (loss) of total net profit / (loss) of Rs.0.46 lakhs (loss) and comprehensive income/(loss) of Rs.0.41 lakhs (loss) of total comprehensive income of Rs. 0.46 lakhs (loss) for the quarter ended June 30, 2025 and revenue of Rs. Nil and of total revenue Rs. Nil, net profit / (loss) of Rs. 0.41 lakhs (loss) of total net profit / (loss) of Rs.0.46 lakhs (loss) and comprehensive income/(loss) of Rs.0.41 lakhs (loss) of total comprehensive income of Rs. 0.46 lakhs (loss) for the period from April 01,

2025 to June 30, 2025, as considered in the statement which have been reviewed by its independent auditor.

Subsidiary Company (RAMINFO GREENTECH PVT LTD), whose unaudited financial results include total revenue of Rs. Nil and Rs. Nil, total net profit/(loss) after tax of Rs. 0.46 lakhs (loss) and Rs. 0.46 lakhs (loss) and total comprehensive income/(loss) of Rs.0.46 lakhs (loss) and Rs.0.46 lakhs (loss), for the quarter ended June 30, 2025 and for the period from April 01, 2025 to June 30, 2025 respectively, as considered in the statement which have been reviewed by its independent auditor.

Subsidiary Company (RAMINFO HEALTH PVT LTD), whose unaudited financial results include total revenue of Rs. Nil and Rs. Nil, total net profit/(loss) after tax of Rs. 0.44 lakhs (loss) and Rs. 0.44 lakhs (loss) and total comprehensive income/(loss) of Rs. 0.44 lakhs (loss) and Rs. 0.44 lakhs (loss), for the quarter ended June 30, 2025 and for the period from April 01, 2025 to June 30, 2025 respectively, as considered in the statement which have been reviewed by its independent auditor.

Subsidiary Company (RAMINFO GREEN ENERGY PVT LTD), whose unaudited financial results include revenue of Rs. Nil and of total revenue Rs. Nil, net profit / (loss) of Rs 0.03 lakhs (loss) of total net profit / (loss) of Rs.0.06 lakhs (loss) and comprehensive income/(loss) of Rs.0.03 lakhs (loss) of total comprehensive income of Rs. 0.06 lakhs (loss) for the quarter ended June 30, 2025 and revenue of Rs. Nil and of total revenue Rs. Nil, net profit / (loss) of Rs 0.03 lakhs (loss) of total net profit / (loss) of Rs.0.06 lakhs (loss) and comprehensive income/(loss) of Rs.0.03 lakhs (loss) of total comprehensive income of Rs. 0.06 lakhs (loss) for the period from April 01, 2025 to June 30, 2025, as considered in the statement which have been reviewed by its independent auditor.

Joint Venture (WHP-RAMINFO-MEDONGO AP HEALTHCARE Z2 PROJECT), whose unaudited financial results include net profit / (loss) of Rs 0.03 lakhs (loss) of total Group's net profit / (loss) of Rs.0.05 lakhs (loss ) for the quarter ended June 30, 2025 and net profit / (loss) of Rs 0.03 lakhs (loss) of total Group's net profit / (loss) of Rs.0.05 lakhs (loss) for the period from April 01, 2025 to June 30, 2025 , as considered in the statement which have been reviewed by its independent auditor.

Associate (MODERN MVUS SERVICES PRIVATE LIMITED), whose unaudited financial results / provisional accounts include net profit / (loss) of Rs 0.04 lakhs (loss) of total Group's net profit / (loss) of Rs.0.15 lakhs (loss) for the quarter ended June 30, 2025 and net profit / (loss) of Rs 0.04 lakhs (loss) of total Group's net profit / (loss) of Rs.0.15 lakhs (loss) for the period from April 01, 2025 to June 30, 2025, as considered in the statement, which were provided to us by the Management.

This financial information has been reviewed by other auditor whose report has been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the other auditor and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matter.

**for akasam & associates**
Chartered Accountants
Firm Regn. No: 005832S

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**S. Ravi Kumar**
Partner
Membership No. 028881
UDIN :25028881BMISLJ3712

