

NOTICE OF 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the members of Ramky Infrastructure Limited is scheduled to be held on Thursday, the 25th Day of September, 2025 at 03:00 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

The proceedings of the 31st 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:

Item No. 1:

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended 31-Mar-2025, Reports 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-2025 and the Report of the Auditors thereon.

Item No. 2:

To appoint a Director in place of Mr. Isaac Wesley Vijayakumar (DIN: 02326839), who retires by rotation under the provisions of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: RATIFICATION OF REMUNERATION OF THE COST AUDITOR

To consider 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 2025-26, amounting to Rs. 2,00,000/- (Rupees Two lakhs only) plus all applicable taxes and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby confirmed, ratified and approved."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, things

and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 4: TO DELIBERATE AND IF FOUND FIT APPROVE THE APPOINTMENT OF MR. N.V.S.S. SURYANARAYANA RAO AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS COMMENCING FROM 01.04.2025

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder, and based on the recommendation of the Audit Committee and approval of the Board of Directors, the members of the Company hereby approve the appointment of Mr. N.V.S.S. Suryanarayana Rao, Practising Company Secretary (Peer Review No. 1506/2021) as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years commencing from the Financial Year 2025-26 to the Financial Year 2029-30 to conduct the secretarial audit of the Company for the said period, on such remuneration as may be determined by the Board of Directors in consultation with the said auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

Item No. 5: TO DELIBERATE AND IF FOUND FIT APPROVE THE PAYMENT OF REMUNERATION TO MR. YANCHARLA NAGARAJA RATHAN BEING A RELATED PARTY

To consider and if found fit, pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act 2013 and rules made thereunder (subject to statutory enactments, re-enactments and amendments thereto) and in compliance of the SEBI (LODR) Regulations 2015 thereto and in accordance with the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company the consent of the members of the Company be and is hereby accorded by way of special resolution to approve the payment of remuneration in excess to the limit specified under section 188 of the Companies Act 2013 and rules made thereunder to Mr. Yancharla Nagaraja Rathan, a Related Party to the Company the remuneration as determined and approved by the Board of Directors, subject to annual increment as approved by the Nomination and Remuneration committee in accordance with HR Policy of the Company."

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and is hereby severally authorized to do all such acts and deeds and file all such forms and returns and make such undertakings as would be required to give effect to this resolution.”

Item No. 6: TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH RAMKY ESTATES AND FARMS LIMITED ALONG WITH ITS SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

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 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 the Company’s Policy on Related Party Transactions, and based on approval of the Audit Committee and as recommended to the Board of Directors, consent of the members be and is hereby accorded by way of Ordinary Resolution to 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 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. 7: TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH RE SUSTAINABILITY LIMITED ALONG WITH ITS SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

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 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 the Company’s Policy on Related Party Transactions and based on approval of the Audit Committee and as recommended to the Board of Directors, consent of the members be and is hereby accorded by way of Ordinary Resolution to the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Re Sustainability Limited 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. 8: TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH VISAKHA PHARMACY LIMITED ALONG WITH ITS SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

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 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 the Company’s Policy on Related Party Transactions, and based on approval of the Audit Committee and as recommended to the Board of Directors, consent of the members be and is hereby accorded by way of Ordinary Resolution to the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Visakha Pharmacy Limited 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. 9: TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH HYDERABAD STPS’ 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 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 the Company’s Policy on Related Party Transactions, and based on approval of the Audit Committee and as recommended to the Board of Directors, consent of the members be and is hereby accorded by way of Ordinary Resolution to the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Hyderabad STPS’ Limited 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. 10: TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH SRINAGAR BANIHAL EXPRESSWAY 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 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 the Company’s Policy on Related Party Transactions, and based on approval of the Audit Committee and as recommended to the Board of Directors, consent of the members be and is hereby accorded by way of Ordinary Resolution to the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Srinagar Banihal Expressway Limited 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. 11: TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH MALLANNASAGAR WATER SUPPLY LIMITED (COMPANY UNDER INCORPORATION)

