

06th December 2025

To
The Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai, Maharashtra – 400 001.

Sub: Notice of the 01st Annual General Meeting (Post Relisting) for the financial year 2024-25.

Scrip Code: 517286.

Dear Sirs / Madam,

This is to inform you that the 01st Annual General Meeting (AGM) (Post Relisting) of the Company is scheduled to be held on Monday the 29th December 2025 at 02:00 P.M (IST) through Video Conference (VC) or Other Audio Visual Means (OAVM).

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 01st Annual General Meeting (AGM) (Post Relisting) of the Company.

The relevant details in connection with the Annual General Meeting are as follows:

S. No	Particulars	Details
1	Date, Day and Time of the AGM.	29 th December 2025, Monday at 02:00 P.M through VC / OAVM.
2	Cut-off date for the purpose of the e-voting.	Monday, 22 nd December 2025.
3	Day, Date and Time of commencement of the e-voting.	Friday, 26 th December 2025 at 09:00 A.M
4	Day, Date and Time of conclusion of the e-voting.	Sunday, 28 th December 2025 at 05:00 P.M

We hereby inform you that the Notice of the 01st Annual General Meeting (Post Relisting), together with the Annual Report for the financial year 2024–25, has been sent by email to the shareholders who have registered their email IDs with the Company / with any depository. Further, a letter containing the weblink to the Notice of the AGM and the Annual Report has been dispatched to the shareholders who have not registered their email IDs.

RNIT AI Solutions Limited [Formerly known as Autopal Industries Limited]

Registered Office

RNIT AI Solutions Limited, 138 Kalyan Kunj Colony,
Kalwar Road, Jhotwara, Jaipur, Rajasthan-302012.
CIN: L62090RJ1985PLC003427

Corporate Office

RNIT AI Solutions Limited, Plot No.92, 93 & 94
Kavuri Hills, Madhapur, Hyderabad-500033.
email: cs@rnit.ai; Phone No.: +918404911111
www.rnit.ai



The Notice of the AGM is also available on the Company's website at <https://rnit.ai/announcements>.

This is for your information and record.

Thanking you,

Yours faithfully

For **RNIT AI Solutions Limited**

T.T.V.R. Seshan

Company Secretary & Compliance Officer

Membership Number: A73647

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NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 01st Annual General Meeting (“AGM”) (**Post Relisting**) of the members of **RNIT AI SOLUTIONS LIMITED [formerly known as Autopal Industries Limited]** (CIN: L62090RJ1985PLC003427), will be held on Monday the 29th December 2025, at 02:00 P.M. (IST) through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the following business.

ORDINARY BUSINESS

Item No. 1: To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon and in this regard to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the report of the Board of Directors and Auditors thereon, be and are hereby received, considered, approved and adopted.”

Item No. 2: To re-appoint Mrs. Neelima Nandigam (DIN: 08430112), who retires by rotation as Director and being eligible, offers herself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Neelima Nandigam (DIN: 08430112), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

Item No. 3: To appoint Statutory Auditors of the company to fill the casual vacancy:

To consider and, if thought fit, to pass the following Resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139(8) of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation made by the Board of Directors, M/s. M S P R & Co., Chartered Accountants (Firm Registration No.010152S) be and are hereby appointed as Statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s. Brand & Associates LLP, Chartered Accountants, (Firm Registration No.012344S) and they shall hold the office from 12th September, 2025, until the conclusion of this Annual General Meeting at such remuneration and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the company.”

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies and/or intimation to Stock Exchanges.”

Item No. 4: To appoint Statutory Auditors of the company:

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) as amended from time to time, M/s. M S P R & Co., Chartered Accountants (Firm Registration No. 010152S) be and are hereby appointed as the statutory auditors of the company to hold office for a term of five years, commencing from the financial year 2025-26 to the financial year 2029-30, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies and/or intimation to Stock Exchanges.”

Item No.5: Appointment of Mr. Raja Srinivas Nandigam (DIN:08430111), as a Managing Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(1C), 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, the consent of the Members be and is hereby accorded for the appointment of Mr. Raja Srinivas Nandigam (DIN: 08430111) as Managing Director of the Company with effect from November 07, 2024, liable to retire by rotation, for a period of five (05) years on the terms and conditions including remuneration as set out below, payable for a period of three (03) years, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration from time to time as may be agreed between the Board and Mr. Raja Srinivas Nandigam, and as may be permissible under applicable law.

a) Tenure:

The tenure will be for five (05) years, commencing from November 07, 2024 to November 06, 2029, with the liberty for either party to terminate the appointment with three months' written notice to the other.

b) Remuneration:

Remuneration will be provided for a period of three (03) years, from November 07, 2024 to November 06, 2027.

Fixed Salary: Rs.1,88,00,000/- per annum.

Perquisites:

In addition to salary, the following perquisites will be paid and / or provided.

- a. Reimbursement of medical expenses actually incurred for self and his family members including dependent parents of appointee.
- b. House Rent Allowance at 15% of Salary per month.
- c. Leave travel concession for self and family including dependent parents of appointee to and from any place in India once in a year in accordance with the rules of the Company.
- d. Club fees subject to a maximum of 2 clubs will be allowed, provided that no admission or life membership fees shall be paid.
- e. Personal accident insurance for a premium amount, which shall not exceed Rs.10,000.00 per annum.
- f. Use of Company's car with driver for business purposes.
- g. Use of telephone and other communication facilities at residence for business purposes.
- h. any other perquisite that may be allowed as per the guidelines issued by the Central Government from time to time.

Other benefits: contribution to Provident Fund, Superannuation Fund or Annuity to the extent these are not taxable, gratuity at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of his tenure.

