

# ANNUAL REPORT



**Ramky Infrastructure Limited**  
What the world needs, we engineer

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## 29<sup>th</sup> Annual Report 2022-23

# CORPORATE INFORMATION

### BOARD OF DIRECTORS

<b>Mr. Yancharla Rathnakara Nagaraja</b>	- Managing Director
<b>Mr. Polimetla Ravi Prasad</b>	- Wholetime Director
<b>Dr. Anantapurguggilla Ravindranath Reddy</b>	- Non-Executive Director
<b>Dr. Somavarapu Ravi Kumar Reddy</b>	- Independent Director
<b>Dr. Peddibhotla Gangadhara Sastry</b>	- Independent Director
<b>Mr. Velpula Murahari Reddy</b>	- Independent Director (Resigned w.e.f. 10.08.2023)
<b>Mrs. Allam Rama Devi</b>	- Independent Woman Director
<b>Ms. Mahpara Ali</b>	- Nominee Director

### KEY MANAGERIAL PERSONNEL

<b>Mr. Yancharla Rathnakara Nagaraja</b>	- Managing Director
<b>Mr. Polimetla Ravi Prasad</b>	- Wholetime Director
<b>Mr. Ajay Masand</b>	- Chief Financial Officer
<b>Mr. Nanduri Kesava Datta</b>	- Company Secretary and Compliance Officer

### AUDITORS

#### Statutory Auditors

M/s. M.V. Narayana Reddy & Co.,  
Chartered Accountants  
Flat No 504, Vijaya Sree Apartments,  
D. No 8-3-941, Ameerpet, Hyderabad – 500 073,  
Telangana, India.

#### Internal Auditors

M/s. JKMR & Co.,  
Chartered Accountants  
10-5-6/B, 2nd Floor, My Home Plaza, Masab Tank,  
Hyderabad – 500028, Telangana, India.

#### Secretarial Auditor

Mr. N.V.S.S. Suryanarayana Rao,  
Practicing Company Secretary  
Plot No 232B, Road No 6, Samathapuri Colony,  
New Nagole, Hyderabad – 500035, Telangana, India.

#### Cost Auditors

M/s. S R and Associates.,  
Cost Accountants  
F26, Raghava Ratna Towers, Chiragali Lane, Abids,  
Hyderabad – 500001, Telangana, India.

### REGISTERED OFFICE

15<sup>th</sup> Floor, Ramky Grandiose,  
Survey No. 136/2 & 4, Gachibowli,  
Hyderabad - 500032, Telangana, India.  
Contact Number: 040 23015000  
e-mail: investors@ramky.com  
Website Link: www.ramkyinfrastructure.com  
CIN:L74210TG1994PLC017356

### LISTED AT

BSE Limited  
National Stock Exchange of India Limited

### REGISTRAR AND SHARE TRANSFER AGENT

KFin Technologies Limited,  
Selenium Building, Tower B, Plot No 31 and 32,  
Financial District, Nanakramguda,  
Serilingampally, Hyderabad – 500032  
Telangana, India.

### BANKERS

State Bank of India (SBI)  
Industrial Development Bank of India (IDBI)  
Punjab National Bank (PNB)  
Axis Bank Limited  
ICICI Bank Limited

## COMMITTEES OF THE BOARD

### AUDIT COMMITTEE

S.No	Name of the Director (Composition till 10.08.2023)	Name of the Director (Composition w.e.f. 11.08.2023)	Designation
1	Dr. S. Ravi Kumar Reddy	Dr. S. Ravi Kumar Reddy	Chairman
2	Mr. V. Murahari Reddy	Dr. P. Gangadhara Sastry	Member
3	Dr. A.G. Ravindranath Reddy	Dr. A.G. Ravindranath Reddy	Member

### STAKEHOLDERS RELATIONSHIP COMMITTEE

S.No	Name of the Director (Composition till 10.08.2023)	Name of the Director (Composition w.e.f. 11.08.2023)	Designation
1	Mr. V. Murahari Reddy	Dr. A.G. Ravindranath Reddy	Chairman
2	Dr. S. Ravi Kumar Reddy	Dr. S. Ravi Kumar Reddy	Member
3	Mr. Y.R. Nagaraja	Mr. Y.R. Nagaraja	Member

