



RAMKY INFRASTRUCTURE LIMITED
CIN: L74210TG1994PLC017356
Reg. Office: 15th Floor, Ramky Grandiose,
Sy. No. 136/2 & 4, Gachibowli,
Hyderabad – 500032, Telangana
Tel No. 040 - 23015000
Website: www.ramkyinfrastructure.com
Email: investors@ramky.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") and pursuant to other applicable laws and regulations, approval of the Members is sought via Postal Ballot through e-voting only (Voting through Electronic means) for the following:

1. To Approve Sale of Stake in Company's material subsidiary, Visakha Pharmacy Limited, to eligible bidder.
2. To Appoint Mr. Eshwar Reddy Purmandla as Independent Director of the Company for a period of three (3) years w.e.f. 09.11.2023.

Members' consent is sought for the proposals contained in the resolutions given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the related particulars, is annexed hereto. The Notice will also be placed on the website of the Company at <https://ramkyinfrastructure.com/> and along with the websites of KFin Technologies Limited ("**Kfintech**"), National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**"). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively.



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In compliance with the aforesaid MCA Circulars, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Rules as amended from time to time and Secretarial Standard - 2 on General Meetings, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participants or the Company's Registrar and Share Transfer Agent (RTA) - KFin Technologies Limited ("**KFintech**"). The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Company has appointed Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary, Hyderabad (Membership No. 5868 and Certificate of Practice No. 2886), to act as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

The members shall exercise their right to vote on the resolution included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by KFin Technologies Limited. The e-voting period shall commence on **Friday, December 29, 2023 at 09.00 A.M. (I.S.T)** and end on **Saturday, January 27, 2024 at 05.00 P.M. (I.S.T)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than **05.00 P.M. (IST) on Saturday, January 27, 2024**. E-voting will be blocked by Scrutinizer immediately thereafter and voting will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Meeting or in his absence, any other person authorized by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the meeting or any other person authorized by him, on or before **Sunday, January 28, 2024**. The results of the Postal Ballot will be posted on the Company's website at <https://ramkyinfrastructure.com/> and will be displayed on the notice board of the



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Company at its Registered Office. The results will also be intimated to NSE and BSE, where the equity shares of the Company are listed.

RESOLUTION PROPOSED THROUGH POSTAL BALLOT:

SPECIAL BUSINESS ITEM NO. 1

To approve sale of stake in company's material subsidiary, Visakha Pharmacity Limited.

To consider and, if thought fit, to give assent/dissent to the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), (including any statutory modifications and re-enactments thereof for the time being in the force), read with Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as recommended by the Dis Investment Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded by way of Special Resolution to authorize the Board of Directors of the Company to divest the entire stake of Ramky Infrastructure Limited (RIL) in its material subsidiary, Visakha Pharmacity Limited (VPCL) (Formerly known as Ramky Pharma City (INDIA) Limited) to M/s. Brij Gopal Construction Company Private Limited, bearing CIN: U70200DL2009PTC189053, who has been H1 Bidder at a sale price of INR 180/- per equity share aggregating to INR 165.24 crores and on such terms and conditions and subject to other regulatory approvals and evaluations as may be prescribed and specified in the share purchase agreement (SPA) to be executed between the parties (buyers and sellers) for the purposes of the sale, and in accordance with the shareholders' agreement entered between APIIC and the shareholders of Visakha Pharmacity Limited including the Deed of Adherence and such other conditions envisaged in the explanatory statements hereto."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers, agreements, undertaking, documents and affirmations including signing the deeds of adherence and Share Transfer Agreement of Shareholders Agreement or any agreement by whatever name called to give effect to the transfer of shares or delegate the authority to an



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authorized person as decided by the Managing Director as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto.”

SPECIAL BUSINESS ITEM NO. 2

To appoint Mr. Eshwar Reddy Purmandla (DIN: 01892327) as an Independent Director of the Company

To consider and, if thought fit, to give assent/dissent to the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act 2013 and The Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable rules if any and in Compliance of the SEBI (LODR) Regulations 2015 (Subject to statutory amendment, enactment and re-enactment thereto) and in compliance of the Articles of Association (AOA) of the Company and in furtherance to the consent by the appointee, the consent of the members be and is hereby accorded to appoint Mr. Eshwar Reddy Purmandla (DIN: 01892327) as Independent Director of the Company for a term of 3 Years w.e.f. 09th November 2023.”