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 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 the Company’s Policy on Related Party Transactions, and based on approval of the Audit Committee and as recommended to the Board of Directors, consent of the members be and is hereby accorded by way of Ordinary Resolution to the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Mallannasagar Water Supply Limited (a Company under incorporation) 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. 12: TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH RAMKY SUSTAINABILITY SOLUTIONS 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 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 the Company's Policy on Related Party Transactions, and based on approval of the Audit Committee and as recommended to the Board of Directors, consent of the members be and is hereby accorded by way of Ordinary Resolution to the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Ramky Sustainability Solutions Private Limited 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. 13: TO DELIBERATE AND IF FOUND FIT APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH NUMEN GROWTH PARTNERS PRIVATE LIMITED (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 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 the Company's Policy on Related Party Transactions, and based on approval of the Audit Committee and as recommended to the Board of Directors, consent of the members be and is hereby accorded by way of Ordinary Resolution to the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed or to be executed with Numen Growth Partners Private Limited 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
For **RAMKY INFRASTRUCTURE LIMITED**

Sd/-
Y R NAGARAJA
MANAGING DIRECTOR
DIN: 00009810

Place: Hyderabad
Date: 08.08.2025

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., 19-Sep-2025 (Friday) 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 31st AGM and the Annual Report for 2024-25 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 to investors@ramky.com latest from 09:00 A.M. (IST) of 22-Sep-2025 till 05:00 P.M. (IST) of 23-Sep-2025.
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. (IST) of Tuesday, 23-Sep-2025.
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, 9, 10, 11, 12 and 13 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. (IST) of 22-Sep-2025 till 05:00 P.M. (IST) of 23-Sep-2025, 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 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.
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 einward.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, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the Remote e-voting process and venue voting 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, 19-Sep-2025 only shall be entitled to avail the facility of remote e-voting.
The remote e-voting period commences on Monday, 22-Sep-2025 at 9.00 A.M. (IST) and ends on Wednesday 24-Sep-2025 at 5.00 P.M. (IST) 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, 22-Sep-2025 at 09:00 AM. (IST) and ends on Wednesday, 24-Sep-2025 at 05:00 P.M. (IST)
- 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. 19-Sep-2025.
- 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@kfinotech.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 December 09, 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.

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

Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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: 3. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. 4. 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. 5. 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. 6. Click on company name i.e. “RAMKY INFRASTRUCTURE LIMITED” or ESP i.e. KFin. 7. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. 8. Those not registered under IDeAS: 9. Visit https://eservices.nsdl.com for registering.
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	<p>10. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>11. Visit the e-voting website of NSDL https://www.evoting.nsdl.com.</p> <p>12. 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.</p> <p>13. 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.</p> <p>14. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>15. Click on company name RAMKY INFRASTRUCTURE LIMITED or ESP name KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>16. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)	<p>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.</p> <p>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.</p> <p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 Company 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.

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.**
- i. Initial password is provided in the body of the e-mail.
 - ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - iii. 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.
 - iv. After entering the correct details, click on LOGIN.
 - v. 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.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e. RAMKY INFRASTRUCTURE LIMITED.
 - 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' 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 "Ramky Infrastructure Limited_9152."
 - 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 22.09.2025 (09:00 A.M.) (IST) up to 23.09.2025 (05:00 P.M.) (IST). 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 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

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/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.

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, 9, 10, 11, 12 and 13 of the accompanying notice dated 08-Aug-2025.

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, Practising Cost Accountants to conduct the audit of the cost records of the Company for the financial year ended 31-Mar-2026 at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) plus all applicable taxes and re-imbursement 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 of the Company and their respective relatives, is in any way concerned or interested financially or otherwise, in the said Resolution.

Item No. 4:

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), amended vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and Board at their respective meetings held on 08.08.2025, after due evaluation of the profile, experience, professional standing, audit team efficiency and independence, have recommended the appointment of Mr. N.V.S.S. Suryanarayana Rao, Practising Company Secretary (Peer Review No. 1506/2021) as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from financial year April 1, 2025 till March 31, 2030, to conduct the secretarial audit of the Company.

The Board is of the opinion that their appointment would provide value-added insights into corporate governance practices of the Company. The Board accordingly recommends the resolution set out in the accompanying Notice for approval of the members. Mr. N.V.S.S. Suryanarayana Rao had consented to his appointment as the Secretarial Auditors of the Company and have confirmed

that he fulfills the criteria as specified in Regulation 24A (1A) of the SEBI (LODR) Regulations 2015 and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India. Mr. N.V.S.S. Suryanarayana Rao, PCS is a reputed Company Secretary based in Hyderabad, with vast experience in the field of Corporate Laws, FEMA, and regulatory compliances. He has built a distinguished reputation for delivering high quality, solution-driven advisory and compliance services to leading corporates. His core strength lies in the comprehensive understanding of Indian corporate governance mechanisms, regulatory frameworks under the Act, Foreign Exchange Management Act (FEMA), SEBI Regulations, and allied corporate legislations. The remuneration proposed to Mr. N.V.S.S. Suryanarayana Rao, for the Secretarial Audit for the financial year 2025-26 is INR 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement out of pocket expenses. The proposed fee is exclusive of costs for other permitted services which could be availed by the Company. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of the Audit Committee.

