

**Ramky Infrastructure Limited**

Ramky Grandiose, 15th Floor
Sy.No. 136/2 & 4, Gachibowli
Hyderabad - 500 032
T: +91 40 2301 5000
E: secr@ramky.com
www.ramkyinfrastructure.com
CIN: L74210TG1994PLC017356

Place: Hyderabad
Date: 16.10.2025

Towards sustainable growth

To The General Manager, BSE Limited, P J Towers, Dalal Street, Mumbai - 400 001.	To The Manager - Listing Department, National Stock Exchange of India Ltd, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
--	---

Sub: Submission of Notice of the Postal Ballot of Ramky Infrastructure Limited**Ref: Scrip Code - BSE: 533262 NSE: RAMKY**

Dear Sir,

In Compliance with the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, we are hereby submitting the Notice of the Postal Ballot for the decision of the shareholders of the company for the Enhanced approval of the material Related Party transactions with related parties is being given.

We further wish to inform you that the Company is providing remote e-voting facility to the shareholders to vote on the resolutions proposed to be passed as listed in the Postal Ballot Notice. The remote e-voting will commence on Friday, the 17th day of October, 2025 at 09.00 A.M. (IST) and ends on Saturday, the 15th day of November, 2025 at 05.00 P.M. (IST). The Company has fixed Friday, 10th day of October, 2025 as the cut-off date to reckon eligibility to vote on the e-voting platform.

Enclosed herewith is the Notice of the Postal Ballot.

We request you to take the same on record and dissemination.

Yours faithfully,

For RAMKY INFRASTRUCTURE LIMITED

KESAVA DATTA
COMPANY SECRETARY
M.NO: A61331



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

INFORMATION AT GLANCE

Details of Resolution	:	1. To deliberate and if found fit approve the material related party transaction with Numen Growth Partners Private Limited (Numen) (Formerly Madhya Pradesh Waste Management Private Limited) and 2. To deliberate and if found fit approve the material related party transactions with Srinagar Banihal Expressway Limited (SBEL)
Type of Resolution	:	Ordinary Resolutions
Cut-off date for sending the Notice to eligible shareholders	:	Friday, 10 th October, 2025
Cut-off date for determining eligibility for e-voting	:	
E-voting start date and time	:	Friday, 17 th October, 2025 at 09.00 A.M. (IST)
E-voting end date and time	:	Saturday, 15 th November, 2025 at 05.00 P.M. (IST)

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, 11/2022 dated December 28, 2022, including General Circular No. 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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 DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH NUMEN GROWTH PARTNERS PRIVATE LIMITED (NUMEN) (FORMERLY MADHYA PRADESH WASTE MANAGEMENT PRIVATE LIMITED) AND**
- 2. TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH SRINAGAR BANIHAL EXPRESSWAY LIMITED**

Members' consent is sought for the proposal contained in the resolution 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.

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 resolutions 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, October 17, 2025 at 09.00 A.M. (I.S.T)

and end on Saturday, November 15, 2025 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, November 15, 2025. 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 Tuesday, November 18, 2025. 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 Company at its Registered Office. The results will also be intimated to NSE and BSE, where the equity shares of the Company are listed.

RESOLUTIONS PROPOSED THROUGH POSTAL BALLOT:

SPECIAL BUSINESS

Item No. 1: To deliberate and if found fit approve the Material Related Party Transactions with Numen Growth Partners Private Limited (NUMEN) (Formerly Madhya Pradesh Waste Management Private Limited)

To deliberate and if found fit, pass with or without modification the undermentioned resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 along with other regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and in accordance with the provisions of Section 188 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 the Company's Policy on Related Party Transactions, and based on approval of the Audit Committee and as approved by the Board of Directors and based on the approval accorded by the members of the company at their Annual General Meeting held on 25.09.2025, the consent of the members be and is hereby accorded by way of Ordinary Resolution to the Board of Directors of the Company to approve the Material Related Party Transactions executed or to be executed with Numen Growth Partners Private Limited, being a member of the promoter group of the company along with its subsidiaries, associates and Joint Ventures being a Related Party of the entity in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/ requirements ("Related Party Transactions") on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to sign and file necessary forms, papers and such other documents, if any with ROC / MCA and further to do all such other acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient in connection with or incidental to the above on behalf of the Company."