The aggregate of the remuneration and perquisites in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible under applicable law.

Provided that where, in any financial year, the Company has no profits, or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid

to Mr. Raja Srinivas Nandigam and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approvals as may be required under law.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies and/or intimation to Stock Exchanges.”

Item No. 6: Change in designation of Mrs. Neelima Nandigam (DIN: 8430112) from Executive Director to Non-Executive Director:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, and upon the request of Mrs. Neelima Nandigam (DIN: 08430112) and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded to the change in designation of Mrs. Neelima Nandigam from Executive Director to Non-Executive Director, liable to retire by rotation, with effect from 06th December 2025.”

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable and/or expedient to give effect to this resolution, including but not limited to filing of necessary e-forms with the Registrar of Companies and submitting intimations to the Stock Exchanges.”

Item No. 7: Appointment of Mr. Malladi Venkata Satya Surya Subrahmanya Sastri (DIN: 10988161) as a Director of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereto from time to time in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17(1C) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Malladi Venkata Satya Surya Subrahmanya Sastri (DIN- 10988161) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 28, 2025 in terms of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from the Member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies and/or intimation to Stock Exchanges.”

Item No. 8: Appointment of Mr. Malladi Venkata Satya Surya Subrahmanya Sastri (DIN: 10988161) as an Executive Director of the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152, 161(1), 196, 197 and 203 read with Schedule V and any other applicable

provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulations 17(1C) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, the consent of the members be and is hereby accorded to appoint Mr. Malladi Venkata Satya Surya Subrahmanya Sastri (DIN: 10988161) as an Executive Director of the Company, liable to retire by rotation, for a period of 5 (Five) years upon the following terms and conditions including remuneration payable to him for a period of 3 (Three) years, with liberty to the Board of Directors from time to time to alter the said terms and conditions, in such manner as may be agreed to between the Board and Mr. Malladi Venkata Satya Surya Subrahmanya Sastri and as may be permissible at law:

a) Tenure:

The tenure will be for (5) five years, commencing from May 28, 2025 to May 27, 2030, with the liberty for either party to terminate the appointment with three months’ written notice to the other.

b) Remuneration:

Remuneration will be provided for a period of three years, from 28th May, 2025 to 27th May, 2028.

Fixed Salary: Rs.50.00 Lakhs per annum.

Perquisites:

In addition to salary, the following perquisites will be paid and / or provided.

- a. Reimbursement of medical expenses actually incurred for self and his family members including dependent parents of appointee.
- b. House Rent Allowance at 15% of Salary per month.
- c. Leave travel concession for self and family including dependent parents of appointee to and from any place in India once in a year in accordance with the rules of the Company.

- d. Club fees subject to a maximum of 2 clubs will be allowed, provided that no admission or life membership fees shall be paid.
- e. Personal accident insurance for a premium amount, which shall not exceed Rs.10,000.00 per annum.
- f. Use of Company's car with driver for business purposes.
- g. Use of telephone and other communication facilities at residence for business purposes.
- h. any other perquisite that may be allowed as per the guidelines issued by the Central Government from time to time.

Other benefits: contribution to Provident Fund, Superannuation Fund or Annuity to the extent these are not taxable, gratuity at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of his tenure.

The aggregate of the remuneration and perquisites in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where, in any financial year, the Company has no profits, or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to Mr. Malladi Venkata Satya Surya Subrahmanya Sastri and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approvals as may be required under law.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies and/or intimation to Stock Exchanges.”

Item No. 9: Appointment of Mr. Lakshmi Narasimha Kameswara Rao Mantha (DIN: 01810556) as a Director of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and 161(1) and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, the consent of the Members be and is hereby accorded for the appointment of Mr. Lakshmi Narasimha Kameswara Rao Mantha (DIN: 01810556), who was appointed as an Additional Director (Non-Executive Professional) by the Board of Directors at their meeting held on May 28, 2025, and who is eligible for appointment and has consented to act as a Director of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature, as a Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies and/or intimation to Stock Exchanges.”

Item No. 10: Appointment of Mr. Srikanth Somepalli (DIN: 08358760) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and 161(1) read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 17(1C), 25 and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) (including any statutory modification(s) or re-

enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and approval of the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Srikanth Somepalli (DIN: 08358760), as an Independent Director of the Company, who shall not be liable to retire by rotation to hold office for a term of 5 (Five) consecutive years w.e.f. 28.05.2025 to 27.05.2030 (both days inclusive).

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies and/or intimation to Stock Exchanges.”

Item No.11: Appointment of Mr. Vijendra Palavalasa (DIN: 07924580) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152, and 161(1) read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 17(1C), 25 and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and approval of the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Vijendra Palavalasa (DIN: 07924580) as an Independent Director of the Company, who shall not be liable to retire by rotation to hold office for a term of 5 (Five) consecutive years w.e.f. 28.05.2025 to 27.05.2030 (both days inclusive).

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds

and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies and/or intimation to Stock Exchanges.”

Item No. 12: Appointment of Mr. Pramod Reddy Mallaiahgari (DIN: 02329517) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152, and 161(1) read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 17(1C), 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and approval of the Board of Directors, consent of the members be and is hereby accorded to change the designation of Mr. Pramod Reddy Mallaiahgari (DIN: 02329517) from Non-Executive Non-Independent Director to Non-Executive Independent Director of the Company, who shall not be liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f. 28.05.2025 to 27.05.2030 (both days inclusive).

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies and/or intimation to Stock Exchanges.”