Mr. N.V.S.S. Suryanarayana Rao has given its consent to act as the Secretarial Auditors, confirmed that he holds a valid peer review certificate issued by ICSI and not disqualified from being appointed as Secretarial Auditors.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditor.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in the above resolution. The Board recommends the **Ordinary Resolution** as set out in **Item No. 4** of the Notice for the approval of the members of the Company.

Item No. 5:

Mr. Yancharla Nagaraja Rathan is working as Deputy General Manager - Project at Ramky Infrastructure Limited. He is son of Mr. Y R Nagaraja, Managing Director of the Company.

Since his remuneration is proposed to exceed the limits specified under section 188 of the Companies Act 2013 along with Rules made thereunder and in compliance of the SEBI Regulations the Board of Directors is coming forth the members for the approval.

It is proposed to pay remuneration in excess to the remuneration specified under section 188 of the Companies Act 2013 to Mr. Y.N. Rathan. The remuneration and annual increment shall be subject to the approval of the Nomination and Remuneration committee and the Board of Directors of the Company.

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

Since Mr. Y N Rathan is son to Mr. Y R Nagaraja, who is Managing Director and Promoter of the Company, except to the members of the promoter group no other Directors or KMP are interested in this transaction. Promoter Group members are requested to refrain from voting.

Item No. 6 to 13:

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 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 Million (For convenience INR 2,000 million is being considered for this threshold) 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.

As per the estimates the undermentioned are the expected Related Party transactions that are expected to exceed with INR 2,000 million threshold (inclusive of all the transactions with a party throughout the year 2025-26).

As per SEBI circular on minimum information to be placed before the shareholders:

(INR in Million)

Name of the company	Srinagar Banihal Expressway Limited	Visakha Pharmacy Limited along with its subsidiaries and associates and JV	Hyderabad STPS' Limited	Mallannasagar Water Supply Limited (Company under Incorporation)	Ramky Estates and Farms Limited along with its subsidiaries, associates and Joint Ventures	Re Sustainability Limited along with its subsidiaries, associates and Joint Ventures	Ramky Sustainability Solutions Private Limited	Numen Growth Partners Private Limited (formerly Madhya Pradesh Waste Management Private Limited)
Nature of relationship	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Entity in which promoter has interest	Entity in which promoter has interest	Entity in which promoter has interest	Member of promoter group
Shareholding	99% (approx..)	51%	100%	74%	No direct /indirect holding.	No direct /indirect holding.	No direct / indirect holding.	Numen holds 2.41% in the equity share capital of RIL.
Country of Incorporation	India	India	India	India	India	India	India	India
Monetary value of the transactions proposed to be entered								
Proposed value of the RPT for FY 2025-26	53,000	19,000	5,700	12,000	22,150	7,333	6,667	2,100
Proposed value of the RPT from 01-04-2026 till 30-09-2026	51,000 (if claims not received by 31-03-2026)	9,500	2,800	6,000 (un achieved EPC and ICD placed if not placed by 31-03-2026)	11,075	3,667	3,333	1,983 (to the extent ICD not taken by RIL till 31.03.2026)
Whether the proposed transaction and the transaction already undertaken during the year make them material	Yes	Yes	Yes	Yes	Yes	Yes	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 consol turnover of RIL for FY ended 31.03.2025)	60% (claims not considered)	143	42.50	90	166	55	50	11.66
Value of the proposed transaction as a % of the standalone turnover of the subsidiary (PY turnover compared only with O&M and other operational revenue expected over 18 months period)	221.51	224	48	NA	NA	NA	NA	NA