### NOMINATION & REMUNERATION COMMITTEE

S.No	Name of the Director (Composition till 10.08.2023)	Name of the Director (Composition w.e.f. 11.08.2023)	Designation
1	Mr. V. Murahari Reddy	Dr. S. Ravi Kumar Reddy	Chairman
2	Dr. P. Gangadhara Sastry	Dr. P. Gangadhara Sastry	Member
3	Dr. A.G. Ravindranath Reddy	Dr. A.G. Ravindranath Reddy	Member

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

S.No	Name of the Director (Composition till 10.08.2023)	Name of the Director (Composition w.e.f. 11.08.2023)	Designation
1	Dr. P. Gangadhara Sastry	Dr. P. Gangadhara Sastry	Chairman
2	Dr. A.G. Ravindranath Reddy	Dr. A.G. Ravindranath Reddy	Member
3	Mr. Y.R. Nagaraja	Mr. Y.R. Nagaraja	Member

### RISK MANAGEMENT COMMITTEE

S.No	Name of the Director / KMP (Composition till 10.08.2023)	Name of the Director (Composition w.e.f. 11.08.2023)	Designation
1	Dr. A.G. Ravindranath Reddy	Dr. A.G. Ravindranath Reddy	Chairman
2	Dr. S. Ravi Kumar Reddy	Dr. S. Ravi Kumar Reddy	Member
3	Mr. V. Murahari Reddy	Dr. P. Gangadhara Sastry	Member
4	Mr. P. Ravi Prasad	Mr. P. Ravi Prasad	Member
5	Chief Financial Officer	Chief Financial Officer	Member



## DIRECTOR'S PROFILE

### Mr. Yancharla Rathnakara Nagaraja – Managing Director

Mr. Y.R. Nagaraja holds a Bachelors' Degree in Civil Engineering from Karnataka University and has over 39 years of experience in Civil, Industrial and Environmental Infrastructure.

He has started his career in the Year 1984 with Public Works Department in the State of Karnataka and thereafter worked with 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 has expertise in design, detailed engineering, costing, execution and commissioning of water, industrial wastewater and sewage treatment plants, roads, industrial sheds & buildings, specialized structures (M.S. buildings). He has toured extensively in the country and abroad to gain firsthand experience and exposure on various aspects related to environmental issues and civil construction activities.
- He has participated and conducted several seminars and symposia. He has also attended several training courses and is a member of the Environmental Auditors Registration Association (EARA). He is also member of IAEM, Institute of Engineers and Institute of Public Health Engineers Association.
- He was Involved in the design and execution of aero-bridge project for Hyderabad International Airport.
- Under his leadership the company was awarded the Hyderabad Waste Management Project (HWMP) on BOO basis which is the first of its kind in the country.
- He was a co-designer of the first major Hazardous waste landfill facility in our country
- Designed and set-up wastewater and sewage treatment plants with UASBR as a unit operation.



### Mr. Polimetla Ravi Prasad – Wholetime Director

Mr. P. Ravi Prasad is a B. Tech Graduate in Civil Engineering from Acharya Nagarjuna University and Post Graduate in Environmental Engineering & Management from Andhra University. He is also a competent certified Project Management Professional.

He has over 24+ years of rich and varied experience in the field of Civil, Industrial and Environmental Infrastructure. He brings with him good knowledge of Project Management, Planning and Costing, Project and Contract Management. He has been associated with Ramky Infrastructure Limited since 2003 and is presently designated as Head – Operations of the Company. Prior to joining Ramky, he has worked with GMR Group and Soma Enterprises Limited



### Dr. Anantapurguggilla Ravindranath Reddy – Non-Executive Director

Dr. A.G. Ravindranath Reddy is a Fellow Company Secretary, a Post Graduate in Commerce and a Graduate in Law. He is a Corporate Consultant for the past 30 years, specializing in corporate laws, economic laws, foreign exchange laws, corporate restructuring, etc. He believes in 'learning beyond law' and was awarded with a Ph.D. in Management on topic – 'Role of Shareholders in Corporate Governance'.