Item No. 13: Appointment of M/s. MVK & Associates as the Secretarial Auditors of the Company for a term of five years.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

NOTES:

1. Pursuant to General Circular number 14/2020 dt. 8.4.2020, 17/2020 dt. 13.4.2020, 20/2020 dt. 5.5.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.1.2021, 19/2021 dt. 8.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 5.5.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023, 09/2024 dated 19.09.2024 and 03/2025 dated 22.09.2025 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/CIR/P/2022/62 dt. 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dt. 5.1.2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dt. 03.10.2024 the companies are allowed to hold the Annual General Meeting through Video Conferencing or Other Audio Visual Means ("VC/ OAVM"), without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with aforesaid MCA Circulars and SEBI Circulars, the Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC/OAVM") (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the special business under Item Nos. 3 to 13 of the accompanying Notice, forms part of this Notice. The Board of Directors of the Company, at its meeting held on 06th December 2025, considered all the businesses mentioned in the Notice of the AGM as being unavoidable and required to be transacted at the Annual General Meeting of the Company.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rnit.ai. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

9. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Secretarial Standard-2 on General Meetings, in respect of the Director seeking re-appointment at the AGM is furnished as an annexure to the Notice. The concerned Director has furnished consent/ declaration for his appointment as required under the Companies Act, 2013.
10. Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **Register of Members and Share Transfer Books of the Company will remain closed from 23rd December 2025 to 29th December 2025 (both days inclusive)** for the purpose of this AGM.
11. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 will be available for inspection electronically during the Annual General Meeting. Members seeking to inspect such documents can send an email to cs@rnit.ai

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Friday the 26th December 2025, at 09:00 A.M. and ends on Sunday, the 28th December 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **22nd December 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **22nd December 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for

- casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are 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>
 4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
 5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 CDSL 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 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.
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@mvkassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 beetalrta@gmail.com with a copy to cs@rnit.ai
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to beetalrta@gmail.com with a copy to cs@rnit.ai. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@rnit.ai. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@rnit.ai. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service provided by the National Securities Depository Limited.

A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut Off Date i.e 22nd December 2025 shall be entitled to exercise his/her vote electronically i.e. remote e-voting.

THE FOLLOWING EXPLANATORY STATEMENT(S), AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, SET OUT ALL MATERIAL FACTS RELATING TO THE ORDINARY AND SPECIAL BUSINESSES UNDER ITEM NOS. 3 TO 13 OF THE ACCOMPANYING NOTICE.

Item No.3 & 4

The Board of Directors, at its meeting held on 07 March 2025, had appointed M/s. Brand & Associates LLP, Chartered Accountants (Firm Registration No. 012344S), as the Statutory Auditors of the Company for the financial year 2024–2025. Subsequently, M/s. Brand & Associates LLP tendered their resignation, resulting in a *casual vacancy* in the office of Statutory Auditors as envisaged under Section 139(8) of the Companies Act, 2013.

As per Section 139(8), a casual vacancy arising due to resignation shall be filled by the Board of Directors, and such appointment is required to be approved by the members at a general meeting convened within three months of the Board's recommendation.

Based on the recommendation of the Audit Committee, the Board recommended the appointment of M/s. M S P R & Co., Chartered Accountants (Firm Registration No. 010152S) to fill the casual vacancy caused by the resignation of M/s. Brand & Associates LLP.

During the post-CIRP period, the Company experienced delays in obtaining shareholders' approval due to pending corporate actions, which impacted compliance with the timelines prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the shareholder records could not be verified during this period, the Company was unable to convene a general meeting or provide the e-voting facility.

Further, the Board of Directors, based on the recommendation of the Audit Committee, has approved the appointment of M/s. M S P R & Co., Chartered Accountants (Firm Registration No. 010152S), Hyderabad, as the Statutory Auditors of the Company for a period of five consecutive

financial years, commencing from the financial year 2025-26 to the financial year 2029-30.

M/s. M S P R & Co., Chartered Accountants (Firm Registration No. 010152S), have provided their consent to act as the Statutory Auditors of the Company. They have confirmed that their appointment is within the limits prescribed under the Companies Act, 2013, and that they satisfy the eligibility and independence criteria specified under Section 141 of the Act. They have also submitted the required certificate confirming compliance with all applicable provisions of the Companies Act, 2013.

Accordingly, the resolutions under Item Nos. 3 and 4 are placed before the members for approval.

Disclosures required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are as follows:

Sl. No.	Particulars	Details
1	Proposed fee payable	Rs. 6,00,000/- plus applicable taxes and out-of-pocket expenses for FY 2025-26.
2	Terms of appointment	M/s. M S P R & Co., Chartered Accountants (Firm Registration No. 010152S) for a term of five years commencing from the financial year 2025-26 to the financial year 2029-30.
3	Material change in fee compared to outgoing auditor and rationale	Not Applicable.
4	Basis of recommendation and credentials	M S P R & Co. is a Chartered Accountancy firm registered with ICAI in 2002. The firm offers a wide range of professional services, including statutory audits, tax audits, internal audits, valuations, taxation, and financial advisory. The team comprises

		experienced Chartered Accountants and finance professionals with expertise across audit, taxation, valuation, and related advisory services.
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The Board of Directors recommends the resolution set out under Item No. 3 & 4 of the Notice for approval of the members as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No.5

The appointment of Mr. Raja Srinivas Nandigam (DIN: 08430111) as an Executive Director was initially made by the Resolution Professional with effect from October 08, 2024, and he was subsequently appointed as the Managing Director by the Board of Directors on November 07, 2024.

During the post-CIRP period, the Company experienced delays in obtaining shareholders' approval due to pending corporate actions, which impacted compliance with the timelines prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the shareholder records could not be verified during this period, the Company was unable to convene a general meeting or provide the e-voting facility.