Name of the company	Srinagar Banihal Expressway Limited	Visakha Pharmacy Limited along with its subsidiaries and associates and JV	Hyderabad STPS' Limited	Mallannasagar Water Supply Limited (Company under Incorporation)	Ramky Estates and Farms Limited along with its subsidiaries, associates and Joint Ventures	Re Sustainability Limited along with its subsidiaries, associates and Joint Ventures	Ramky Sustainability Solutions Private Limited	Numen Growth Partners Private Limited (formerly Madhya Pradesh Waste Management Private Limited)
Financial performance of the related party in the immediately preceding FY								
Turnover	451.43	4,012.59	2,078.69	NA	Not available as not a subsidiary	Not available as not a subsidiary	Not available as not a subsidiary	Not available as not a subsidiary
Profit after Tax	(402.42)	317.23	96.84	NA	Not available as not a subsidiary	Not available as not a subsidiary	Not available as not a subsidiary	Not available as not a subsidiary
Net worth	5,893.30	3,055.76	404.97	NA	Not available as not a subsidiary	Not available as not a subsidiary	Not available as not a subsidiary	Not available as not a subsidiary
Type or nature of proposed transaction, particulars of the contract								
Operation and Maintenance (O&M)	1,000	9,000	1,000	NA	-	1,000	-	583
Revenue from operation (EPC)	-	12,000	6,000	15,000	30,000	10,000	10,000	-
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	No	No	Yes	Yes	Yes	-
Basis of determination of Price	Since the SPV has been formed for execution of work by RIL there is no bidding process required.				Through bidding	Through Bidding	Through Bidding	
Trade advance	It would be decided based on the commercial terms and conditions of the work order	It would be decided based on the commercial terms and conditions of the work order	It would be decided based on the commercial terms and conditions of the work order	It would be decided based on the commercial terms and conditions of the work order	It would be decided based on the commercial terms and conditions of the work order	It would be decided based on the commercial terms and conditions of the work order	It would be decided based on the commercial terms and conditions of the work order	-
Inter corporate deposit (ICD) Given/ (taken or received back)	9,500 ICD repaid by SBEL	7,500 (this includes repayment of ICD and taking of new ICD by RIL)	1,500 given by RIL	3,000 ICD extended by RIL	225 repaid by REFL	-	-	1,750 ICD taken by RIL
	1,500 ICD given to SBEL				3,000 new ICD taken by RIL			
Source of funds	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.	As VPCL is under capex expansion and new subsidiaries are also formed under VPCL, RIL being the ultimate holding company is proposing to take ICD to repay some part to meet the expansion works.	RIL is expected to extend ICD to Hyderabad STPS' Limited for the execution of the project out of the operational funds or upon receipt of ICDs' extended.	RIL is expected to extend ICD to Mallannasagar Water Supply Limited for the execution of the project out of the operational funds or upon receipt of ICDs' extended.	The funds are proposed to be provided from their operational funds.	N.A.	N.A.	Operational and funds from other sources

Name of the company	Srinagar Banihal Expressway Limited	Visakha Pharmacy Limited along with its subsidiaries and associates and JV	Hyderabad STPS' Limited	Mallannasagar Water Supply Limited (Company under Incorporation)	Ramky Estates and Farms Limited along with its subsidiaries, associates and Joint Ventures	Re Sustain-ability Limited along with its subsidiaries, associates and Joint Ventures	Ramky Sustain-ability Solutions Private Limited	Numen Growth Partners Private Limited (formerly Madhya Pradesh Waste Management Private Limited)
where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, 1) nature of indebtedness 2) cost of funds; and 3) tenure	The proposed repayment of ICD from SBEL to RIL would be done if the Loan from financial institution are received.	If the company is in receipt of repayment of any ICD extended then it proposed the aforementioned ICD to be placed			RIL is proposed to receive the ICD amount from the operational cashflow of REFL	NA	NA	NIL
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Banking Borrowing rate for RIL is 14% approx. The tenure of The ICD which is given or taken by RIL is usually for a tenure of 24 months from the drawing date with interest rate of 8% per annum. The ICD are usually unsecured. However, the ICD placed by RIL with Subsidiaries is not from the Banking borrowings. Moreover, the ICD proposed to be extended by RIL to Mallannasagar Water Supply Limited (Company under Incorporation) would be at zero rate of interest as the same is sub debt and is being placed as a banking condition for the loan proposal.					NA	NA	The ICD is proposed to be borrowed by RIL at 8% interest rate and the ICD is repayable over a period of 3 years for the date of drawing.
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 would be used for the operational requirements of the company.					NA	NA	The ICD funds would be used for the operational requirements of the company
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	NA	NA	NA	NA	NA	NA
Default if any	NA	NA	NA	NA	NA	NA	NA	-
Claims with authorities	45,000	-	-	-	-	-	-	-
Tenure	The transactions until 30 th September 2026. For ICD it would be as per contractual terms.							
Justification for why the proposed transaction is in the interest of the Company	Since the SPV is formed by RIL for execution of Work as per the concession agreement it is in the interest of the company.	This is a subsidiary of RIL established for the purpose of construction of the infrastructure facilities to pharma companies operating in VPCL. Post construction of the infrastructure facilities like CETP, roads and sanitation and water supply facilities the operation and maintenance of the Pharmacy is done by RIL.	Since the SPV is formed by RIL for execution of Work as per the concession agreement it is in the interest of the company.	Since the SPV is formed by RIL for execution of Work as per the concession agreement it is in the interest of the company.	We would like to inform that Ramky Estates and Farms Limited (REFL) is in the space of Residential and Commercial Building Construction. RIL through competitive bidding process participates in the EPC tending of REFL and if found eligible would be awarded the contracts.	We would like to inform that ReSL is an entity in which the promoter is interest. ReSL is engaged in waste management. RIL based on the RFQ floated if viable participates through competitive bidding in the work and if found eligible RIL would be awarded the contract.	We would like to inform that Ramky Sustainability Private Limited is an entity in which the promoter has interest. Based on competitive bidding would be awarded to RIL is shortlisted.	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.
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.							

