NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of Ramky Infrastructure Limited is scheduled to be held on Saturday, 26th day of September, 2026 at 11.30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses.

The proceedings of the 32nd 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:

1. **Adoption of the Annual Audited Financial Statements and Reports thereon:**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026, together with the Reports of the Board of Directors and the Statutory Auditor thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026, together with the Report of the Statutory Auditor thereon.

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

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026, together with the Reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted."

   "RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026, together with the Report of the Statutory Auditor thereon, be and are hereby received, considered and adopted."

2. **Declaration of Dividend**

   To declare a dividend on equity shares for the financial year ended 31st March 2026, as recommended by the Board of Directors.

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

   "RESOLVED THAT as recommended by the Board of Directors, a dividend at the rate of ₹1.00 per equity share of face value of ₹10 each for the financial year ended 31st March 2026, be and is hereby declared and the said dividend be paid out of the profits of the Company to the eligible Members."

3. **Re-appointment of Dr. Anantapuram Guggela Ravindranath Reddy (DIN: 01729114) who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company**

   To appoint a Director in place of Dr. Anantapuram Guggela Ravindranath Reddy (DIN: 01729114) who retires as a Director by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

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

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), Dr. Anantapuram Guggela Ravindranath Reddy (DIN: 01729114), who retires as a Director by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **Ratification of Remuneration of Cost Auditor for the Financial Year 2026-27**

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

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and all other 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 2026-27, 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 the Board of 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."

5. **Re-appointment of Mr. Eshwar Reddy Purmandla (DIN: 01892327) as an Independent Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and such other rules, as may be applicable, Regulation 17 and other applicable regulations of SEBI (LODR) Regulations, 2015 as amended from time to time and pursuant to the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members of the Company be and are hereby accorded for the re-appointment of Mr. Eshwar Reddy Purmandla (DIN: 01892327) as an Independent Director for the second term of 5(five) consecutive years w.e.f. 09th November 2026 to 08th November 2031 (both days inclusive).

   RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013, on approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for continuation of the directorship of Mr. Eshwar Reddy Purmandla as a non-executive Independent Director of the company beyond the age of 75 years till the expiry of his current term on 08th November, 2031.

   "RESOLVED FURTHER THAT the Board of 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."

6. **Re-appointment of Mr. Yancharla Rathnakara Nagaraja, Managing Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V, and other applicable provisions if any, of the Companies Act, 2013 ("the Act"), read with Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 , ('Rules'), framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and Regulation 17 of the SEBI (LODR) Regulations, 2015, (including any statutory modification or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Yancharla Rathnakara Nagaraja (DIN: 00009810), as Managing Director of the Company to hold office for a period of 5 (five) consecutive years effective from April 01, 2027 to March 31, 2032 (both days inclusive) and whose office shall not be liable to retirement by rotation, on such terms and conditions including remuneration payable by the Company as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Yancharla Rathnakara Nagaraja, subject to the same not exceeding the overall ceiling of the total managerial remuneration as provided under section 197 and schedule v of the Companies act, 2013 or such other limits as may be prescribed."

   "RESOLVED FURTHER THAT the Board of 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."

7. **To consider and approve the Related Party Transactions for Issue of NCDs by Maha Integrated Life Sciences City Limited to Ardha Holding Private Limited.**

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

   "RESOLVED THAT pursuant to Regulations 2(1)(zc) and 23 of SEBI (LODR) Regulations, 2015 read with Section 185, 188 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Policy on Related Party Transactions, based on the recommendations of the Audit Committee and the Board, and subject to such other necessary registrations, consents, permissions, approvals and sanctions, as may be required from lenders and any other statutory / regulatory authorities under any applicable laws or regulations or guidelines, approval of the members of the Company be and is hereby accorded to enter into a related party transaction between Ardha Holding Private Limited, Promoter Group Company and