The appointment is now being placed before the shareholders for their approval in compliance with the provisions of Sections 196, 197, and 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions, as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details as Required Under Schedule V Part II Section II of Companies Act, 2013

A. General information:

1. Nature of industry:

RNIT AI Solutions Limited delivers AI-driven web, mobile, and IoT solutions to businesses and governments, specializing in fast, scalable, and customizable applications that enhance efficiency and customer loyalty through advanced technology and domain expertise.

2. Date or expected date of commencement of commercial operations:

The Company has already commenced its commercial operations.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators

Particulars	Amount (Rs. in lakhs)		
	FY 2024-25	FY 2023-24	FY 2022-23
Net Sales/Income from Operations	3,222.59	0	0.28
Profit from operations before other income, Finance costs and exceptional items	746.81	0	(35.24)
Other Income	5.68	0	0
Finance Cost	21.97	0	0.01
Exceptional items	-	0	0
Profit /(loss) before tax	730.52	(31.63)	(35.26)

5. Foreign investments or collaborations, if any - Not Applicable

B. Information about the appointee:

S. No.	Name of Director/ Particulars	Mr. Raja Srinivas Nandigam
1)	Brief Resume of Director and nature of his expertise in specific functional	Mr. Raja Srinivas Nandigam possesses over 25 years of extensive experience in the technology and software services industry. Over the years, he has also gained strong exposure to emerging technologies, including

	areas (Background details)	Artificial Intelligence, further strengthening the Company's capabilities in delivering advanced technology solutions. His leadership, strategic insight, and technical expertise have played a pivotal role in the growth and advancement of RNIT, contributing significantly to its present level of progress and stability.
2)	Past Remuneration (In INR) (2024-25)	Rs.1.88 Crores
3)	Recognition or Awards	Featured in Business Iconic Magazine as "Raja Srinivas Nandigam- A Successful millennial entrepreneur driving citizen centric services and businesses" and Featured in CEO Insights Magazine as "Raja Nandigam: A Leader, who leads by example and Inspires his team to Deliver the Best!".
4)	Job profile and suitability	<p><u>Job profile:</u> Mr. Raja Srinivas Nandigam shall be responsible for discharging the duties entrusted to him by the Board of Directors from time to time. His responsibilities may include formulating and implementing strategies for sustainable and accelerated growth in alignment with the vision and mission of the Company, exploring and diversifying into potential business opportunities, and overseeing the day-to-day operations and overall administration of the Company.</p> <p><u>His suitability:</u> Mr. Raja Srinivas Nandigam has, over the last several years, significantly contributed to product development and business expansion. His strong foundation in software development, technological innovation, and strategic thinking enables the Company to develop comprehensive, end-to-end business solutions built on an AI-driven approach.</p>

		The Board is of the firm view that his vision, leadership, and technical proficiency will strengthen the Company's ability to deliver robust, scalable, and customizable applications leveraging collaborative technologies and domain-focused product development, thereby creating enhanced value for shareholders, employees, customers, and all stakeholders.
5)	Remuneration proposed	as detailed in Resolution No. 5
6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The remuneration proposed is reasonable when compared to industry standards for a Managing Director with a similar profile.	
7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Apart from the proposed remuneration, no other pecuniary relationship exists.	

C. Other Information

1. Reason for loss or inadequate profits:

The loss for the financial year ended March 31, 2024, was primarily due to the Company being under the Corporate Insolvency Resolution Process (CIRP), which resulted in minimal operational activity during the period. Other than this exceptional circumstance, there are no continuing losses or instances of inadequate profits.

2. Steps taken or proposed to be taken for improvement

The Company is actively pursuing business development initiatives and exploring expansion opportunities to strengthen operations and ensure continuous improvement in performance.

3. Expected increase in productivity and profits in measurable terms

The Company anticipates a progressive improvement in operational efficiency and profitability as its business development and expansion

initiatives take effect, with a positive and measurable upward trend expected over the medium term.

After considering his background, experience, and contributions, the Board of Directors has approved the appointment of Mr. Raja Srinivas Nandigam, subject to the approval of the Members. Accordingly, the resolution seeks the approval of the Members for his appointment as the Managing Director of the Company and for the remuneration payable to him with effect from November 07, 2024.

Save and except Mr. Raja Srinivas Nandigam and Mrs. Neelima Nandigam, and to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

Item No.6

Mrs. Neelima Nandigam (DIN: 08430112) was appointed as an Executive Director by the Resolution Professional with effect from October 08, 2024.

During the post-CIRP period, the Company experienced delays in obtaining shareholders' approval due to pending corporate actions, which impacted compliance with the timelines prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the shareholder records could not be verified during this period, the Company was unable to convene a general meeting or provide the e-voting facility.

Mrs. Neelima Nandigam has expressed her request to change her designation from Executive Director to Non-Executive Director. Based on the recommendations of the Nomination and Remuneration Committee (NRC) and the approval of the Board of Directors, the proposed change in designation is being placed before the Members for their consideration.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 of this Notice, seeking the approval of the Members for the change in designation of Mrs. Neelima Nandigam from Executive Director to Non-Executive Director, liable to retire by rotation, with effect from 06th December 2025, in compliance with Sections 149 and 152 of the

Companies Act, 2013 and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Save and except Mrs. Neelima Nandigam and Mr. Raja Srinivas Nandigam, and to the extent of their shareholding interest, if any, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

Item No.7 & 8

The Board of Directors, at its meeting held on May 28, 2025, approved the appointment of Mr. Malladi Venkata Satya Surya Subrahmanya Sastri - currently serving as the Chief Financial Officer (CFO) of the Company—as an Additional Director and designated him as an Executive Director for a term of five years, effective from May 28, 2025.