“FURTHER RESOLVED THAT the appointee director shall have such Duties and Responsibilities and have such powers and rights as envisaged under the Companies Act 2013 and SEBI (LODR) Regulations 2015 duly amended.”

“FURTHER RESOLVED THAT any of the directors of the Company or the Company Secretary are hereby severally authorized to do all such acts and deeds and file all such forms and returns and make such intimations as may be required to give effect to the above mentioned resolution.”

By Order of the Board of Directors
For RAMKY INFRASTRUCTURE LIMITED

SD/-
Y.R. NAGARAJA
MANAGING DIRECTOR
DIN: 00009810

Place: Hyderabad
Date: 27.12.2023



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NOTES:

- a) Pursuant to sections 102 and 110 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed resolutions is appended hereto.
- b) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
- c) The Postal Ballot Notice is being sent only via email to the Members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Friday, December 22, 2023 ("cut-off date")**. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice shall be deemed to be dispatched by e-mail one day prior to the e-voting start date.
- d) A copy of this Postal Ballot Notice is also available on the Company's website <https://ramkyinfrastructure.com/>, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of KFin Technologies Limited at <https://evoting.kfintech.com/>
- e) Members who have not registered/updated their email IDs so far are requested to register/update the same to receive this Postal Ballot Notice by clicking on this link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> or as per the following procedure:

Physical Holding	Provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to einward.ris@KFintech.com and copy to the Company at investors@ramky.com
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Demat Holding	Provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to einward.ris@KFintech.com and copy to the Company at investors@ramky.com
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In case of any queries, for registering email address, Members may write to einward.ris@KFintech.com and investors@ramky.com

Members are requested that for permanent registration of their e-mail address, they can register their e-mail address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's RTA, KFintech.

Those Members who have already registered their e-mail addresses are requested to get their e-mail addresses validated with their Depository Participants/RTA to enable servicing of notices/ documents/Annual Reports and other communications electronically to their email address in future.

- f) After dispatch of the postal ballot notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Telugu Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company's website at <https://ramkyinfrastructure.com>
- g) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. **Friday, December 22, 2023**.
- h) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- i) Relevant documents referred to in this Postal Ballot Notice will be made available for inspection on the Company's website from the date of commencement of e-voting period i.e. **Friday, December 29, 2023** up to the last date of e-voting i.e. **Saturday, January 27, 2024**.



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- j) The last date specified in this notice for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- k) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:
- The Company Secretary, Ramky Infrastructure Limited, 15th Floor, Ramky Grandiose, Sy No 136/2 & 4, Gachibowli, Hyderabad – 500 032, Telangana Tel: +91 9030666420 ; Email – investors@ramky.com.
 - 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 <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 18003094001 (toll free).
- l) Members may note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, it is mandatory to update PAN, Address, Email ID, Bank account details (KYC details) and Nomination details of shareholders, who have not updated the same with the RTA i.e. KFinTech in case of physical shareholding and with Depository Participants (DPs) in case of Demat shareholding. Henceforth, KFinTech will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records. Non-updation of KYC details in Folios, wherein any one of the cited details/documents (i.e. PAN, Bank Details, Nomination) are not available on or after October 01, 2023, shall be frozen by the RTA as per above SEBI Circular.
- m) **PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**
1. **The procedure for remote e-voting is as under:**
Step 1: Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.
Step 2: Access to KFinTech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.







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Step 1:

Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ul style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. v. Click on company name, i.e. ‘RAMKY INFRASTRUCTURE LIMITED’, or e-voting service provider, i.e. KFintech. vi. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ul style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. iv. 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. v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.