Item No. 2: To deliberate and if found fit, approve the Material Related Party Transactions with Srinagar Banihal Expressway Limited being a Subsidiary

To deliberate and if found fit, pass with or without modification the undermentioned resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 along with other regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and in accordance with the provisions of Section 188 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 the Company's Policy on Related Party Transactions, and based on approval of the Audit Committee and as approved by the Board of Directors and based on the approval accorded by the members at their Annual General meeting held on 25.09.2025, consent of the members be and is hereby accorded by way of Ordinary Resolution to the Board of Directors of the Company executed or to be executed with Srinagar Banihal Expressway Limited (SBEL) being a subsidiary of the company along with its subsidiaries, associates and Joint Ventures being a Related Party of the entity in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/ requirements ("Related Party Transactions") on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to sign and file necessary forms, papers and such other documents, if any with ROC / MCA and further to do all such other acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient in connection with or incidental to the above on behalf of the Company."

By Order of the Board of Directors
For RAMKY INFRASTRUCTURE LIMITED

Sd/-

Y.R. Nagaraja

Managing Director

DIN: 00009810

Place: Hyderabad

Date: 11.10.2025

NOTES:

- a) Pursuant to sections 102 and 110 of the Act, an Explanatory Statements setting out material facts and reasons for the proposed resolution 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, October 10, 2025 ("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
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

In case of any queries, for registering email address, Members may write to einward.ris@KFintech.com or 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, October 10, 2025.
- 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, October 17, 2025 up to the last date of e-voting i.e. Saturday, November 15, 2025.
- 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 for addressing 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.

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.

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	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 the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii. 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. iv. Click on company name i.e. 'RAMKY INFRASTRUCTURE LIMITED or ESP i.e. KFin. v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. 3. Those not registered under IDeAS: 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 digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name i.e RAMKY INFRASTRUCTURE LIMITED or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Type of member	Login Method

Individual members holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual members login through their demat accounts / Website of Depository Participant(s)	A. Instructions for login through Demat Account / website of Depository Participant i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. 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. iv. Click on options available against Ramky Infrastructure Limited or KFinTech. 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.

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.	
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at no.: 022 – 48867000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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)	A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s) 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) 9277, USER ID and password. They will have to follow the following process: - Launch internet browser by typing the URL: https://evoting.kfintech.com/ - 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 for e-voting, they can use their existing User ID and password for casting the vote. - After entering these details appropriately, click on "LOGIN". - 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.

	v) Members would need to login again with the new credentials. vi) On successful login, the system will prompt the member to select the "EVEN", viz., 'RAMKY INFRASTRUCTURE LIMITED', and click on "Submit".
	Login Method
	i) 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. ii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. iii) Members may then cast their vote by selecting an appropriate option and click on "Submit". iv) 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. v) Corporate/ Institutional members (corporate / FIs / FII's / 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".
Members whose email IDs are not registered with the Company / Depository Participant(s)	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: 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.
Procedure for Registration of email and Mobile: securities in physical mode	Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through

	submitting the requisite ISR 1 form along with the supporting documents. ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx ISR Form(s) and the supporting documents can be provided by any one of the following modes. a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or				
	b) Through hard copies which are self-attested, which can be shared on the address below; or <table border="1"> <tr> <td>Name</td><td>KFIN Technologies Limited</td></tr> <tr> <td>Address</td><td>Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddy, Telangana, India - 500 032.</td></tr> </table> c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddy, Telangana, India - 500 032.
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddy, Telangana, India - 500 032.				
Type of Member	Login Method				
Members whose email IDs are registered with the Company / Depository Participant(s)	B. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s). 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: - Launch internet browser by typing the URL: https://evoting.kfintech.com/ - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9277 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 for e-voting, they can use their existing User ID and password for casting the vote. - After entering these details appropriately, click on "LOGIN". - 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.
Members who have forgotten the User ID and password	Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below: 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 Example for NSDL : MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890 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, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password. 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. iv) Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

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).