The main terms and conditions of appointment of Mr. Malladi Venkata Satya Surya Subrahmanya Sastri as an Executive Director is given below:

- a) Annual Remuneration: Rs.50.00 Lakhs per annum which includes Salary, Dearness Allowance and any other allowances.

The Company has received a notice from a member proposing his candidature for the office of Director under Section 160(1) of the Act. Mr. Malladi Venkata Satya Surya Subrahmanya Sastri has provided his consent in writing to act as an Executive Director and submitted Form DIR-8, confirming that he is not disqualified to act as a director, Form MBP-1, disclosing his interest in other entities and Written consent to act as a director in Form DIR-2.

Furthermore, Mr. Malladi Venkata Satya Surya Subrahmanya Sastri has confirmed that he is not debarred from holding the office of Director under any SEBI order or similar authority, as per circulars dated June 20, 2018, issued by BSE Limited.

His brief resume, along with his expertise, directorships, and committee memberships/chairmanships, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2)

issued by the Institute of Company Secretaries of India (ICSI), is enclosed as an annexure to this notice.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Malladi Venkata Satya Surya Subrahmanya Sastri shall hold office until the ensuing Annual General Meeting. Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders is required to be obtained within a period of three months from the date of appointment by the Board of Directors.

During the post-CIRP period, the Company experienced delays in obtaining shareholders' approval due to pending corporate actions, which impacted compliance with the timelines prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the shareholder records could not be verified during this period, the Company was unable to convene a general meeting or provide the e-voting facility.

The appointment is now being placed before the shareholders for their approval in compliance with the provisions of Sections 196, 197, and 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions, as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed appointment and the terms of remuneration payable to Mr. Malladi Venkata Satya Surya Subrahmanya Sastri require approval of members by passing a Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Details as Required Under Schedule V Part II Section II of Companies Act, 2013.

A. General information:

1. Nature of industry:

RNIT AI Solutions Limited delivers AI-driven web, mobile, and IoT solutions to businesses and governments, specializing in fast, scalable, and

customizable applications that enhance efficiency and customer loyalty through advanced technology and domain expertise.

2. Date or expected date of commencement of commercial operations:

The Company has already commenced its commercial operations.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators

Particulars	Amount (Rs. in lakhs)		
	FY 2024-25	FY 2023-24	FY 2022-23
Net Sales/Income from Operations	3,222.59	0	0.28
Profit from operations before other income, Finance costs and exceptional items	746.81	0	(35.24)
Other Income	5.68	0	0
Finance Cost	21.97	0	0.01
Exceptional items	-	0	0
Profit /(loss) before tax	730.52	(31.63)	(35.26)

5. Foreign investments or collaborations, if any - Not Applicable

B. Information about the appointee:

S. No.	Name of Director/ Particulars	Mr. Malladi Venkata Satya Surya Subrahmanya Sastri
1)	Brief Resume of Director and nature of his expertise in specific functional areas (Background details)	Mr. Malladi Venkata Satya Surya Subrahmanya Sastri has more than 25 years of experience in IT Services. He holds Post Graduation MCA (Master of Computer Applications) from Andhra University. He worked extensively for Fortune 500 customers in various roles in USA, ANZ, Africa.

2)	Past Remuneration (In INR) (2024-25)	Nil
3)	Recognition or Awards	Nil
4)	Job profile and suitability	As a CFO and Executive Director, he is responsible for the complete finance and operations of the Company.
5)	Remuneration proposed	as detailed in Resolution No. 7 & 8
6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) The remuneration proposed is reasonable when compared to industry standards for a Managing Director with a similar profile.	
7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Apart from the proposed remuneration, no other pecuniary relationship exists.	

C. Other Information

1. Reason for loss or inadequate profits:

The loss for the financial year ended March 31, 2024, was primarily due to the Company being under the Corporate Insolvency Resolution Process (CIRP), which resulted in minimal operational activity during the period. Other than this exceptional circumstance, there are no continuing losses or instances of inadequate profits.

2. Steps taken or proposed to be taken for improvement

The Company is actively pursuing business development initiatives and exploring expansion opportunities to strengthen operations and ensure continuous improvement in performance.

3. Expected increase in productivity and profits in measurable terms

The Company anticipates a progressive improvement in operational efficiency and profitability as its business development and expansion

initiatives take effect, with a positive and measurable upward trend expected over the medium term.

After considering his background, expertise, and contributions, the Board of Directors has approved the appointment of Mr. Malladi Venkata Satya Surya Subrahmanya Sastri, subject to the approval of the Members. Accordingly, the resolutions set out at Item Nos. 7 and 8 of the Notice seek the approval of the Members for his appointment. The above may be treated as a deemed memorandum setting out the terms of his appointment in accordance with Section 190 of the Companies Act, 2013.

Save and except Mr. Malladi Venkata Satya Surya Subrahmanya Sastri and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 7 and 8 of this Notice.

Item No. 9

The Board of Directors, at its meeting held on May 28, 2025, appointed Mr. Lakshmi Narasimha Kameswara Rao Mantha (DIN: 01810556) as an Additional Director in the Professional, Non-Executive Category.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Lakshmi Narasimha Kameswara Rao Mantha shall hold office until the ensuing Annual General Meeting. Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders is required to be obtained within a period of three months from the date of appointment by the Board of Directors.

During the post-CIRP period, the Company experienced delays in obtaining shareholders' approval due to pending corporate actions, which impacted compliance with the timelines prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the shareholder records could not be verified during this period, the Company was unable to convene a general meeting or provide the e-voting facility.