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	<p>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name, i.e. RAMKY INFRASTRUCTURE LIMITED, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</p> <p>C. NSDL Mobile App</p> <p>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
Type of member	Login Method
<p>Individual members holding securities in demat mode with CDSL</p>	<p>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <p>i. Visit https://web.cdslindia.com/myeasinew/home/login</p> <p>Or</p> <p>www.cdslindia.com</p> <p>ii. Click on New System MyEasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Enter the registered user ID and password for accessing Easi / Easiest.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFintech e-voting portal and will be redirected to the e-voting page of KFintech to cast their vote without any further authentication.</p>



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	<p>B. Instructions for users who have not registered for Easi / Easiest</p> <p>i. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Or https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. A above to cast your vote.</p> <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com</p> <p>ii. Provide Demat Account Number and PAN</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'RAMKY INFRASTRUCTURE LIMITED' or select KFinTech.</p> <p>v. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication</p>
<p>Individual members login through their demat accounts / Website of Depository Participant(s)</p>	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p>



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	<p>iv. Click on options available against RAMKY INFRASTRUCTURE LIMITED or Kfintech.</p> <p>v. Members will be redirected to e-voting website of Kfintech for casting their vote during the remote e-voting period without any further authentication.</p>
<p>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</p>	
<p>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</p>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 or 022-23058542-43

Step 2:

Method of login / access to Kfintech’s e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from Kfintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <p>i) Launch internet browser by typing the URL: https://evoting.kfintech.com/</p> <p>ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with Kfintech</p>



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	<p>for e-voting, they can use their existing User ID and password for casting the vote.</p> <p>iii) After entering these details appropriately, click on "LOGIN".</p> <p>iv) Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <p>v) Members would need to login again with the new credentials.</p> <p>vi) On successful login, the system will prompt the member to select the "EVEN", viz., 'RAMKY INFRASTRUCTURE LIMITED – Postal Ballot', and click on "Submit".</p> <p>vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.</p> <p>viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix) Members may then cast their vote by selecting an appropriate option and click on "Submit".</p> <p>x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p>
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	<p>xi) Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to csnvss@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".</p>
Members whose email IDs are not registered with the Company / Depository Participant(s)	<p>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:</p> <p>i) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com.</p> <p>ii) Alternatively, members may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.</p> <p>iii) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.</p>

Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399</p> <p>Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com,</p>
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	<p>the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii) Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</p> <p>iv) Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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2. 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 <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 1-800-309-4001 (toll free).



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EXPLANATORY STATEMENT

As required by Section 102(1) and 110 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the businesses specified in this Notice.

SPECIAL BUSINESS ITEM NO. 1

To Approve Sale of Stake in Company's material subsidiary, Visakha Pharmacy Limited.

It is hereby informed that Visakha Pharmacy Limited (VPCL) (Formerly known as Ramky Pharma City (INDIA) Limited) was incorporated on 11th March 2004, under the Companies Act 1956, having its registered office in Hyderabad. The Company is a Special Purpose Vehicle (SPV) incorporated as a Subsidiary of Ramky Infrastructure Limited with equity shareholding of 51% in the paid-up equity share capital of the company, with the Object of development of land and construction, development and maintenance of the pharmaceutical infrastructure comprising of Common Effluent Treatment Plant (CETP) and other infrastructure comprising of roads, water supply network and other sanitation, waste collection and treatment and disposal infrastructure necessary for the establishment of Pharmaceutical Manufacturing units by various Pharmaceutical Companies thereby reducing their Capital Investment in sustainable infrastructure and purely concentrate on manufacturing activities at Jawaharlal Nehru Pharma City (JNPC), Parwada Mandal, Visakhapatnam, Andhra Pradesh.

Further, Ramky Infrastructure Limited (RIL) was awarded a sub-concession agreement by VPCL for - Strengthening, Augmentation, Expansion, Operation and Maintenance of Jawaharlal Nehru Pharma City, Visakhapatnam, Andhra Pradesh on Design, Build, Finance, Operate and Transfer (DBFOT) basis for 20 Years, which shall continue post the sale of its shareholding until its expiry.

Now, having established and operated pharmacy successfully and with consent of APIIC, Board of RIL has decided to unlock its investment and to be deployed elsewhere on emerging opportunities in the same line of business / to meet any incidental capital expenditure / reduction of debt.

In view of the above decision, the Shareholders of Ramky Infrastructure Limited at their 29th Annual General Meeting (AGM) held on 20th September 2023 have given an in principle approval to authorize the Board of the Directors of the entity to commence the process of stake sale and identify the prospective buyer.



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In line with shareholder approval, we have appointed M/s. Deloitte Touche Tohmatsu India LLP as transaction advisor to identify suitable bidders by running an open advertisement.