Place: Hyderabad
Date: August 13, 2025

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RAMINFO LIMITED
STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE YEAR ENDED 30TH JUNE 2025
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

| Particulars | Quarter Ended | | | Year Ended |
|---|---|---|---|---|
| | June 30, 2025 (Un Audited) | March 31, 2025 (Audited) | June 30, 2024 (Un Audited) | March 31, 2025 (Audited) |
| **I. Income:** | | | | |
| Revenue from operations | 1,161.16 | 444.17 | 798.43 | 2,057.54 |
| Other income | 68.64 | 160.05 | 99.88 | 425.76 |
| **Total income** | **1,229.80** | **604.22** | **898.31** | **2,483.30** |
| **II. Expenses:** | | | | |
| Purchases of stock-in-trade | 101.28 | 12.38 | 7.56 | **85.91** |
| Operating expenses | 840.19 | 308.39 | 504.21 | 1,205.12 |
| Employee benefits expense | 79.18 | 74.23 | 61.04 | 256.75 |
| Finance costs | 19.00 | 34.56 | 32.50 | 118.57 |
| Depreciation and amortisation expense | 91.23 | 94.05 | 90.98 | 365.84 |
| Other expenses | 83.36 | 36.48 | 96.15 | 261.56 |
| **Total expense** | **1,214.25** | **560.09** | **792.44** | **2,293.75** |
| **III. Profit before tax** | **15.55** | **44.13** | **105.87** | **189.55** |
| Add: Share of AOP Profit / (Loss) | (0.03) | (0.03) | (0.03) | (0.11) |
| Add: Share of MODREN MVUS Profit / (Loss) | (0.04) | (0.04) | (0.04) | (0.17) |
| Add: Prior period adjustments net | | | | |
| **Profit before tax after adjustments** | **15.48** | **44.06** | **105.80** | **189.27** |
| **IV. Tax expenses** | | | | |
| Current tax | 3.90 | (18.02) | 36.87 | **31.65** |
| Minimum alternate tax (MAT) credit (entitlement)/utilised/Written off | - | - | 0.00 | - |
| Deferred tax (Net) | 6.30 | 6.56 | (16.95) | (20.34) |
| **Total tax expense** | **10.21** | **(11.46)** | **19.92** | **11.32** |
| **V. Net profit for the year after tax** | **5.28** | **55.52** | **85.88** | **177.95** |
| **VI. Other comprehensive income:** | | | | |
| **Items that will not be reclassified subsequently to profit or loss:** | | | | |
| (i). Remeasurement gains/ (losses) on defined benefit plans | - | - | - | - |
| (ii). Income tax relating above item | - | - | - | - |
| **Total other comprehensive income /(loss), net of tax** | - | - | - | - |
| **VII. Total comprehensive income for the year, net of tax (V+VI)** | **5.28** | **55.52** | **85.88** | **177.95** |
| **Profit attributable to** | | | | |
| Owners of the Company | 5.36 | 55.73 | 85.88 | **178.16** |
| Non controlling interests | (0.08) | (0.20) | | **(0.20)** |
| **Total Comprehensive income attributable to** | | | | |
| Owners of the Company | 5.36 | 55.73 | 85.88 | **178.16** |
| Non controlling interests | (0.08) | (0.20) | - | **(0.20)** |
| **Paid-up equity share capital (face value Rs.10/- each)** | **75.42** | **75.42** | **75.42** | **75.42** |
| **VIII. Earning per equity share** | | | | |
| Basic - (in Rs.) | 0.07 | 0.74 | 1.14 | 2.36 |
| Diluted- (in Rs.) | 0.07 | 0.74 | 1.14 | 2.36 |
| Equity shares of Rs. 10 each fully paid-up | | | | |

**Note:**

1. The above Consolidated Financial results have been prepared considering the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended. These results have been reviewed by the Audit Committee of the Company in their meeting on 13th August 2025 and were considered and approved by the Board of Directors in their meeting held on the same date.
2. The Consolidated Financial results are reviewed by the Statutory Auditors of the Company as per Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
3. These consolidated financial results of the Company have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (the Act) read with relevant rules issued thereunder ('IND AS') and other accounting principles generally accepted in India and guidelines issued by the Securities and Exchange Board of India (SEBI).
4. The Convertible warrants have been issued at the fair market price calculated as per the SEBI (ICDR) regulations hence warrants are not considered while calculation diluted EPS.
5. Previous period figures have been regrouped / rearranged wherever necessary , to confirm with the current period presentation.

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RAMINFO LIMITED Hyderabad

For RAMINFO LIMITED
Managing Director

**Annexure-II**

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

**Appointment of Secretarial Auditor - Mr. D. S. Rao, Practicing Company Secretary**

| Particulars | Details |
|---|---|
| Reason for Change Viz. appointment, ~~resignation, removal, death or otherwise~~ | Appointment of Mr. D. S. Rao, Practicing Company Secretary (Peer Reviewed Practicing Company Secretary), as Secretarial Auditor of the Company. |
| Date of appointment / ~~cessation~~ & terms of appointment | September 17, 2025 (Date of 31st AGM), subject to the approval of shareholders at the ensuing Annual General Meeting. 5 years i.e., from the conclusion of the 31st AGM till the conclusion of the 36th AGM |
| Disclosure of relationships between directors (in case of appointment of a director) | Not Applicable |
| Brief Profile | Mr. D. S. Rao is an individual practitioner specializing in Secretarial Audit, Corporate Governance, Compliance Management, and other assurance services. He possesses extensive experience in conducting secretarial audits for listed entities and large unlisted companies.<br><br>He holds Certificate of Practice No. 14487 and Peer Review Certificate No. 1817/2022 issued by the Peer Review Board of the Institute of Company Secretaries of India.<br><br>The recommendation for his appointment as Secretarial Auditor is based on his proven track record and demonstrated capability in delivering high-quality secretarial audit services to companies of comparable size and complexity. |