EXPLANATORY STATEMENT:

As required by Section 102(1) and 110 of the Companies Act, 2013, the following Explanatory Statements sets out material facts relating to the businesses under Item Nos. 1 and 2 specified in this Notice.

ITEM NO. 1 & 2

This is to inform the members that as per section 188 of the Companies Act 2013 and rules made thereunder (Subject to statutory enactment, re-enactment and modifications thereto) and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 duly amended; all the material related party transactions would require the approval of the Shareholders by way of an Ordinary Resolution.

We further disclose that as per regulation 23 of the SEBI (LODR) Regulations 2015, a material related party transaction is one whose value taken with that related party on standalone or aggregate basis exceeds 10% of the Consolidated Turnover of the preceding Financial Year of the listed entity.

Since as per the financial results declared by Ramky Infrastructure Limited (RIL) for F.Y. 2024-25, the consolidated turnover stands at INR 20,445.38 million, any proposed related party transaction the value of which is exceeding INR 2,044.53 million (For convenience INR 2,000 million is being considered for this threshold, which is 10% of the consolidated turnover of the preceding financial year) is being treated as material in nature and is being put forth by the Board of RIL for the approval of shareholders.

The shareholders have at their AGM held on 25.09.2025, approved the material related party transactions to be entered with Srinagar Banihal Expressway Limited (SBEL) and Numen Growth Partners Private Limited (NUMEN) for the period commencing from 01.04.2025 till 30.09.2026.

However, as the financial year is progressing and keeping the recent developments and financial requirements of the entity, the Company is seeking revised approvals based on the approvals accorded by the shareholders at their AGM held on 25.09.2025.

As per the estimates, the undermentioned are Related Party Transactions that are expected to exceed INR 2,000 million threshold for a financial year.

The proposed transactions are based on estimates from 01.04.2025 till 30.09.2026.

(INR in Millions)

Name of the company	Numen Growth Partners Private Limited (formerly Madhya Pradesh Waste Management Private Limited) (Numen)	Srinagar Banihal Expressway Limited (SBEL)
Nature of relationship	Member of promoter group	Subsidiary
Shareholding	Numen holds 2.41% in the equity share capital of RIL.	99% (approx.)
Country of Incorporation	India	India
Monetary Value of the transactions proposed to be entered		

Proposed value of the RPT for FY 2025-26	3,850	68,700 (including Corporate guarantee and Claims)
Proposed value of the RPT from 01.04.2026 till 30-09-2026	1,925 (to the extent not availed or extended till 31.03.2025)	60,900 (if claims not received and CG not executed by 31.03.2026)
Whether the proposed transaction and the transaction already undertaken during the year make them material	Yes	Yes
Value of the proposed transaction as a % of the consolidated turnover of RIL in 2024-25 (comparison is between proposed transaction for 18 months period inclusive of ICDs' and the proposed Corporate Guarantee and excluding claims and the consol turnover of RIL for FY ended 31.03.2025)	NA	157.50%
Value of the proposed transaction as a % of the standalone turnover of the subsidiary (P.Y. turnover compared only with O&M and other operational revenue expected over 18 months period)	NA	221.51%
Financial Performance of the related party in the immediately preceding F.Y. 2024-25		
Turnover	Not available as not a subsidiary	451.43
Profit after Tax	Not available as not a subsidiary	(402.42)
Net worth	Not available as not a subsidiary	5,893.30
Type or nature of proposed transaction, particulars of the contract (from 01.04.2025 till 30.09.2026)		
Operation and maintenance (O&M)	583	1,000
Revenue from Operation (EPC)	-	-
Inter Corporate Deposit (ICD)	1,750 ICD taken by RIL	16,500 ICD given by SBEL
	1,500 ICD given by RIL	6,000 ICD given to SBEL
Corporate Guarantee	-	8,000 Corporate Guarantee (CG) to be given by RIL to lenders of SBEL
Disclosures required for the sale of goods or services as per Part B (1) of SEBI Format dated 26.06.2025		
Bidding process if applied for proposed RPT	No	No
Basis of determination of Price	NA	Since the SPV has been formed for execution of work by RIL there is no bidding process required