Similarly company also carried out a valuation exercise through Independent Valuers to undertake the valuation of the shares of the company (VPCL). In the process of assessing the valuation, the Valuers noticed that certain properties were attached by Enforcement Directorate ED, which is pending before CBI for adjudication due to ongoing legal matters involving ED and CBI. In view of that those properties under litigation, the same were excluded from valuation. Based on the valuation reports, the Fair Market Value (FMV) of share is determined as INR 178/- per equity share of Visakha Pharmacy Limited. The valuation reports were placed before the divestment committee and upon the directions given the bids were invited from the potential bidders in a universal, open bidding process.

The transaction advisors, M/s. Deloitte Touche Tohmatsu India LLP have shortlisted successful bidders based on the technical criteria specified in the bid documents. Accordingly, the successful bidders have submitted their financial bid. The disinvestment committee has carried out evaluation of bids submitted and during the process, M/s. Brij Gopal Construction Company Private Limited, emerged as the highest bidder at a negotiated Bid Price of INR 180/- per equity share of INR 10/- each.

With regards to the real estate properties currently under attachment by the Enforcement Directorate, the Board suggests that a favorable judgment should lead to a distinct valuation process. This process aims to ascertain the fair market value of the assets, and the bidder is expected to compensate the Company, i.e., Sellers, for the remaining fair market value. This compensation is based on an independent valuation report and is considered as an additional component of the sale consideration.

With this background your Board of Directors is now requesting the members to accord their approval for the stake sale to Brij Gopal Construction Company Private Limited being the eligible and successful bidder. A brief profile of M/s. Brij Gopal Construction Company Private Limited is as follows:



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Name of the Company	Brij Gopal Construction Company Private Limited
CIN	U70200DL2009PTC189053
Type of Company	Private Company Limited by shares
Net Worth as of 31-Mar-2022	INR 1,002.24 Crores
Business segments	EPC and Road Developers
Promoters' details as on 31-Mar-2022	BGCC Developers Private Limited – 61% Haryana Construction Private Limited – 13% Others – 26%
Brief profile	The Bidder is an EPC contractor executing road and other infrastructure Projects.
Sources of funds	Debt and Equity combination

We would further draw your attention that the Bidder is having operational relationship with RIL as a Joint Venture Partner and EPC executing contractor and sub contractor, for the last several years. In addition it is further being notified that a member of promoter group has investments in the Bidder.

The consummation of the transaction is subject to receipt of necessary approvals, permissions, and authorizations, as may be required to be obtained from various authorities as part of the agreements executed by and between Ramky Infrastructure Limited and Visakha Pharmacy Limited and if required the successful completion of the due diligence by the identified bidder.

Further it is intimated that in accordance with the Sub Concession Agreement between RIL and Visakha Pharmacy Limited, for Operation and Maintenance contractual arrangement at JNPC, Parwada for a period of 20 years, RIL continues to hold such rights securing future revenue generation and prospective Cash Flows and the proposed stake sale by RIL will not have a material adverse impact on the future revenue of RIL.

With this The Board of Directors of the Company recommends the Resolution to be passed as **Special Resolution** as set out in **Item No. 1** of the accompanying Notice for approval of the members by Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company, and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution set out in **Item No. 1** of the Notice.



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However, Mr. Y.R. Nagaraja, being the promoter has interest to the extent of his shareholding in Ramky Infrastructure Limited. In addition it is further being notified that a member of promoter group has financial relationship with the Bidder.

In view of this disclosure it is decided by the Board of Directors to advise the promoter and promoter group to refrain from exercising their vote in the said transaction.

SPECIAL BUSINESS AGENDA ITEM 2:

APPOINTMENT OF MR. ESHWAR REDDY PURMANDLA (DIN: 01892327) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors would like to hereby bring to the notice of the members that Mr. Eshwar Reddy Purmandla (DIN: 01892327) has upon the recommendation of the Nomination and Remuneration Committee, been appointed as an additional director in Independent Category w.e.f. 09.11.2023 or a period of 3 years from 09.11.2023.

As per the provisions of the Companies Act 2013 read with SEBI (LODR) Regulations 2015, any appointment of a director by the Board of Director has to be approved by the members in upcoming General Meeting or within 3 months from such appointment whichever is earlier.