Maha Integrated Life Sciences City Limited, Wholly Owned Subsidiary of the Company in relation to the issue and subscription of such number of secured, unlisted, redeemable non-convertible debentures upto an Aggregate amount of Rs. 700 Crores in one or more tranches Maha Integrated Life Sciences City Limited to Ardha Holding Private Limited, on such terms and conditions, including coupon rate, tenure, redemption, security and other terms, as may be mutually agreed between the parties, as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the consent of the members be and are hereby accorded to the provision of a shortfall undertaking by Ramky Infrastructure Limited in favour of Ardha Holding Private Limited in connection with the aforesaid NCDs by way of pledge of 51% equity shares held by Ramky Infrastructure Limited in Maha Integrated Life Sciences City Limited to cover any shortfall in the repayment of principal, payment of interest or any other amounts payable in respect of the NCDs, on such terms and conditions as may be mutually agreed between the parties and as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all acts, deeds and things already undertaken by the Board in connection with the aforesaid matter be and are hereby approved and confirmed.

For and on behalf of the Board of
Ramky Infrastructure Limited

Sd/-

Yancharla Rathnakara Nagaraja
Managing Director
DIN: 00009810

Place: Hyderabad
Date: 10.08.2026

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025 (In continuation with the Circulars issued earlier in this regard) read with SEBI vide Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated 05.06.2025 (hereinafter collectively referred to as the "Circulars") inter-alia, allowed conducting AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facility. In compliance with aforesaid Circulars, provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 32nd AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this notice.

3. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

4. An Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of item No. 4, 5, 6 &7 of the Notice is annexed hereto.

5. Information as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) with respect to Director(s) seeking appointment/re-appointment at this AGM, are provided in the Annexure to the explanatory statement attached to this Notice.

6. 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.

7. 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.

8. 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.

9. 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 Friday, 18th September 2026 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.

10. In line with the MCA Circulars, the Notice of the 32nd AGM along with the Annual Report for 2025-26 will be available on the Company's website www.ramkyinfrastructure.com. 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. The AGM Notice is also available on the website of KFin Technologies Limited ("KFintech"/"RTA") at www.kfintech.com.

11. 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.

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 by an email at investors@ramky.com and to the Scrutinizer by an email at csnvss@gmail.com, 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 23rd September 2026 (09:00 A.M.) (IST) up to 24th September 2026 (05:00 P.M.) (IST), 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.

21.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 during the period starting from 23rd September 2026 (09:00 A.M.) (IST) up to 24th September 2026 (05:00 P.M.) (IST).

22.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 during the period starting from 23rd September 2026 (09:00 A.M.) (IST) up to 24th September 2026 (05:00 P.M.) (IST).

23.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.

24.The Company has fixed Friday, 18th September 2026 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended 31st March 2026, if approved at the AGM.

25.Pursuant to the Finance Act 2020, dividend income is taxable in the hands of Members and the Company is required to deduct tax at source at the prescribed rates from the dividend paid to Members. For the prescribed rates for various categories, Members are requested to refer to the Finance Act, 2020, as amended. Members are requested to update their Permanent Account Number (PAN) with their respective Depository Participant(s) (DP) (in case of shares held in a dematerialised form) and with Kfintech (in case of shares held in physical form).

26.To avail the benefit of non-deduction of tax at source / avail beneficial rates, Members were requested to submit the requisite declarations / documents, as applicable, at https://ris.kfintech.com/form15.

27.In accordance with Regulation 12 of the Listing Regulations read with SEBI Master Circular No. HO/38/13/(4)2026 – MIRSD - POD/I/4298/2026 dated February 6, 2026, all the payments to shareholders with respect to dividend shall be made in electronic mode only and no 'payable at par' warrants or cheques or drafts shall be issued towards dividend payouts. Therefore, the Members are requested to update their bank account details. Members who wish to change their bank account details may advise their DPs about such change with complete details of bank account, including IFSC Code. Members residing at the regions where NECS / NEFT / Direct Credit / RTGS / Swift Facility is available are advised to avail of the option to collect dividend by way of these electronic modes.

28.Members holding shares in physical form are requested to send their duly filled Form ISR-1, available on the website of the Kfintech at https://ris.kfintech.com/clientservices/investors/isrs.aspx, under the signature of the Sole / First joint holder, to Kfintech. For Members holding shares in physical form and whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for payment of dividend, in respect of such folios, only through electronic mode with effect from 1st April, 2024. Therefore, Members are requested to update the necessary details at the earliest failing which, all payments will be withheld till the KYC details are updated.

