

NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the members of Ramky Infrastructure Limited is scheduled to be held on Thursday, the 26th Day of September, 2024 at 11:00 AM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

The proceedings of the 30th Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company situated at 15th Floor, Ramky Grandiose, Survey No. 136/2 & 4, Gachibowli, Hyderabad - 500032, Telangana, India which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended 31-Mar-2024 and the Report of the Board of Directors and the Report of the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31-Mar-2024 and the Report of the Auditors thereon.
- To appoint a Director in place of Dr. Anantapur Guggilla Ravindranath Reddy (DIN: 01729114), who retires by rotation under the provisions of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. TO RATIFY REMUNERATION OF THE COST AUDITOR

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and its related and applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. S.R. and Associates, Cost Accountants (Firm Reg. No: 000540) who were appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2024-25, amounting to ₹ 1,50,000/- (Rupees One lakh fifty thousand only) plus all applicable taxes and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby confirmed and approved and ratified.”

“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 / SEBI and other statutory authorities 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 resolution on behalf of the Company.”

4. TO DELIBERATE AND APPROVE THE REMUNERATION PAYABLE TO MR. Y.R. NAGARAJA, (DIN: 00009810) MANAGING DIRECTOR OF THE COMPANY

To deliberate and if found fit to pass with or without modification the undermentioned resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 197,198 and other applicable provisions of The Companies Act 2013 and rules made thereunder (Subject to statutory enactments, modification thereto) and in compliance of the SEBI Regulations wherever applicable and in compliance of the approval accorded by the members authorizing the Nomination and Remuneration committee to approve the transaction and in furtherance to the approval accorded by the Board of Directors, upon the recommendation of the Nomination and Remuneration committee, the consent of the members be and is hereby accorded to approve the payment of remuneration to Mr. Yancharla Rathnakara Nagaraja, (DIN: 00009810) Managing Director of the Company to the extent of INR 1.33 Crores (approx.) per annum w.e.f. 01-Apr-2024 subject to increment as per HR Policy and such remuneration shall be within the limit specified under the provisions of the Companies Act 2013 and rules made thereunder and SEBI Regulations.”

“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 / SEBI and other statutory authorities 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 resolution on behalf of the Company.”

5. TO DELIBERATE AND IF FOUND FIT APPOINT MR. ISAAC WESLEY VIJAYA KUMAR (DIN: 02326839) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

To deliberate and if found fit to pass with or without modification the undermentioned resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the section 149, 152 and other applicable provisions of the Companies Act 2013 and rules made

thereunder (Subject to statutory enactments, re-enactment and modifications thereto) and in compliance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to appoint Mr. Isaac Wesley Vijaya Kumar (DIN: 02326839) as Non-executive Non-Independent Director of the Company w.e.f. 13-Aug-2024."

"RESOLVED FURTHER THAT Mr. Isaac Wesley Vijaya Kumar shall have such rights and responsibilities and whose office shall be liable to retire by rotation, as provided under the Companies Act 2013 and rules made thereunder and in compliance of the SEBI Regulations."

"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 / SEBI and other statutory authorities 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 resolution on behalf of the Company."

6. **TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH RAMKY ESTATES AND FARMS LIMITED:**

To deliberate and if found fit to pass with or without modification the undermentioned resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180, 186, 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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as recommended by the Audit Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded by way of Special Resolution to authorise the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Ramky Estates and Farms Limited being a Related Party of the Company for the period starting from 01-Apr-2024 till 30-Sep-2025."

"The related party transactions to be executed during the period commencing from 01-Apr-2024 till 30-Sep-2025 along with salient features and conditions are enunciated in the explanatory statements hereto."

"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 / SEBI and other statutory authorities 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 resolution on behalf of the Company."

7. **TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH RE SUSTAINABILITY LIMITED:**

To deliberate and if found fit to pass with or without modification the undermentioned resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180, 186, 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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as recommended by the Audit Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded by way of Special Resolution to authorise the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Re Sustainability Limited (RESL), a Related Party of the Company for the period starting from 01-Apr-2024 till 30-Sep-2025."

"The related party transactions to be executed during the period commencing from 01-Apr-2024 till 30-Sep-2025 along with salient features and conditions are enunciated in the explanatory statements hereto."

"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 / SEBI and other statutory authorities 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 resolution on behalf of the Company."