He practiced as an Advocate in Criminal Courts for the initial 2 years of his career. Post that, he had also worked in senior management levels in various companies for 6 years. He possesses hands-on experience in legal and court proceedings, handling public issues, coordinating amalgamation proceedings, advising on BIFR matters, negotiating and drafting various agreements, restructuring and implementation and compliance of corporate governance.



### Dr. Somavarapu Ravi Kumar Reddy – Independent Director

Dr. S. Ravi Kumar Reddy is a Chartered Accountant and Business Advisory consultant. He consults for many businesses, especially emerging enterprises. For over more than three decades, Ravi has been associated with RK Reddy & Associates, a Hyderabad-based professional boutique firm focused on providing strategic management, finance, tax, and regulatory advisory services. Dr. Ravi has comprehensive experience in financial and management consulting and currently serves on the Boards of a few corporates as an independent director.

Dr. Ravi is passionate about rural empowerment and has been actively associated for over a decade with REEDS, a non-profit organization working to enhance rural communities quality of life, playing an active role in various National Development Missions. Recognizing Ravi's rural empowerment and skills development efforts, American Sentinel University, Denver, Colorado, USA, awarded him an Honorary Doctorate in 2015.



### Mr. Velpula Murahari Reddy – Independent Director

Mr. V. Murahari Reddy holds a Bachelor's Degree in Civil Engineering (Honours) from S.V. University, Tirupati.

He has over 56 years of total work experience during which he has worked in various positions in Roads & Buildings Department, Government of Andhra Pradesh and has retired as Engineer-in-Chief (R&B).

He also worked as Commissioner, Commissionerate of Tenders Govt. of A.P. He was the Managing Director of the Andhra Pradesh Road Development Corporation.

He is consultant to various State Governments and the World Bank in relation to Road Development Projects. He is also serving as an Arbitrator on behalf of NHAI and other State Governments. He is presently a visiting faculty at various institutes including the National Institute for Training of Highway Engineers and ASCI.



### Dr. Peddibhotla Gangadhara Sastry – Independent Director

Dr. P.G. Sastry holds a Bachelor's Degree in Civil Engineering (Honours) and a Masters in Civil Engineering from the Indian Institute of Technology, Kharagpur as well as a Doctorate in Engineering from Technical University, Dresden, Germany and Post-Doctoral Research in Berlin and Hanover in Germany.

#### Former Positions Held:

1. Chairman, Ministry of Environment, Forests and Climate Change, Govt. of India, for Clearing Irrigation & Hydropower Projects in India.
2. Director, NIT, Warangal.
3. Director General, Water and Land Management Training & Research Institute, Government of Andhra Pradesh.
4. Training Specialist, World Bank Hydrology Project.
5. Senior Expert, Netherlands-Funded Water Supply Project.
6. Chief Advisor, Environment Protection Training & Research Institute.
7. Visiting Professor, Ohio State university, USA.

#### International, National and State Awards Received:

1. Awarded Germany's prestigious Post-doctoral Humboldt Fellowship on global competition thrice in 1963, 1964 & 1970.
2. 3 best paper awards from Institution of Engineers(IEI) in 1978, 79 and 80.
3. Professional Expertise Award from Vishwabharathi Academy, 1998.
4. ParyavaranPraveena title conferred by the Chief Minister of AP.

5. Bharat Ratna Sir M. Visveswaraya Special Award in 2005 from IEI.
6. Sir Arthur Cotton Award by Jandhyala Charitable Trust in 2006.
7. Professor Par Excellence title conferred by the Chief Minister of AP.
8. Padma Bhushan Dr. K. L. Rao Special Award by Govt of AP in 2007.
9. Paul Harris Fellow Award by Rotary International Foundation in 2007.
10. Engineering Educator Life Time Achievement Award by ISTE, India in 2008.
11. Rotary Vocational Excellence Award in 2009.
12. Award of Excellence in Technical Education by Lions Club in 2013.
13. Life Time Achievement Award by Indian Society for Hydraulics in 2015.
14. Engineering Seva Ratna Award by International Elders Club in 2021.

#### Education & Research:

1. B. Tech (Hons), IIT Kharagpur (only one IIT in India at admission time).
2. M. Tech, First Rank, IIT Kharagpur in 1958.
3. Ph. D with Magna cum Laude from Tech. Uni. , Germany in 1962.
4. Post-Doctoral Humboldt Fellow, Germany in 1970-71.
5. D.Sc, Nagarjuna University in 2009.
6. Published 89 Research Papers in National and International Journals.