29.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.

30.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.

31.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.

32.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.

33.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.

1. Voting through electronic means:

i. 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.

ii. 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.

iii. 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, 18th September 2026 only shall be entitled to avail the facility of remote e-voting.

iv. The remote e-voting period commences on Wednesday, 23rd September 2026 at 9.00 A.M. (IST) and ends on Friday, 25th September 2026 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.

v. 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.

vi. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM within 2 working days. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

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 Wednesday, 23rd September 2026 at 9.00 A.M. (IST) and ends on Friday, 25th September 2026 at 5.00 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. Friday , 18th September 2026

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:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

I) 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")	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. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. 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. Click on company name i.e. "RAMKY INFRASTRUCTURE LIMITED" or ESP i.e. KFin. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. Those not registered under IDeAS: Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com. 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. 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. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e RAMKY INFRASTRUCTURE LIMITED or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	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	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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 21 09911

II) 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' 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 **"Ramky Infrastructure Limited_10125."**

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).

III) INSTRUCTIONS FOR all SHAREHOLDERS for attending the AGM through VC/OAVM and VOTING ON THE DAY OF THE AGM ON E-VOTING SYSTEM ARE AS UNDER:

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.

v. 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.

vi. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.

vii. 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.

viii. Members may join the meeting using headphones for better sound clarity.

ix. 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.

x. 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 23rd September 2026 (09:00 A.M.) (IST) up to 24th September 2026 (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.

xi. 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.

xii. 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 ion 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)

Item No 4:

M/s. S.R. and Associates have been the Cost Auditors of the Company 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 Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company has appointed M/s. S.R. and Associates, Practising Cost Accountants to conduct the audit of the cost records of the Company for the financial year 2026-27 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.

Accordingly, the Board recommends the resolution as set out in Item No. 04 of the Notice for approval of the members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 04.

Item No 5:

Mr. Eshwar Reddy Purmandla, (DIN: 01892327), was appointed as an Independent Director of the Company by the Members by way of Postal Ballot Notice dated 27th December 2023 for a period of 3 (three) consecutive years commencing from 9th November 2023 to 08th November 2026 (both days inclusive).

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature of Mr. Eshwar Reddy Purmandla as an Independent Director of the Company.

The Company has received from Mr. Eshwar Reddy Purmandla consent in writing to act as a Director, an intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Considering the knowledge, expertise and experience of Mr. Eshwar Reddy Purmandla and based on the performance evaluation, the Nomination and Remuneration Committee (NRC) has recommended to the Board his re-appointment as an Independent Director of the Company for a term of 5 (five) years. In the opinion of the Board, Mr. Eshwar Reddy Purmandla fulfils the conditions specified in the Act, and Rules made thereunder and SEBI (LODR) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the Management of the Company. The Board considers that the reappointment of Mr. Eshwar Reddy Purmandla as an Independent Director would be of immense benefit to the Company.

As per Regulation 17(1A) of SEBI (LODR) Regulations, 2015, for continuing the directorship of any person as a Non-Executive Independent Director who has attained the age of 75 years, a special resolution is required to be passed by the members at a General Meeting.

In view of the above, as Mr. Eshwar Reddy Purmandla is attaining the age of 75 years on October 10, 2028, the Shareholders' approval is specifically sought by way of Special Resolution for continuation of his directorship as Independent Director till the completion of his proposed 5 years term, i.e. till 08th November 2031.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at their meeting held on 10th August 2026, proposed the re-appointment of Mr. Eshwar Reddy Purmandla as an Independent Director of the Company for the second term of 5 (five) consecutive years commencing from 09th November 2026, up to 08th November 2031 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution and continuation of his tenure even after attaining the age of seventy five years upto 08th November 2031.

Save and except Mr. Eshwar Reddy Purmandla and his relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 05, except to the extent of their shareholding in the Company.

Accordingly, the Board recommends the resolution as set out in Item No. 05 of the Notice for the approval of the members by way of a Special Resolution.

Additional information in respect of re-appointment of Mr. Eshwar Reddy Purmandla as an Independent Director, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is annexed as Annexure-A.