In this regard, the Board of directors of the Company at their meeting held on 22.12.2023 proposed the appointment of Mr. Eshwar Reddy Purmandla (DIN: 01892327) as an Independent Director of the company for the approval of the members through Postal Ballot.

About Mr. Eshwar Reddy P

Mr. Eshwar Reddy Purmandla (DIN: 01892327) has Bachelor of Engineering (B.E.) Honors in Chemical Engineering from BITS, Pilani, Rajasthan and a M.Tech Degree in Process Plant Design form IIT, Delhi. He has over 36 years of experience. He worked with Rashtriya Chemicals & Fertilizers Limited, which is a largest government owned company manufacturing Nitrogen and Nitro phosphorus based fertilizers and Industrial Chemicals in India. He has also worked for around 25 years in Voltas Limited and Rallis India limited (both TATA group companies) producing agrochemicals, pharmaceuticals and fine chemicals. During his course of employment, he has handled assignments in Production, Technical Services,



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new projects, product developments and environment protection and pollution control. He has handled simultaneously multi-disciplinary teams and multiple projects at different locations. He is currently serving as Executive Director of Bulk Drug Manufacturer's Association (India).

Keeping his profound experience in Chemical and Plant Process Industry the management expects that his induction into the Board will add immense value to the operations of the Company.

In lieu of this the Nomination and Remuneration Committee and the Board of Directors of the Company recommends the proposed resolution to the members as a ***special resolution***.

Except Mr. Eshwar Reddy Purmandla, None of the Directors and Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at **Item No. 2** of the Notice.

The Board of Directors of the Company recommends the Resolution to be passed as Special Resolution as set out in **Item No. 2** of the accompanying Notice for approval of the members by Postal Ballot.



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Annexure A
Details of the Directors seeking Appointment/Re-appointment at the
forthcoming Postal Ballot.
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Eshwar Reddy Purmandla
Date of Birth	10.10.1953
Date of Appointment	09.11.2023
Expertise in specific functional areas	Mr. Eshwar Reddy Purmandla (DIN: 01892327) has Bachelor of Engineering (B.E.) Honors in Chemical Engineering from BITS, Pilani, Rajasthan and a M.Tech Degree in Process Plant Design form IIT, Delhi. He has over 36 years of experience. He worked with Rashtriya Chemicals & Fertilizers Limited, which is a largest government owned company manufacturing Nitrogen and Nitro phosphorus based fertilizers and Industrial Chemicals in India. He has also worked for around 25 years in Voltas Limited and Rallis India limited (both TATA group companies) producing agrochemicals, pharmaceuticals and fine chemicals. During his course of employment, he has handled assignments in Production, Technical Services, new projects, product developments and environment protection and pollution control. He has handled simultaneously multi-disciplinary teams and multiple projects at different locations. He is currently serving as Executive Director of Bulk Drug Manufacturer’s Association (India).
Qualification	B.E. Honors, Chemical Engineering – BITS, Pilani, Rajasthan M. Tech, Process Plant design – IIT, Delhi



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List of other companies in which directorship is held as on 27.12.2023	<ol style="list-style-type: none"> 1. Srinagar Banihal Expressway Limited 2. Sehore Kosmi Tollways Limited 3. Visakha Pharmacity Limited 4. Ever Blooming Eco Solutions Limited 5. Pantnagar CETP Private Limited 6. Visakha Energy Limited 7. Hospet Chitradurga Tollways Limited 8. RECEPS Limited 9. Ecologic Engineering Private Limited
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on 27.12.2023*	<ol style="list-style-type: none"> 1. Membership in Audit committee and Nomination and Remuneration Committee in companies as under <ul style="list-style-type: none"> ➤ Sehore Kosmi Tollways Limited ➤ Hospet Chitradurga Tollways Limited ➤ Srinagar Banihal Expressway Limited
Equity Shares held in the Company as on 27.12.2023	Nil
Relationship between Directors inter-se	Nil

*Directorships and Committee memberships in Ramky Infrastructure Ltd are not included in the aforesaid disclosure. Also directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees, Nomination & Remuneration committee of only public Companies have been included in the aforesaid table.

By Order of the Board
For RAMKY INFRASTRUCTURE LIMITED
SD/-
Y.R. NAGARAJA
MANAGING DIRECTOR
DIN: 00009810

Place: Hyderabad
 Date: 27.12.2023