The Company has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the aforesaid Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Notices under the provisions of Section 160 of the Act have been received from a member signifying their intention to propose the candidature of Mr. Lakshmi Narasimha Kameswara Rao Mantha as Director of the Company, who is liable to retire by rotation with effect from May 28, 2025, as placed before the members for their approval.

Mr. Lakshmi Narasimha Kameswara Rao Mantha (DIN:01810556), is not related to any other Director and Key Managerial Personnel of the Company.

He has over 25 years of experience in Financial Consultancy and Corporate Advisory. He holds a Bachelor of Commerce degree. He has worked extensively in the fields of banking, financial consultancy, and corporate advisory.

A brief profile of Mr. Lakshmi Narasimha Kameswara Rao Mantha and other information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided as Annexure to this Notice.

After considering his background, expertise, and experience, the Board of Directors has approved the appointment of Mr. Lakshmi Narasimha Kameswara Rao Mantha, subject to the approval of the Members. Accordingly, the Ordinary Resolution set out at Item No. 9 of the Notice seeks the approval of the Members for his appointment as a Non-Executive Director of the Company.

Except, Mr. Lakshmi Narasimha Kameswara Rao Mantha and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 9 of the Notice.

Item No.10

The Board of Directors its Meeting held on May 28, 2025, appointed Mr. Srikanth Somepalli (DIN: 08358760), as an Additional Director in Independent category.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Srikanth Somepalli shall hold office until the ensuing Annual General Meeting. Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders is required to be obtained within a period of three months from the date of appointment by the Board of Directors.

During the post-CIRP period, the Company experienced delays in obtaining shareholders' approval due to pending corporate actions, which impacted compliance with the timelines prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the shareholder records could not be verified during this period, the Company was unable to convene a general meeting or provide the e-voting facility.

The Company has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the aforesaid Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of Listing Regulations.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company. In view of the above provisions, the proposal for appointment of Mr. Srikanth Somepalli (DIN: 08358760), as an Independent Director not liable to retire by rotation for a period of five consecutive years with effect from May 28, 2025, is placed before the members for their approval.

Mr. Srikanth Somepalli (DIN: 08358760), is not related to any other Director and Key Managerial Personnel of the Company. He is a Practicing Company Secretary, he is also a Registered Valuer and Insolvency Professional, having vast experience in dealing with Corporates with respect to corporate law, SEBI, FEMA, RBI, Insolvency & Bankruptcy and Valuation.

The Board believes that his strong regulatory, legal, and professional expertise will provide valuable perspectives to the Company's governance and strategic direction. In the opinion of the Board, he satisfies the fit and proper criteria and possesses the requisite knowledge, experience, skills, and capabilities to serve as an Independent Director.

A brief profile of Mr. Srikanth Somepalli (DIN: 08358760) and other information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided as Annexure to this Notice.

After considering his background, expertise, and experience, the Board of Directors has approved the appointment of Mr. Srikanth Somepalli, subject to the approval of the Members. Accordingly, the Special Resolution set out at Item No. 10 of the Notice seeks the approval of the Members for his appointment as a Non-Executive Independent Director of the Company.

Except, Mr. Srikanth Somepalli (DIN: 08358760) and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No.10 of the Notice.

Item No.11

The Board of Directors, at its meeting held on May 28, 2025, appointed Mr. Vijendra Palavalasa (DIN:07924580) as an Additional Director in the Non-Executive Independent category.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Vijendra Palavalasa shall hold office until the ensuing Annual General Meeting. Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the

approval of the shareholders is required to be obtained within a period of three months from the date of appointment by the Board of Directors.

During the post-CIRP period, the Company experienced delays in obtaining shareholders' approval due to pending corporate actions, which impacted compliance with the timelines prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the shareholder records could not be verified during this period, the Company was unable to convene a general meeting or provide the e-voting facility.

The Company has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the aforesaid Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of Listing Regulations.

Pursuant to Section 149(10) of the Companies Act, 2013, an Independent Director can be appointed for a term of up to five consecutive years. Accordingly, the Board proposes the appointment of Mr. Vijendra Palavalasa as an Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from May 28, 2025, subject to approval of the members.

Mr. Palavalasa is not related to any other Director or Key Managerial Personnel of the Company. He is a qualified Company Secretary with over five years of experience in secretarial compliance, corporate governance, and corporate regulatory matters.

The Board believes that his professional background and practical experience in corporate compliance and governance processes will strengthen the Board's functioning and oversight. In the opinion of the Board, he satisfies the fit and proper criteria and possesses the requisite knowledge, experience, skills, and capabilities to serve as an Independent Director.

A brief profile of Mr. Vijendra Palavalasa and other relevant details as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings (issued by the ICSI) are provided in Annexure to this Notice.

After considering his background, expertise, and experience, the Board of Directors has approved the appointment of Mr. Vijendra Palavalasa, subject to the approval of the Members. Accordingly, the Special Resolution set out at Item No. 11 of the Notice seeks the approval of the Members for his appointment as a Non-Executive Independent Director of the Company.

Except, Mr. Vijendra Palavalasa (DIN: 07924580) and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No.11 of the Notice.

Item No.12

The appointment of Mr. Pramod Reddy Mallaiahgari (DIN: 02329517) as a Non-Executive Professional Director was made by the Resolution Professional with effect from October 08, 2024.

In order to ensure compliance with the requirements related to Board composition under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to re-designate Mr. Pramod Reddy Mallaiahgari as a Non-Executive Independent Director, not liable to retire by rotation, with effect from May 28, 2025.