Item No 6:

Mr. Yancharla Rathnakara Nagaraja, (DIN: 00009810), was appointed as Managing Director of the Company by the Members at the 27th Annual General Meeting of the Company held on 25th August 2021 for a period of 5 (five) consecutive years commencing from 1st April 2022 to 31st March 2027 (both days inclusive).

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature of Mr. Yancharla Rathnakara Nagaraja as Managing Director of the Company.

Mr. Yancharla Rathnakara Nagaraja has given his consent to act as Managing Director. He confirmed that he satisfies all the conditions set out in Part –I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act, for being eligible for re-appointment as Managing Director of the Company and he is not disqualified from being a Director in terms of Section 164 of the Act.

He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

Considering the knowledge, expertise and experience of Mr. Yancharla Rathnakara Nagaraja and based on the performance evaluation, the Nomination and Remuneration Committee (NRC) has recommended to the Board his re-appointment as Managing Director of the Company for a term of 5 (five) years. The Board considers that the reappointment of Mr. Yancharla Rathnakara Nagaraja as Managing Director would be of immense benefit to the Company.

The proposed remuneration payable to Mr. Yancharla Rathnakara Nagaraja, Managing Director of the Company, shall not exceed INR 13.95 Million per annum, along with employer's contribution to Provident Fund and gratuity and other statutory retirement benefits, including leave encashment, as applicable, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. The aforesaid remuneration shall be subject to the limits prescribed under Section 197 of the Companies Act, 2013, as applicable.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at their meeting held on 10th August 2026, proposed the re-appointment of Mr. Yancharla Rathnakara Nagaraja as Managing Director of the Company for a period of 5 (five) consecutive years commencing from 01st April 2027, up to 31st March 2032 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of an Ordinary Resolution.

Save and except Mr. Yancharla Rathnakara Nagaraja and his relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Accordingly, the Board recommends the resolution as set out in Item No. 6 of the Notice for the approval of the members by way of an Ordinary Resolution.

Additional information in respect of re-appointment of Mr. Yancharla Rathnakara Nagaraja as Managing Director, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is enclosed as Annexure-A.

Item No. 7

Pursuant to Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of SEBI Listing Regulations. Further as per Schedule XII of SEBI Listing Regulations, where the annual consolidated turnover of the Company is up to Rs. 20,000 crore, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% (ten percent) of the annual consolidated turnover of the Company as per its last audited financial statements. Accordingly, the materiality threshold for seeking shareholders' approval of the Company for the related party transactions to which the subsidiary of a listed entity is a party but the listed entity is not a party is INR 1846.48 Millions. The said limit is applicable even if the transactions are in the ordinary course of business and at an arm's length basis.

Maha Integrated Life Sciences City Limited, a wholly owned subsidiary of Ramky Infrastructure Limited, is engaged in the business of Development, Operation, Maintenance & Management of the High-Tech Pharmaceutical Park in Dighi Port Industrial Area, Maharashtra on PPP basis. Ardha Holding Private Limited, a Promoter Group Company of Ramky Infrastructure Limited is an NBFC Core Investment Company.

Maha Integrated Life Sciences City Limited proposes to raise funds for meeting its business and operational requirements, including its working capital requirements. In this connection, Maha Integrated Life Sciences City Limited proposes to issue secured, unlisted Non-Convertible Debentures ("NCDs"), to Ardha Holding Private Limited for an aggregate amount of ₹700 Crs. The NCDs shall carry interest at the rate of 15% per annum, payable annually, and shall have a tenure of 15 years, comprising a 5-year moratorium period followed by a 10-year repayment period, with the tenure being extendable for such further period as may be agreed between Ardha Holding Private Limited and Maha Integrated Life Sciences City Limited, subject to such terms and conditions as may be mutually agreed between the parties.

The proposed provision of the aforesaid security by Ramky Infrastructure Limited, being the holding company of Maha Integrated Life Sciences City Limited, is intended to fall within the exemption provided under Section 185(3)(c) of the Companies Act, 2013, which permits a holding company to provide security in respect of a loan taken by its wholly owned subsidiary, provided the funds received pursuant to the proposed issuance of NCDs will be utilised by the Maha Integrated Life Sciences City Limited towards its business and operational requirements, including its working capital requirements. The transaction shall be undertaken in accordance with the provisions of applicable laws and subject to such approvals as may be required.