Trade advance	-	It would be decided based on the commercial terms and conditions of the work order
---------------	---	--

Inter corporate deposit (ICD) Given/ (taken or received back)	1,750 ICD given by Numen to RIL	16,500 ICD given by SBEL
	1,500 ICD given by RIL to Numen	6,000 ICD given to SBEL
Source of funds	Operational and funds from other sources	As the company is in receipt of annuities or discounting of receivables and post receipt of the claims and post meeting the concessionaire condition, the company intends to repay the ICD outstanding to RIL. In addition, RIL is proposing to give INR 1,000 million from its operational cash flows to SBEL for its operational purposes. Further, as SBEL would be approaching Lender for loan purposes, RIL is proposed to extend corporate guarantee to the Bankers/lenders of SBEL to the tune of INR 8,000 million.
where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, 1) nature of indebtedness 2) cost of funds; and 3) tenure	Nil	The proposed repayment of ICD from SBEL to RIL would be done if the Loan from financial institution are received.
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The ICD is proposed to be borrowed by RIL at 8% interest rate and is for a tenure of 3 years from the drawdown date. Further for the ICD proposed to be given to Numen it is chargeable at 14% interest rate which is above the banking borrowing rate for RIL and for a tenure of 24 months from the drawdown date.	The Banking borrowing rate of RIL is 13% approx. The tenure of the ICD is usually 24 months from the drawing date with interest of 8% per annum. The ICD is usually unsecured. However, the ICD placed by RIL is not from bank borrowing.

The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction	The ICD funds borrowed would be used for the operational requirements of the company. The ICD funds proposed to be placed by RIL to Numen is for their business purposes.	ICD given or taken is for the operational requirements and repayment of the existing ICD in the respective companies.		
Disclosures as required under C (1) for material transactions only as per the SEBI format dated 26.06.2025				
Credit rating of the borrower if the proposed ICD is above the threshold limit.	NA	NA		
Default if any	NA	NA		
Claims with authorities	-	45,000		
Tenure	The transactions are from 01.04.2025 till 30.09.2026. For ICD it would be as per contractual terms.	The transactions are from 01.04.2025 till 30.09.2026. For ICD it would be as per contractual terms.		
Justification for why the proposed transaction is in the interest of the Company	For ICD to be taken by RIL We would like to inform that the company has entered into restructuring of debt in 2015. As on date as the company is out of restructuring the company is proposing to avail new ICD from Numen till the time credit rating of RIL improves and the company becomes an attractive. Further for ICD to be given by RIL, it is effective utilization of the amount realized from operations which can be temporarily parked for return above the Bank borrowing rate.	Since the SPV is formed by RIL for execution of Work as per the concession agreement it is in the interest of the company.		
Details of the Valuation or other external party report (if any)	The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business.			
Transactions undertaken in previous Financial Year ended 31st March, 2024 and 31st March, 2025	(INR in Millions)			
	Name of the company	Transactions undertaken	FY 2023-24	FY 2024-25
	Numen Growth Partners Private Limited	Unsecured Borrowings, Interest, Rent and Maintenance, Other expenses	114.83	207.18
	Srinagar Banihal	Operations revenue, ICD	1,743.01	1,602.80