Name of the company	Srinagar Banihal Expressway Limited	Visakha Pharmacity Limited along with its subsidiaries and associates and JV	Hyderabad STPS' Limited	Mallannasagar Water Supply Limited (Company under Incorporation)	Ramky Estates and Farms Limited along with its subsidiaries, as- sociates and Joint Ventures	Re Sustain- ability Limited along with its subsidiaries, as- sociates and Joint Ventures	Ramky Sustain- ability Solu- tions Private Limited	Numen Growth Part- ners Private Limited (formerly Madhya Pradesh Waste Management Private Limited)
Transactions undertaken in previous Financial Year ended 31st March, 2024 and 31st March, 2025	Undermentioned are the gist of the value of the related party transactions entered on standalone basis for the FY 2023-24 and 2024-25. (INR in Million)							
	Name of the company			Transactions undertaken			FY 2023-24	FY 2024-25
	Srinagar Banihal Expressway Limited			Operations revenue, ICD and interest income			1,743.01	1,602.81
	Visakha Pharmacity Limited along with subsidiaries and associates and JV			Operations revenue, Contract expenses, ICD, Interest, Dividend			5,545.59	4,907.40
	Hyderabad STPS' Limited			Revenue from operations, ICD, Conversion of ICD to preference and debentures, Interest			1,123.60	1,337.86
	Ramky Estates and Farms Limited along with subsidiaries and associates and JV			Operational revenue, mobilization advance, ICD given, ICD taken, other expenses			8,171.77	7,312.16
	Re Sustainability Limited along with subsidiaries and associates and JV			Operational revenue, mobilization advance, ICD given, ICD taken, other expenses			1,041.25	2,488.45
	Numen Growth Partners Private Limited			Unsecured Borrowings, Interest, Rent and Maintenance, Other expenses			114.83	207.18
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 2024 for the period 01.04.2024 till 30.09.2025. Now the approval of the shareholders is being sought for their approval for the related party transactions from 01.04.2025 till 30.09.2026.							

The proposed RPT aforementioned are of general commercial transactions. Further since the company has very recently come out of restructuring, as it is expected to take time for the company to get a credit rating making the borrowing of money from banks and financial institutions viable, the company has to for some period depend on fund support from the promoter group entities and the subsidiary companies.

The shareholders of the Company at the previous AGM held on 26.09.2024, had approved a similar proposal for entering/continuing to enter into material related party transactions with these Related Parties, which is valid till this AGM.

The Company is seeking renewal of approval at this AGM to ensure continuity of business. This will enable RIL to procure, fulfil EPC contracts and benefit the group as a whole.

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 to 13**. Promoter Group are requested to refrain from voting.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 6 to 13 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 : 08.08.2025

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	Mr. Isaac Wesley Vijaya Kumar
Date of Birth	04-Mar-1959
Date of Appointment	13-Aug-2024
Expertise in specific functional areas	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	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, 2025	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, 2025	0
Equity Shares held in the Company as on March 31, 2025	Nil
Relationship between Directors inter-se	Nil

Directorships and Committee memberships in Ramky Infrastructure Limited are not included in the aforesaid disclosure. Directorships in Private Limited Companies (including deemed public company), Foreign Companies, Section 8 Companies and LLP and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees, Nomination & Remuneration Committee and Stakeholders' 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: 08.08.2025