8. **TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH VISAKHA PHARMACY LIMITED:**

To deliberate and if found fit to pass with or without modification the undermentioned resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180, 186, 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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as recommended by the Audit Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded by way of Special Resolution to authorise the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Visakha Pharmacity Limited (VPCL), a Related Party of the Company for the period starting from 01-Apr-2024 till 30-Sep-2025.”

“The related party transactions to be executed during the period commencing from 01-Apr- 2024 till 30-Sep-2025 along with salient features and conditions are enunciated in the explanatory statements hereto.”

“**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 / SEBI and other statutory authorities 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 resolution on behalf of the Company.”

9. **TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH HYDERABAD STPS’ LIMITED:**

To deliberate and if found fit to pass with or without modification the undermentioned resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180, 186, 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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as recommended by the Audit Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded by way of Special Resolution to authorise the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Hyderabad STPS’ Limited, a Related Party of the entity for the period starting from 01-Apr-2024 till 30-Sep-2025.”

“The related party transactions to be executed during the period commencing from 01-Apr- 2024 till 30-Sep-2025 along

with salient features and conditions are enunciated in the explanatory statements hereto.”

“**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 / SEBI and other statutory authorities 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 resolution on behalf of the Company.”

By Order of the Board
For **RAMKY INFRASTRUCTURE LIMITED**

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

Place: Hyderabad
Date: 13.08.2024

Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2023 dated 25-Sep-2023, read together with General Circular No. 10/2022 dated 28 December 2022 read with General Circular No. 2/2022 dated 5-May-2022 read with General Circular No. 02/2021 dated 13-Jan-2021 read with General Circular No. 20/2020 dated 5-May-2020, General Circular No. 14/2020 dated 8-Apr-2020 and General Circular No. 17/2020 dated 13-Apr-2020 (collectively referred to as 'MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. The Securities and Exchange Board of India ('SEBI') also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 DATED 07-Oct-2023 read with Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5-Jan-2023 ('SEBI Circular') has provided certain relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'). Accordingly, in compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI Listing Regulations and the MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue of the AGM shall be the registered office of the Company.
2. Pursuant to the above referred circulars 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 and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. E-AGM: The Company has appointed M/s. KFin Technologies Limited, Registrars and Transfer Agents, to provide VC/OAVM facility for the Annual General Meeting and the attendant enablers for conducting of the AGM.
4. 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 Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction of first come first served basis.
5. The attendance of 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.
6. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and aforementioned Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. 20-Sep-2024 only shall be entitled to avail the facility of remote e-voting / e-voting at the AGM. For this purpose, the Company has entered into an agreement with KFin Technologies Limited 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 venue voting on the date of the AGM will be provided by KFin Technologies Limited.
7. In line with Ministry of Corporate Affairs circular No. 17/2020 dated 13-Apr-2020, the Notice of the 30th AGM and the Annual Report for 2023-24 will be available on the Company's website www.ramkyinfrastructure.com for download. The notice can also be accessed from 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 the AGM Notice is also available on the website of KFin Technologies Limited ("KFinTech"/"RTA") at www.kfintech.com.
8. Shareholders who would like to express their views/ask questions during the meeting should register themselves as a **speaker** by sending a request mentioning their name, demat account number/folio number, email id, mobile number at investors@ramky.com from 09:00 A.M. of 23-Sep-2024 till 05:00 P.M. of 24-Sep-2024.
9. Shareholders who have **queries** may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@ramky.com latest by 5:00 P.M. of Tuesday, 24-Sep-2024.
10. Those shareholders who have registered themselves as a speaker and confirmed by Company will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
11. An Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of items 3, 4, 5, 6, 7, 8 and 9 of the Notice is annexed hereto.
12. Corporate Members intending to authorize their representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company and to the Scrutinizer, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
13. Members desirous of seeking any information on the accounts or operations of the company are requested to write to the Company at investors@ramky.com from 09:00 A.M. of 23-Sep-2024 till 05:00 P.M. of 24-Sep-2024 so that the required information can be made available at the Meeting.
14. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in

prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

15. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar & Share Transfer Agent, KFin Technologies Limited. Members holding shares in electronic form must send the advice about the change of address to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.
16. Members holding shares under multiple folios are requested to consolidate their holdings, if the shares are held in the same name or in the same order of names.
17. The equity shares of the Company have been notified for compulsory trading in demat form. The Company has signed a tripartite agreement with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and KFin Technologies Limited to facilitate dematerialisation of shares. Members are requested to avail of this facility and have their shareholding converted into dematerialised form.
18. Considering the sustainability initiatives of the company and the save tree and preserve environment, all Documents referred to in the accompanying notice and the Explanatory Statement will be sent to the respective shareholder upon receiving the request at the e-mail id investors@ramky.com of the Company for inspection of the members of the Company.
19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by giving a prior notice to the Company. Members can inspect the same by sending an email to investors@ramky.com.
20. Any Director himself or any member intending to propose any person as a Director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of ₹ 1,00,000 (Rupees One Lakh).
21. The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to inward.ris@kfintech.com. Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company till the date of AGM.
22. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by

e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants. Members who hold shares in physical form are requested to fill and send the required details to the Registrar and Share Transfer Agent, KFin Technologies Limited at Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Telangana.

23. In terms of Sections 124 of the Companies Act, 2013 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.
24. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
25. Members holding shares in the company and who have not registered their mail id with the company or the depository and wish to avail e voting may write to the registrar or the company quoting their client id/folio no and DP id so as to send the password for e voting.
26. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on 8-Jun-2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
27. **Voting through electronic means:**

In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, shareholders are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by KFin Technologies Limited, in respect of all resolutions set forth in this Notice.

Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the Remote e-voting process and e-AGM process in a fair and transparent manner.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., Friday, 20-Sep-2024 only shall be entitled to avail the facility of remote e-voting.

The remote e-voting period commences on Monday, 23-Sep-2024 at 9.00 A.M. and ends on Wednesday 25-Sep-2024 at 5.00 P.M. The remote e-voting module shall be disabled for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

Members, who are present in meeting through video conferencing facility and have not casted their vote on resolution through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9-Dec-2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Limited, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9-Dec-2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on Monday, 23-Sep-2024 at 09:00 AM. and ends on Wednesday, 25-Sep-2024 at 05:00 P.M.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 20-Sep-2024.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. However, if he / she is already registered with KFin Technologies Limited for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. **The details of the process and manner for remote e-Voting and e-AGM are explained herein below:**

Procedure for Login for E-voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode.

In terms of SEBI circular dated 09-Dec-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 to access e-Voting facility.

<p><u>Login method for Individual shareholders holding securities in Demat mode is given below:</u> Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsdl.com 2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. 3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select “Register Online for IDeAS “Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields <p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. 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 (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.
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	<ol style="list-style-type: none"> Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)	<ol style="list-style-type: none"> 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 cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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. 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. 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 Shareholders (holding securities in Demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once login, you will be able to see e-Voting option. Once you 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 Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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](http://www.cdslindia.com).

[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.co.in or call at 022 – 48867000
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 22 55 33

I) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the correct details, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. 8325.

- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
 - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at csnvss@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'
 - xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).
- A. Voting at e-AGM**
- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
 - ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
 - iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
 - iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the e-AGM

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.

- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from 23-Sep-2024 (09:00 a.m.) up to 24-Sep-2024 (05:00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

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 16-Mar-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/default.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

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.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.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ANNEXURE TO THE NOTICE

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 3, 4, 5, 6, 7, 8 and 9 of the accompanying notice dated 13-Aug-2024

Item No 3:

M/s S.R. and Associates have been the Cost Auditors of the entity during the last few years. They have been providing requisite inputs in evaluating the performance of the entity from the costing perspective and have been giving the requisite recommendations to the Board and the management of the entity. Based on this, the Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of M/s. S.R. and Associates, Practicing Cost Accountants to conduct the audit of the cost records of the Company for the financial year ended 31-Mar-2025 at a remuneration of ₹ 1,50,000/- (Rupees One lakh fifty thousand only) plus all applicable taxes and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 3 of the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel (KMP) of the Company and their respective relatives are in any way concerned or interested financially or otherwise, in the said Resolution.

Item No 4:

The members are hereby notified that the Board is proposing payment of remuneration to Mr. Y.R. Nagaraja, Managing Director of the Company w.e.f. 01-Apr-2024.

Mr. Y.R. Nagaraja was re-appointed as Managing Director for a period of 5 years w.e.f. 01-Apr-2022, by the members at their AGM held in calendar year 2021.

At the time of the re-appointment, the power to decide the remuneration payable to Mr. Y. R. Nagaraja, Managing Director was given to Nomination and Remuneration Committee, subject to the limits specified in Section 197, 198 read with schedule V of the Companies Act, 2013.