The Board of Directors, at its meeting held on May 28, 2025, appointed Mr. Pramod Reddy Mallaiahgari (DIN:02329517) as an Additional Director in Independent category.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Pramod Reddy Mallaiahgari shall hold office until the ensuing Annual General Meeting. Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders is required to be obtained within a

period of three months from the date of appointment by the Board of Directors.

During the post-CIRP period, the Company experienced delays in obtaining shareholders' approval due to pending corporate actions, which impacted compliance with the timelines prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the shareholder records could not be verified during this period, the Company was unable to convene a general meeting or provide the e-voting facility.

The Company has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the aforesaid Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of Listing Regulations.

Pursuant to Section 149(10) of the Companies Act, 2013, an Independent Director can be appointed for a term of up to five consecutive years. Accordingly, the Board proposes the appointment of Mr. Pramod Reddy Mallaiahgari as an Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from May 28, 2025, subject to approval of the members.

Mr. Pramod Reddy Mallaiahgari is not related to any other Director or Key Managerial Personnel of the Company. He has a technical academic background and over 15 years of experience in IT sales strategy and execution. He specialises in cross-selling, upselling, and driving business development. He has worked with various Government Departments across India, building partnerships and leading key initiatives.

The Board believes that his industry experience, strategic insight, and professional capabilities will provide valuable perspectives to the Company's Board deliberations and overall strategic direction. In the opinion of the Board, he satisfies the fit and proper criteria and possesses

Item No.13

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the board has considered the appointment of M/s. MVK & Associates, Practicing Company Secretary (M.No.62333, CoP:23384), as the secretarial auditor of the Company, for a term of five consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sl. No.	Particulars	Details
1	Proposed fee payable	Remuneration and expenses as recommended by the Audit Committee and approved by the Board.
2	Terms of appointment	M/s. MVK & Associates, Company Secretaries, will hold office for a term of five financial years commencing from the financial year 2025-26 to the financial year 2029-30, to conduct the Secretarial Audit of the Company for the said financial years.
3	Any material change in the fee payable to the auditor compared to the outgoing auditor, along with rationale	Not Applicable.
4	Basis of recommendation and credentials of	MVK & Associates is a firm of Company Secretaries with over three and a half years of professional experience, specializing in Company Law, Securities Laws, Corporate

the proposed auditor	Governance, Legal Due Diligence, Joint Ventures, Foreign Collaborations, Technology Transfers, Mergers and Acquisitions, Listings & Capital Market Transactions, and other related advisory and compliance services.
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M/s. MVK & Associates, Secretarial Auditors, have given their consent and confirmed their eligibility for appointment as the Secretarial Auditors of the Company. The Board recommends the Ordinary Resolution set out at Item No. 13 of the Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the resolution proposed under Item No. 13.

**By Order of the Board of Directors
For RNIT AI SOLUTIONS LIMITED**

Sd/-

T.T.V.R. Seshan

Date: 06.12.2025

Place: Hyderabad

Company Secretary & Compliance Officer

Membership Number: A73647

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ANNEXURE TO THE NOTICE

ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND AS PER SECRETARIAL STANDARDS - 2

Resolution No	5	6
Name of the Director	RAJA SRINIVAS NANDIGAM	NEELIMA NANDIGAM
Director's Identification Number (DIN)	08430111	08430112
Age	48 years	41 years
Qualification	B. Tech & MBA.	B. Tech & MBA.
Nationality	Indian	Indian
Initial Date of Appointment	08 th October 2024	08 th October 2024
Terms & Conditions of Appointment	As mentioned in the resolution.	As mentioned in the resolution.
Proposed Remuneration	Rs. 188 Lakhs	Sitting Fees and Commission, if any, as approved by the Board of Directors.
Last Drawn Remuneration	Rs. 188 Lakhs	No Remuneration
Expertise in specific functional areas	Mr. Raja Srinivas Nandigam possesses over 25 years of extensive experience in the technology and software services industry. Over the years, he has also gained strong exposure to emerging technologies, including Artificial Intelligence, further strengthening the	Mrs. Neelima Nandigam holds a Master's degree in Business Administration with a strong foundation in marketing and entrepreneurial management. She has expertise in business development, strategic planning, and operational oversight. Her skill set includes

	Company's capabilities in delivering advanced technology solutions. His leadership, strategic insight, and technical expertise have played a pivotal role in the growth and advancement of RNIT, contributing significantly to its present level of progress and stability.	strengthening customer engagement, driving growth initiatives, and supporting organizational execution. She brings an entrepreneurial perspective and analytical approach that enhance the Company's strategic and managerial capabilities.
No of Board Meetings attended during the year	5 (Five)	5 (Five)
Disclosure of relationship between Directors interse	Mr. Raja Srinivas Nandigam is related to Mrs. Neelima Nandigam, a member of Promoter Group and Executive Director of the Company	Mrs. Neelima Nandigam is related to Mr. Raja Srinivas Nandigam, Promoter and Managing Director of the Company
Chairmanship / Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	Nil	Nil
Committee position held in other Companies	Nil	Nil
Shareholding in the Company	4,23,98,505 Equity Shares of Rs. 10 each. (56.69%)	48,12,500 Equity Shares of Rs. 10 each. (6.43%)
Names of listed entities from which the person has resigned in the past three years	Nil	Nil

In case of an Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA
Information as required pursuant to Bombay Stock Exchange Circular no. LIST/COMP/14/2018-19	Mr. Raja Srinivas Nandigam is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.	Mrs. Neelima Nandigam is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