**Annexure-III**

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

**Recommendation for the appointment of Mr. Gangaram Aloria, IAS (Retd.) (DIN:02913711) as Non-Executive Non-Independent Director**

| Particulars | Details |
|---|---|
| Reason for Change Viz. appointment, ~~resignation, removal, death or otherwise~~ | Recommendation for appointment of Mr. Gangaram Aloria, IAS (Retd.) (DIN:02913711) as Non-Executive Non-Independent Director based on the recommendations of the Nomination and Remuneration Committee to the shareholders in the ensuing AGM |
| Date of appointment / ~~cessation~~ & terms of appointment | Effective from September 17, 2025, for a period of 5 years and other terms are as per the appointment letter, subject to shareholders approval in the ensuing AGM |
| Disclosure of relationships between directors (in case of appointment of a director) | Mr. Gangaram Aloria, IAS (Retd.) is not related to any of the Directors of the Company |
| Other Directorships / Memberships (in listed entities in case of resignation of independent director) | Nil |
| Brief Profile | Mr. Gangaram Aloria is a distinguished former Indian Administrative Service (IAS) officer with over 35 years of leadership experience in governance, infrastructure, urban development, and public administration. As Chief Secretary to the Government of Gujarat, he was instrumental in driving landmark initiatives, including the conceptualization and execution of the iconic Statue of Unity project. His career encompasses significant contributions in land reforms, public transport, urban housing, irrigation, and policy formulation across multiple state departments.<br><br>Post-retirement, Mr. Aloria has leveraged his strategic acumen in board and advisory capacities with reputed organizations such as APITCO, Hindustan Aeronautics Limited, Brahmaputra Valley Fertilizer Corporation Limited, and Phillips Carbon Black Ltd. His extensive expertise in infrastructure development, regulatory frameworks, and governance aligns closely with the Company's long-term vision. |

**Annexure-IV**

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

**Approval of Employee Stock Option Scheme -2025**

| Particulars | Details |
|---|---|
| Brief details of options granted | The total number of stock options proposed to be granted under the ESOP Scheme shall not exceed 10,00,000 (Ten Lakh) options, convertible into equal number of equity shares of ₹10/- each. |
| Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable) | Yes, the ESOP Scheme is in terms of SEBI (SBEBSE) Regulations, 2021. |
| Total number of shares covered by these options | Total number of shares covered under the options shall not exceed 10,00,000 equity shares. |
| Pricing formula | Exercise Price shall be determined by the Nomination & Remuneration Committee, not less than the face value of shares and not higher than the Fair Market Value as on the date of grant, in accordance with Regulation 15 of SBEBSE Regulations. |
| Options vested | Vesting shall commence after a minimum of 1 year from the grant date and may extend up to a maximum of 10 years, as determined by the NRC and specified in the grant letter. |
| Time within which options may be exercised | Exercise period will commence from the date of vesting and will expire on completion of 10 years from the date of respective vesting, unless otherwise provided in cases like resignation, termination, death, or permanent disability. |
| Options exercised | Not applicable at this stage |
| Money realized by exercise of options | Not applicable at this stage |
| The total number of shares arising as a result of exercise of option | Not applicable at this stage |
| Options lapsed | Not applicable at this stage |
| Variation of terms of options | Not applicable at this stage |
| Brief details of significant terms | The ESOP Scheme contemplates grant of options to the employees of the Company and its Group Company(ies) including its Subsidiary / Associate Company(ies) (Present and Future, if any).<br><br>The NRC of the Company shall act as Compensation Committee for the supervision of ESOP Scheme. |

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| | The total number of stock options to be granted under the ESOP Scheme shall not exceed 10,00,000 equity shares.<br><br>Subject to the terms of the ESOP Scheme, the Vesting of Options shall be Time based and / or Company's Performance based (based on the parameters as may be determined by NRC) as mentioned in the Grant Letter. |
| Subsequent changes or cancellation or exercise of such options | Not applicable at this stage |
| Diluted earnings per share pursuant to issue of equity shares on exercise of options | Not applicable at this stage |