Pursuant to the general lender requirement the sponsor (i.e. Ramky Infrastructure Limited is required to give sponsor shortfall undertaking and pledge atleast 51% of the shareholding of Ramky Infrastructure Limited in Maha Integrated Life Sciences City Limited in favour of the Ardha Holding Private Limited. For this RPT approval of the members is being sought.

The Company proposes to enter into related party transactions which will cross the applicable materiality thresholds as mentioned above and the background and details of which are as set out in the table below. Accordingly, as per the SEBI LODR Regulations, prior approval of the members is being sought for such arrangements/transactions proposed to be undertaken by the Company. The said transactions shall be in the ordinary course of business and on an arm's length basis.

The management has provided the Audit Committee with the relevant details of proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs with Ardha Holding Private Limited (details of which are set out in the table below). The Audit Committee has noted that the said transactions with Ardha Holding Private Limited will be in the ordinary course of business of the Company and at an arm's length basis.

The Audit Committee has reviewed the certificate from the Managing Director & CEO and the Chief Financial Officer of the Company, as required under the RPT Industry Standards (as defined below).

Pursuant to the SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided herewith:

S.No	Particulars	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer below table
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO and CFO of the Listed Entity as required under the RPT Industry Standard	The Audit Committee has reviewed the certificates issued by the CFO and the CEO of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The material RPT has been approved by the Audit Committee and the Board recommend the proposed transaction to the Members for approval.
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable

6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making.	We affirm that all necessary information required by the Members to make an informed decision is provided in the table below. We further affirm that no commercially sensitive information has been disclosed.
7.	Any other information that may be relevant.	No other information is considered relevant

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") are as follows:

Sr.No	Particulars	Details
A(1) Basic Details of the related party		
1.	Name of the Related Party	(i) Ardha Holding Private Limited (ii) Maha Integrated Life Sciences City Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related Party	(i) Ardha Holding Private Limited-NBFC Core Investment Company (ii) Maha Integrated Life Sciences City Limited is engaged in the business of Development, Operation, Maintenance & Management of the High-Tech Pharmaceutical Park in Dighi Port Industrial Area, Maharashtra on PPP basis
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Member of Promoter Group
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Ardha Holding Private Limited holds 4.82% Shares in Ramky Infrastructure Limited.
A(3) Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary	Nil
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e., April 01, 2026 to June 30, 2026).	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None
A(4) Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Issuance of Non-Convertible Debentures (NCDs), secured, unlisted by Maha Integrated Life Sciences City Limited to Ardha Holding Private Limited upto an amount of Rs. 7,000 Millions and interest rate @15% P.a on such NCD's.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The estimated value of issue of NCDs and receipts of applicable interest rates represents 43.60% of Consolidated Turnover of the Company for FY 2025-26 (which include NCD's of RS. 7,000 Millions + 15% Interest i.e. Rs. 1050 Millions for the FY 2026-27)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	-
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable
6.	Financial performance of the related party for the immediately preceding financial year:	Financial performance for FY 2025–26 is not available as the financial statements of the related party are yet to be finalized
A(5) Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Issuance of Non-Convertible Debentures (NCDs), secured, unlisted by Maha Integrated Life Sciences City Limited to Ardha Holding Private Limited.
2.	Details of each type of the proposed transaction	Issuance of Non-Convertible Debentures (NCDs), secured, unlisted by Maha Integrated Life Sciences City Limited to Ardha Holding Private Limited upto an amount of Rs. 7,000 Millions and interest rate @15% P.a on such NCD's.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Total 15 Years (5Years moratorium period + 10 years of repayment) unless further extended by a period as may be agreed between parties.
4.	Whether omnibus approval is being sought?	No