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Resolution No	7 & 8	9
Name of the Director	MALLADI VENKATA SATYA SURYA SUBRAHMANYA SASTRI	LAKSHMI NARASIMHA KAMESWARA RAO MANTHA
Director's Identification Number (DIN)	10988161	01810556
Age	52 years	54 years
Qualification	MCA	B. Com
Nationality	Indian	Indian
Initial Date of Appointment	28 th May 2025	28 th May 2025
Terms & Conditions of Appointment	As mentioned in the resolution.	As mentioned in the resolution.
Proposed Remuneration	Rs. 50 Lakhs	Sitting Fees and Commission, if any, as approved by the Board of Directors.
Last Drawn Remuneration	Not Applicable	Not Applicable
Expertise in specific functional areas	Mr. Malladi Venkata Satya Surya Subrahmanya Sastri has over 25 years of experience in the IT services industry. He holds a Master of Computer Applications (MCA) degree from Andhra University. He has worked extensively with Fortune 500 clients across the USA, Australia-New Zealand (ANZ), and Africa, handling diverse roles and large-scale	He has over 25 years of professional experience, specialising in financial consultancy, corporate advisory, banking operations, strategic financial management, regulatory compliance, and business restructuring. His extensive expertise spans accounting standards, taxation, corporate laws, and governance-related advisory services.

	technology engagements.	
No of Board Meetings attended during the year	Not Applicable	Not Applicable
Disclosure of relationship between Directors interse	Nil	Nil
Chairmanship / Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	Nil	Nil
Committee position held in other Companies	Nil	Nil
Shareholding in the Company	Nil	8,00,000 Equity Shares of Rs. 10 each. (1.07%)
Names of listed entities from which the person has resigned in the past three years	Nil	Nil
In case of an Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA
Information as required pursuant to Bombay Stock Exchange Circular no. LIST/COMP/14/2018-19	Mr. Malladi Venkata Satya Surya Subrahmanya Sastri is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.	Mr. Lakshmi Narasimha Kameswara Rao Mantha is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Resolution No	10	11
Name of the Director	SRIKANTH SOMEPELLI	VIJENDRA PALAVALASA
Director's Identification Number (DIN)	08358760	07924580
Age	45 years	37 years
Qualification	CS	CS
Nationality	Indian	Indian
Initial Date of Appointment	28 th May 2025	28 th May 2025
Terms & Conditions of Appointment	As mentioned in the resolution.	As mentioned in the resolution.
Proposed Remuneration	Sitting Fees and Commission, if any, as approved by the Board of Directors.	Sitting Fees and Commission, if any, as approved by the Board of Directors.
Last Drawn Remuneration	Not Applicable	Not Applicable
Expertise in specific functional areas	He is a Practicing Company Secretary, Registered Valuer, and Insolvency Professional with over 20 years of specialized experience in corporate laws, securities regulations, FEMA and RBI compliances, insolvency matters, and valuation assignments, bringing strong technical expertise across diverse regulatory domains.	He is a qualified Company Secretary with over five years of experience in secretarial compliance, corporate governance, and handling various corporate regulatory matters, including FEMA and RBI-related compliances.
No of Board Meetings attended during the year	Not Applicable	Not Applicable

Disclosure of relationship between Directors inter se	Nil	Nil
Chairmanship / Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	<ul style="list-style-type: none"> • Retina Paints Limited. • Retina Retail Limited. 	<ul style="list-style-type: none"> • Rediger Digitech Private Limited • Rediger Faserv Private Limited
Committee position held in other Companies	<ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee of Retina Paints Limited. • Chairman of Stakeholders Relationship Committee of Retina Paints Limited. 	Nil
Shareholding in the Company	Nil	Nil
Names of listed entities from which the person has resigned in the past three years	Nil	Nil
In case of an Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement
Information as required pursuant to Bombay Stock Exchange Circular no. LIST/COMP/14/2018-19	Mr. Srikanth Somepalli is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.	Mr. Vijendra Palavasala is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Justification for choosing the appointees for appointment as Independent Directors	The Company believes that his skills, knowledge, and experience on the Board will complement and enhance the effective functioning of the Company.	The Company believes that his skills, knowledge, and experience on the Board will complement and enhance the effective functioning of the Company.
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Resolution No	12
Name of the Director	Pramod Reddy Mallaiahgari
Director's Identification Number (DIN)	02329517
Age	48 years
Qualification	B. Tech
Nationality	Indian
Initial Date of Appointment	08 th October 2024
Terms & Conditions of Appointment	As mentioned in the resolution.
Proposed Remuneration	Sitting Fees and Commission, if any, as approved by the Board of Directors.
Last Drawn Remuneration	Not Applicable
Expertise in specific functional areas	He has over 15 years of experience in IT sales strategy and execution, specializing in cross-selling, upselling, and driving business growth. With strong networking capabilities, he has worked extensively with Government Departments across India, building strategic partnerships and leading key initiatives.
No of Board Meetings attended during the year	5 (Five)
Disclosure of relationship between Directors interse	Nil
Chairmanship / Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	<ul style="list-style-type: none"> • Springahead Education Private Limited • Scolaire Private Limited

Committee position held in other Companies	Nil
Shareholding in the Company	Nil
Names of listed entities from which the person has resigned in the past three years	Nil
In case of an Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the Explanatory Statement
Information as required pursuant to Bombay Stock Exchange Circular no. LIST/COMP/14/2018-19	Mr. Pramod Reddy Mallaiahgari is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
Justification for choosing the appointees for appointment as Independent Directors	The Company believes that his skills, knowledge, and experience on the Board will complement and enhance the effective functioning of the Company.

**By Order of the Board of Directors
For RNIT AI SOLUTIONS LIMITED**

Sd/-

T.T.V.R. Seshan

Date: 06.12.2025

Place: Hyderabad

Company Secretary & Compliance Officer

Membership Number: A73647

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