	Expressway Limited	and interest income											
Total amount of all the transactions undertaken by the Listed entity with the related party upto preceding quarter	The Shareholders have approved the RPT in the AGM held in Calendar Year 2025 for the period 01.04.2025 till 30.09.2026. Now enhanced approval of the shareholders is being sought for the proposed related party transactions from 01.04.2025 till 30.09.2026.												
Disclosures as required under C (3) for material transactions only as per the SEBI format dated 26.06.2025													
If Corporate guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	NA		A + (However, as on the date of notice the evaluation of the credit rating of SBEL for its current exposure is underway)										
Details of solvency status and going concern status of the related party during the last three financial years:	NA		Net worth for preceding 3 years <table><tr><th>FY</th><th>INR in millions</th></tr><tr><td>2022-23</td><td>6,754.55</td></tr><tr><td>2023-24</td><td>6,295.70</td></tr><tr><td>2024-25</td><td>5,893.30</td></tr></table>			FY	INR in millions	2022-23	6,754.55	2023-24	6,295.70	2024-25	5,893.30
FY	INR in millions												
2022-23	6,754.55												
2023-24	6,295.70												
2024-25	5,893.30												
The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any	NA		RIL is proposed to give Corporate Guarantee (CG) to the bankers/lenders of SBEL. Since SBEL is proposing to secure the debt by discounting the annuities receivable from NHAI the probability of the CG being invoked is very remote. Hence no provision is required to be made in the books of accounts of RIL										

provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.		
Default on borrowings, <i>if any</i> , over the last three financial years, by the related party from the listed entity or any other person.	NA	SBEL which is a subsidiary of RIL was declared an NPA by the lenders in 2018. Further the company has entered into negotiated settlement on 30.03.2023 with the Asset Reconstruction Companies (ARCs) which have subsequently acquired debt from the lenders.
Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting	NA	SBEL which is a subsidiary of RIL was declared an NPA by the lenders in 2018. Further the company has entered into negotiated settlement on 30.03.2023 with the ARCs which have subsequently acquired debt from the lenders. As on this date SBEL is not NPA.
Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting	NA	SBEL which is a subsidiary of RIL was declared an NPA by the lenders in 2018. Further the company has entered into negotiated settlement on 30.03.2023 with the ARCs which have subsequently acquired debt from the lenders.
Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	NA	NIL
Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	NA	NA

It is hereby informed that the members of the company at their Annual General Meeting held on 25.09.2025 accorded approval for the proposed material related party transactions for the period 01.04.2025 till 30.09.2026. However, as the financial year progressed and due to

developments in the company and as per financial requirements of the company, now an enhanced limit for material related party approval is being sought from the members for the period from 01.04.2025 till 30.09.2026, which includes the undermentioned proposed new transactions over and above the transaction which were approved by the members at the Annual General Meeting held on 25.09.2025.

- Approval of the material related party transaction with respect to extending Inter Corporate Deposit (ICD) to Numen Growth Partners Private Limited to the extent of INR 1,500 million at an interest rate of 14% per annum and tenure of 24 months from the respective draw down.
- Approval of the material related party transaction with respect to providing of corporate guarantee to the extent of INR 8,000 million by Ramky Infrastructure Limited (RIL) to the Bankers/Lenders of Srinagar Banihal Expressway Limited for the proposed loan.
- Enhanced Inter Corporate Deposits between Ramky Infrastructure Limited (RIL) and Srinagar Banihal Expressway Limited (SBEL) as under

(INR in Millions)

ICD Giver	ICD Taker	Approval given by members in AGM on 25.09.2025	Enhanced Approval now being sought
Ramky Infrastructure Limited	Srinagar Banihal Expressway Limited	1,500	6,000
Srinagar Banihal Expressway Limited	Ramky Infrastructure Limited	9,500	16,500

Except to the extent of their shareholding of promoters and or directors in the Company, none of the Directors or Key Managerial Personnel of the Company and/or their relative(s) are in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1 & 2.

Promoter Group are requested to refrain from voting on Agenda Item No. 1.

The Board of Directors recommends the Ordinary Resolutions set out at Item No. 1 & 2 of the Notice for approval by the Members.

By Order of the Board of Directors
For RAMKY INFRASTRUCTURE LIMITED

Sd/-

Y.R. Nagaraja
Managing Director
DIN: 00009810

Place: Hyderabad
Date: 11.10.2025