### Mrs. Allam Rama Devi – Independent Woman Director

Mrs. A. Rama Devi is a Commerce Graduate from Andhra University.

She has wide and rich experience of more than fifteen (15) years in the field of Human Resource Management, Finance & Accounts.

She is also on the Board of various other companies in the capacity of Independent Director.



### Mrs. Mahpara Ali – Nominee Director

Mrs. Mahpara Ali is a rank holder from the Bangalore University, having completed her BA (Hons) and MA from there. She also holds a Diploma in Foreign Exchange from IIB and is an MBTI Professional.

She retired as Chief General Manager from the State Bank of India, after having spent over 40 years in varied managerial positions in the Bank. Her assignments covered foreign exchange business, credit, retail banking and training.

She is recognised as a capable administrator and a woman of substance. As General Manager & then Chief General Manager in charge of Karnataka, she had comprehensive charge of the functioning of SBI and the distinction of taking it to the first position in every business parameter in one of the most competitive markets in the country.

As the first Head of the Strategic Training Unit of SBI, responsible for the training of its 3,00,000 manpower, she revamped the training system, bringing cohesion into a distributed system, standardising content, ensuring database management, ushering in e learning and modern training methodologies and skillsets.

Mrs. Mahpara Ali has an abiding interest in education, particularly for the underprivileged. Post retirement from SBI, she is associated with several educational institutions. Prominent among them is the Institute of Public Enterprise (IPE), which imparts management education, the Princess Durru Shehvar Group of Educational Institutions, which runs two schools and two colleges with a focus on the backward and underprivileged girl child, and NHWAT, which also runs educational institutions in the fields of school education, nursing, para medical and skill development programmes for women.

She is also currently a Board Member of Deccan Cements Ltd. and APMAS, an NGO engaged with capacity building of women groups and empowerment of rural communities.



# NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting (AGM) of the members of Ramky Infrastructure Limited will be held on Wednesday the 20<sup>th</sup> Day of September, 2023 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses.

## ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Board of Directors and the Report of the Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Dr. Anantapurguggilla Ravindranath Reddy (DIN: 01729114), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Suryanarayana Reddy & Co. (Firm Regd. No. 005752S), Chartered Accountants as Statutory Auditors of the Company.

**"RESOLVED THAT** pursuant to the provisions of section 139, 141 of the Companies Act 2013 read with Companies (Audit and Auditor) Rules 2014 (Subject to such statutory enactments, modifications and re-enactment thereto) and SEBI Regulations as may be applicable and in compliance of the consent given by the appointees, the consent of the members be and is hereby accorded to appoint M/s. Suryanarayana Reddy & Co, Chartered Accountants (Firm Regd. No. 005752S) as Statutory Auditors of the Company for a term of five (5) years who shall be eligible to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the Calendar year 2028 and shall be eligible to conduct statutory audit commencing from the F.Y. 2023-24 till F.Y. 2027-28 on such professional Fees (excluding re-imbursement of out of pocket expenses) as may be recommended by the Audit Committee and approved by the Board of Directors of the Company ."

**"FURTHER RESOLVED THAT** the Statutory Auditors shall have all such powers and duties and responsibilities as may be specified under the Companies Act 2013 and SEBI Regulations (if any) and any of the Directors of the Company or the Company Secretary is hereby severally authorized to do all such acts and deeds and file all such forms and returns as may be required to give effect to the aforementioned appointment."

## SPECIAL BUSINESS:

4. **TO RE-APPOINT DR. SOMAVARAPU RAVI KUMAR REDDY (DIN: 00372731) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if found fit, to pass the undermentioned resolution with or without modifications as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable rules if any and in Compliance of the SEBI (LODR) Regulations 2015 (Subject to statutory amendment, enactment and re-enactment thereto) and in compliance of the Articles of Association (AOA) of the Company and in furtherance to the consent by the appointee, the consent of the members be and is hereby accorded to re-appoint Dr. Somavarapu Ravi Kumar Reddy (DIN: 00372731) as an Independent Director of the Company for a term of five (5) Years w.e.f. 13<sup>th</sup> November 2023."