5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 7000 Million + Interest @15% per annum till the tenor as mentioned in the Term Sheet.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction involves loan of INR 7000 Millions from Ardha, a related party of the Company, at an interest rate of 15 % per annum, for a tenure of 15 years with 5 years moratorium, on terms that are commercially reasonable and at an arm's length basis. The rate of interest, repayment schedule, and other terms and conditions of the loan are comparable to those that would be offered to/ by an unrelated party in similar circumstances, and are not prejudicial to the interests of the Company or its shareholders. The loan is extended to support the business requirements of the Company, Adequate safeguards, including the defined rate of interest, tenure, and repayment terms, have been built into the transaction to protect the Company's interests. The Audit Committee and the Board of Directors have reviewed the proposed terms, including the loan amount of INR 7000 Millions, interest rate of 15% per annum, and tenure of 15 years , and are satisfied that the transaction is in the ordinary course of business, at arm's length, and in the best interest of the Company, its shareholders, and other stakeholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Name of the Director: Mr. Yancharla Rathnakara Nagaraja Managing Director of Ramky Infrastructure Limited and Director in Maha Integrated Life Sciences City Limited Shareholding: Nil in Maha Integrated Life Sciences City Limited and Ardha Holding Private Limited
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	The Explanatory Statement setting out material facts and other relevant information for decision making, forming part of this Notice
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Normal business operations
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	There are no existing borrowings in Maha Integrated Life Sciences City Limited from Banks/Lenders.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Interest Rate:15% P.a
5.	Maturity / due date	Total 15 years from the date of first disbursment (5Years moratorium period + 10 years of repayment) unless further extended by a period as may be agreed between parties.
6.	Repayment schedule & terms	As per Term Sheet
7.	Whether secured or unsecured?	Secured
8.	If secured, the nature of security & security coverage ratio	As Per Term Sheet Security Coverage Ratio: 1.10 Times
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	The funds will be utilized by Maha Integrated Life Sciences City Limited for meeting its working capital and business requirements.
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its Subsidiary		
1.	Material covenants of the proposed transaction	As may be mutually agreed between the parties
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	15%
3.	Cost of borrowing	
4.	Maturity / due date	Total 15 years from the date of first disbursment (5Years moratorium period + 10 years of repayment) unless further extended by a period as may be agreed between parties.
5.	Repayment schedule & terms	As per Term Sheet
6.	Whether secured or unsecured	Secured
7.	If secured, the nature of security & security coverage ratio	As per Term Sheet Security Coverage Ratio-1.10 Times
8.	The purpose for which the funds will be utilized by the listed entity/ subsidiary	The funds will be utilized by Maha Integrated Life Sciences City Limited for meeting its working capital and business requirements.
C(1).Disclosure of Transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	The Related Party does not have any credit rating assigned at present.

Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
C(3).Transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary	
If guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Applicable
Details of solvency status and going concern status of the related party during the last three financial years:	Solvent and Going concern
The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	No

Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. In addition, state the following: a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No	
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	Ramky Infrastructure Limited	Maha Integrated Life Sciences City Limited
a. Before transaction	0.27	0
b. After transaction	0.60	0
Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	Ramky Infrastructure Limited	Maha Integrated Life Sciences City Limited
a. Before transaction	6.61	0
b. After transaction	6.61	0

The Board recommends resolution as set out in the Item No. 7 of the Notice for the approval of the members by way of an Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party of the listed entity shall vote to approve this Ordinary Resolution, whether the listed entity is a Related Party to the particular transaction(s) or not.

Except as mentioned in the RPT Industry Standards table, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, either directly or indirectly in passing of the aforesaid resolution as set out in Item no. 07 of this Notice, save and except to the extent of their respective interest as shareholders of the Company.