Further, the maximum remuneration that can be paid to Mr. Y.R. Nagaraja as per the provisions of the Companies Act 2013 and SEBI Regulations is INR 12.94 Crores. Now the management is proposing a remuneration of INR 1.33 Crores (approx.) (inclusive of perquisites) to Mr. Y.R. Nagaraja, subject to annual increments as per HR Policy of the company.

Till 31-Mar-2024, Mr. Y R Nagaraja, Managing Director has not been in receipt of any remuneration owing to the financial difficulties of the company.

However, since now the company is earning decent profits and keeping in view the contributions made by the Managing Director, the management is proposing remuneration of INR 1.33 Crores (approx.) per annum (inclusive of perquisites). Such remuneration shall be subject to average yearly increment provided by the HR department.

Further with the authority accorded by the members at their AGM held in Calendar year 2021, the Nomination and Remuneration Committee and the Board of Directors have approved the payment of remuneration to Mr. Y.R. Nagaraja, w.e.f 01-Apr-2024.

Now the Board is coming forth the members for their approval for the payment of remuneration to Mr. Y.R. Nagaraja as specified above w.e.f. 01-Apr-2024.

The Board of Directors recommends the **Special Resolution** set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or the KMP of the company and their respective relatives, except Mr. Y.R. Nagaraja are in any way concerned or interested financially or otherwise, in the aforementioned resolution.

Since Mr. Y R Nagaraja is a member of Promoter Group the promoter and members of the promoter group are requested to abstain from voting.

Item 5:

Mr. I.W. Vijay Kumar (DIN: 02326839) is a Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and is also a Company Secretary from the Institute of Company Secretaries of India (ICSI) and is currently trained for Certified Public Accountant (CPA), New York, USA. He is also an Oracle Financial Consultant and has vast knowledge in US GAAP, UK GAAP, Indian GAAP and IFRS. Mr. I W Vijaya Kumar has 30+ years of multinational experience in the areas of finance and strategic planning, business valuations, corporate accounting and Taxation, Internal and External Audit, Legal , Secretarial, general administration and management experience with expertise in project finance, accounting systems development, fiscal management, financial reporting, developing and implementing financial and operational controls.

Mr. I.W. Vijaya Kumar has worked as Chief Financial Officer of Ramky Infrastructure Limited (RIL) for a period of 6 years from F.Y. 2013-14 till F.Y. 2018-2019. Before joining RIL, Mr. I.W. Vijaya Kumar, has also worked as CFO of Re Sustainability Limited (ReSL).

Keeping his academic qualifications and vast work experience in the infrastructure sector the Board based upon the recommendations of the Nomination and Remuneration Committee has appointed him as an Additional Director in Non-executive Non-Independent Category. Since, he is appointed as additional director and his office is due to come to an end in the AGM to be held in the calendar year 2024, the Board upon the recommendations of the Nomination and Remuneration Committee has recommended his appointment as Non-executive Non Independent director to the members by way of **Special Resolution**.

The Board of Directors recommends the **Special Resolution** set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors or the KMP of the Company and their respective relatives except Mr. I.W. Vijaya Kumar are in any way interested or concerned in the aforementioned resolution.

Item No 6, 7, 8 and 9:

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 a **Special Resolution**.

We further disclose that as per 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. 2023-24, the consolidated turnover stands at INR 21,605.21 million, any proposed related party transaction the value of which is exceeding INR 2,160.52 Million is being treated as material in nature and is being put forth by the Board of RIL for the approval of shareholders.

We would like to put forth that RIL is mainly involved in Civil Construction works and developer works. In Civil works RIL is awarded the contract on Engineering Procurement and Construction (EPC) Basis which may or may not be accommodative to time/cost overrun.

In developer line of work, usually the work is awarded by way of concessionaire to a Special Purpose Vehicle (SPV) which is incorporated as a subsidiary of RIL, the work is in turn executed by RIL, which develops the asset at SPV Level.

If we look at the revenue generated by your company in F.Y. 2023-24, the majority of the revenue generated is from the following companies inclusive of their subsidiaries

1. Visakha Pharmacy Limited – INR 4,028 million (approx.)
2. Hyderabad STPS' Limited – INR 2,640 million (approx.)
3. Ramky Estates and Farms Limited – INR 5,904 million (approx.)
4. Re Sustainability Limited – INR 2,171 million (approx.)