For and on behalf of the Board of
Ramky Infrastructure Limited

Sd/-

Yancharla Rathnakara Nagaraja
Managing Director
DIN: 00009810

Place: Hyderabad
Date: 10.08.2026

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. Anantapuram Guggela Ravindranath Reddy	Mr. Eshwar Reddy Purmandla	Mr. Yancharla Rathnakara Nagaraja
Date of Birth	18.06.1957	10.10.1953	20.11.1962
Date of Appointment	29.05.2012	09.11.2023	01.04.20217
Brief Profile/Experience	Dr. Ananthapuram Guggela Ravindranath Reddy is a Corporate Consultant for the past 31 years, specializing in corporate laws, economic laws, foreign exchange laws, and corporate restructuring. He practiced as an Advocate in Criminal Courts during the initial two years of his career, followed by six years in senior management levels across various companies. He possesses hands-on experience in legal and court proceedings, handling public issues, coordinating amalgamation proceedings, negotiating and drafting various agreements, and the implementation and compliance of corporate governance.	Mr. Eshwar Reddy Purmandla has Bachelor of Engineering (B.E.) Honors in Chemical Engineering from BITS, Pilani, Rajasthan and a M.Tech Degree in Process Plant Design form IIT, Delhi. He has over 46 years of experience. He worked with Rashtriya Chemicals & Fertilizers Limited, which is a largest government owned company manufacturing Nitrogen and Nitro phosphorus based fertilizers and Industrial Chemicals in India. He has also worked for around 25 years in Voltas Limited and Rallis India limited (both TATA group companies) producing agrochemicals, pharmaceuticals and fine chemicals. During his course of employment, he has handled assignments in Production, Technical Services, new projects, product developments and environment protection and pollution control. He has handled simultaneously multi-disciplinary teams and multiple projects at different locations. He is currently serving as Executive Director of Bulk Drug Manufacturer's Association (India).	Mr. Yancharla Rathnakara Nagaraja has over 42 years of experience in Civil, Industrial and Environmental Infrastructure and has worked with the Public Works Department of the State of Karnataka, Mandanlal Steels Limited and Navega Engineers Private Limited. He has to his credit the successful implementation of a number of civil and environmental infrastructure projects. He is currently responsible for the overall management of the Company
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. He was awarded a Ph.D. in Management on the topic "Role of Shareholders in Corporate Governance."	B.E. Honors, Chemical Engineering – BITS, Pilani, Rajasthan M. Tech, Process Plant design – IIT, Delhi	Bachelor's Degree in Civil Engineering from Karnataka University
List of other companies in which directorship is held as on 31st March 2026	Rockwell Industries Limited Rockwell Cooltech Private Limited Vijayanagar Sugar Private Limited Vasara lifestyle Private limited	Srinagar Banihal Expressway Limited Sehore Kosmi Tollways Limited Visakha Pharmacity Limited Ever Blooming Eco Solutions Limited Pantnagar CETP Private Limited Visakha Energy Limited Hospet Chitradurga Tollways Limited RECEPS Limited Eco Carbon Engineering Solutions Limited Chennai Biomining Limited Ecologic Engineering Private Limited	MDDA-Ramky Isbus Terminal Limited Ramky Elsamex Hyderabad Ring Road Limited Ramky Food Park (Chattisgarh) Limited Ramky Towers Limited Ramky Multi Product Industrial Park Limited Sehore Kosmi Tollways Limited JNPC Pharma Innovation Limited Hyderabad STPS' Limited Frank Lloyd Tech Management Services Limited Maha Integrated Life Sciences City Limited Mallannasagar Water Supply Limited Mumbai Waste Management Limited Pantnagar CETP Private Limited
terms and conditions of appointment or re-appointment	Retiring by rotation, being eligible offers himself for reappointment	Re-appointment as an Independent Director for a term of five years commencing from 09th November 2026, up to 08th November 2031, not liable to retire by rotation	Re-appointed as Managing Director for a term of five years commencing from 01st April 2027 to 31st March 2032, not liable to retire by rotation
Remuneration last drawn and Proposed to be Paid	Sitting Fee received during the FY 2025-26 of INR 0.87 Million	Sitting Fee received during the FY 2025-26 of INR 1.22 Million	Remuneration Last drawn: INR 13.94 Million during the FY 2025-26 Proposed remuneration: not exceeding an amount of INR 13.95 Million per annum.
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a Director as on 31st March 2026	Nil		

Name of the Company	Name of the Committee
Hospet Chitradurga Tollways Limited	Audit Committee Nomination and Remuneration Committee
Sehore Kosmi Tollways Limited	Audit Committee Nomination and Remuneration Committee
Srinagar Banihal Expressway Limited	Audit Committee Nomination and Remuneration Committee Board Committee
Visakha Pharmacity Limited (Erstwhile Ramky Pharma City (India) Limited)	Audit Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee Board Committee