We would like to bring to the notice of the shareholders that since the Annual General meeting of the members is to be held by the month of September of every calander year and a period of 6 months elapses since the conclusion of the Financial year, the management is proposing to take prior approval of the shareholders from the date of commencement of the Financial Year till the AGM proposed to be held in the succeeding Calendar Year for the proposed material Related Party Transactions durinbg that period.

Keeping these brief break up of the revenues into considerations and the revenue generation model of the entity, your entity has made assessment and is coming up for the approval of the undermentioned proposed material related party transaction limits for the period from 01.04.2024 till 30.09.2025.

S. No.	Name of the related party	Relation	Transaction summary	Amount in INR in Millions
1.	Visakha Pharmacy Limited along with its subsidiaries and associate entities	Subsidiary	Revenue and Other Capital Inflows	20,000
2.	Hyderabad STPS' Limited	Wholly Owned Subsidiary	Revenue	20,000
3.	Hyderabad STPS' Limited	Wholly Owned Subsidiary	ICD	4,000
4.	Ramky Estates and Farms Limited along with its subsidiaries and associate entities	Entity in which the Promoter group has significant influence	Revenue	30,000
5.	Re Sustainability Limited along with its Subsidiaries and associate entities.	Entity in which the Promoter group has significant influence	Revenue	20,000

We would like to bring to the attention of the members that since the related parties of Ramky Infrastructure Limited operate in infrastructure and sustainability space, the Special Purpose Vehicle (SPV) that needs to be incorporated as part of the project execution by the related party cannot be ascertained at this point of time. Therefore, the approval is being solicited for Visakha Pharmacy Limited, Ramky Estates and Farms Limited and Re Sustainability Limited and its respective subsidiaries/associate entities (present/future).

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. 6, 7, 8 and 9.

Since, promoters and members of the promoter group have Significant Influence in the parties mentioned in the Agenda Item no. 6 and 7, the promoter and the members of the promoter group henceforth are requested to abstain from voting for Agenda Item No. 6 and 7.

The Board of Directors recommends the **Special Resolution** set out at Item No. 6, 7, 8 and 9 of the Notice for approval by the Members.

By Order of the Board
For **RAMKY INFRASTRUCTURE LIMITED**

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

Place: Hyderabad
Date: 13.08.2024

Annexure A

Details of the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Dr. A.G. Ravindranath Reddy	Mr. Isaac Wesley Vijaya Kumar
Date of Birth	18-Jun-1957	04-Mar-1959
Date of Appointment	29-May-2012	13-Aug-2024
Expertise in specific functional areas	Practiced as an Advocate for 2 years in Criminal Courts and Worked in Senior Management Levels in various Companies for 6 years. Associated as Practicing Company Secretary in advising various companies for over 15 years. Corporate Consultant on various Economic Laws. Handled many public issues as Advisor under SEBI guidelines, coordinated entire Merger & Amalgamation proceedings for more than 15 corporate.	Mr. I W Vijaya Kumar has 30+ years of multinational experience in the areas of finance and strategic planning, business valuations, corporate accounting and Taxation, Internal and External Audit, Legal , Secretarial, general administration and management experience with expertise in project finance, accounting systems development, fiscal management, financial reporting, developing and implementing financial and operational controls.
Qualification	Fellow Company Secretary from the Institute of Company Secretaries of India, and is a Post-Graduate in Commerce from Sri Venkateswara University and a Graduate in Law from Sri Krishnadevaraya University	Mr. I W Vijaya Kumar is a Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and is also a Company Secretary from the Institute of Company Secretaries of India (ICSI) and is currently trained for Certified Public Accountant (CPA), New York, USA. He is also an Oracle Financial Consultant and has vast knowledge in US GAAP, UK GAAP, Indian GAAP and IFRS.
List of other companies in which directorship is held as on March 31, 2024*	Rockwell Industries Limited	Ramky Estates and Farms Limited
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2024*	0/3	0
Equity Shares held in the Company as on 31.03.2024	Nil	Nil
Relationship between Directors inter-se	Nil	Nil

*Directorships and Committee memberships in Ramky Infrastructure Ltd are not included in the aforesaid disclosure. Also directorships in Private Limited Companies (including deemed public company), Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees, Nomination & Remuneration Committee and Stake holders' Relationship Committees 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: 13.08.2024