Equity Shares held in the Company as on 31.03.2026	Nil	Nil	16,74,480 Equity Shares of Rs. 10/- each
Number of Meetings of the Board attended during the year	10	9	10
Relationship between Directors inter-se	Nil	Nil	Nil
Listed entities from which he has resigned in the past three years	Nil	Nil	Nil

For and on behalf of the Board of
Ramky Infrastructure Limited

Sd/-

Yancharla Rathnakara Nagaraja
Managing Director
DIN: 00009810

Place: Hyderabad
Date: 10.08.2026

Boards' Report

Dear Members,

Your Directors have pleasure in presenting the 32nd Annual Report on the business and operations of your company i.e. Ramky Infrastructure Limited (RIL) for the financial year ended 31st March 2026. The consolidated performance of the company and its subsidiaries has been referred to wherever required.

FINANCIAL RESULTS

The standalone and consolidated financial performance of the Company for the financial year ended 31st March 2026 is summarized below:

(INR in Million)

Particulars	Standalone		Consolidated	
	2025-2026	2024-2025	2025-2026	2024-2025
Revenue from operations	16,789.27	19,693.63	18,464.78	20,445.38
Other income	1,785.09	1,221.17	1,950.62	1,659.10
Total Income	**18,574.36**	**20,914.80**	**20,415.40**	**22,104.48**
Less: Finance costs	563.26	638.43	733.43	1,200.69
Less: Depreciation and amortization expense	389.68	370.26	573.50	509.99
Less: Other expenses (including operational)	15,204.46	16,335.42	16,162.29	17,082.92
Total expenses	**16,157.40**	**17,344.11**	**17,469.22**	**18,793.60**
Profit before share of profits in associates, exceptional items and tax	2,416.97	3,570.69	2,946.18	3,310.87
Share of profit/(loss) of an associate	-	-	-0.03	-
Exceptional Items	1,560.60	-	594.60	-
Profit before tax	**3,977.57**	**3,570.69**	**3,540.76**	**3,310.87**
Current tax	607.06	964.79	735.64	1,099.16
Taxes of previous year	32.43	34.15	31.42	27.58
Deferred tax (credit) / charge	19.27	-29.09	-54.05	166.68
Profit after tax before non-controlling interest	3,318.80	2,600.84	2,827.75	2,017.46
Profit/(loss) attributable to non-controlling interest	-	-	117.13	129.93
Profit for the year	**3,318.80**	**2,600.84**	**2,710.61**	**1,887.53**
Basic Earnings per share (in ₹)	47.96	37.59	39.17	27.28
Diluted Earnings per share (in ₹)	47.96	37.59	39.17	27.28
Paid up share capital (face value of ₹ 10 each)	691.98	691.98	691.98	691.98

Note: The previous year's figures have been restated in these financial statements to give effect to the merger of Sehore Kosmi Tollways Limited (SKTL) and Ramky Elsamex Hyderabad Ring Road Limited with Ramky Infrastructure Limited pursuant to the NCLT order dated 25th February 2026, the appointed date is 1st April 2024.

REVIEW OF THE FINANCIAL PERFORMANCE OF THE COMPANY FOR THE PERIOD 2025-26:

Standalone Financial Performance:

During the year under review, the standalone revenues from operations have decreased to INR 16,789.27 million as against INR 19,693.63 million of FY 2024-25 and other income has increased to INR 1,785.09 million as against INR 1,221.17 million of the previous year. The total expenses stand at INR 16,157.40 million as against INR 17,344.11 million of previous year. The profit after tax has increased to INR 3,318.80 million as against INR 2,600.84 million of previous year.

Consolidated Financial Performance:

During the year under review, the consolidated revenues from operations has decreased to INR 18,464.78 million as against INR 20,445.38 million of FY 2024-25 and other income has increased to INR 1,950.62 million as compared to INR 1,659.10 million of previous year. The total expenses stand at INR 17,469.22 million as compared to INR 18,793.60 million of previous year. The profit after tax has increased to INR 2,827.77 million as against INR 2,017.46 million of previous year.