**"FURTHER RESOLVED THAT** the appointee director shall have such duties and responsibilities and have such powers and rights as envisaged under the Companies Act 2013 and SEBI (LODR) Regulations 2015 duly amended."

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

5. **TO RE-APPOINT DR. PEDDIBHOTLA GANGADHARA SASTRY (DIN: 01890172) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if found fit, to pass the undermentioned resolution with or without modifications as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable rules if any and in Compliance of the SEBI (LODR) Regulations 2015 (Subject to statutory amendment, enactment and re-enactment thereto) and in compliance of the Articles of Association (AOA) of the Company and in furtherance to the consent by the appointee, the consent of the members be and is hereby accorded to re-appoint Dr. Peddibhotla Gangadhara Sastry (DIN: 01890172) as an Independent Director of the Company for a term of five (5) Years w.e.f. 13<sup>th</sup> November 2023."

**"FURTHER RESOLVED THAT** the appointee director shall have such duties and responsibilities and have such powers and rights as envisaged under the Companies Act 2013 and SEBI (LODR) Regulations, 2015 duly amended."

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

6. **TO RATIFY 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 F.Y. 2023-24, amounting to ₹ 1,50,000/- (Rupees One lakh fifty thousand 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, approved and ratified.”

**“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.”

#### 7. TO DELIBERATE AND APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS

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

**“RESOLVED THAT** pursuant to the provisions of Section 180, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), (including any statutory modifications and re-enactments thereof for the time being in force), read with Regulation 23 of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”), as recommended by the Audit Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded by way of Special Resolution to the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed with Related Parties of the entity for the F.Y. 2023-24.”

“The Related Party Transactions to be executed in F.Y. 2023-24 along with salient features and conditions are enunciated in the explanatory statements hereto.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto.”

#### 8. TO APPROVE INITIATION OF THE SALE PROCESS TO IDENTIFY THE PROSPECTIVE INVESTOR FOR SALE OF MATERIAL SUBSIDIARY

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), (including any statutory modifications and re-enactments thereof for the time being in the force), read with Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and subject to the concession agreement executed with the Government of Andhra Pradesh, and upon recommendation of the Audit Committee and the

Board of Directors of the Company, the approval of the members of the company, be and is hereby accorded to the following:

1. The members acknowledge and affirm that the strategic move is intended to unlock the inherent value within Visakha Pharmacity Limited (hereinafter referred to “Material Subsidiary”), enabling the company to enhance the capital augmentation, fortify the administrative capabilities, and actively participate in the establishment of potential Pharma and Industrial Parks across the nation. This endeavour will not only improve the Company’s financial resilience but also empower to contribute meaningfully to the nation’s Industrial ecosystem;
2. The members further acknowledge the conditions specified in the Shareholders agreement allowing the Company for disinvestment after the completion of 5years from Commercial Operation Date (COD) which has been duly completed.
3. The members hereby authorize and empowers the Board of Directors of the Company to initiate the process of disinvesting its investment in Visakha Pharmacity Limited (Material Subsidiary), as they deem fit and in the best interest of the Company and to identify the prospective investor for purchase of the company’s investment in the Material Subsidiary.
4. The members hereby further authorise the Board to undertake all necessary actions, including engaging advisors, conducting due diligence, negotiating terms, and issuing tendering process to identify the successful investors and the value of the investment for disinvestment by initiating the sale process of the Material Subsidiary.
5. The members hereby authorize and empowers the Board of Directors of the Company to present the proposed terms and conditions of the disinvestment, along with all relevant documentation, to the members of the Company for their subsequent approval.
6. The members hereby authorize and empowers the Board of Directors of the Company to undertake any further actions, execute documents, and do all acts necessary, proper, or desirable to give effect to the above resolutions, including but not limited to making necessary disclosures, filings, and notifications to regulatory authorities.”

**“RESOLVED FURTHER,** that any officer or director of the Company be, and hereby is, authorized and directed to take such further actions as may be necessary or appropriate to implement and carry out the foregoing resolutions.”

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

Sd/-

**Y. R. NAGARAJA**  
**MANAGING DIRECTOR**  
**DIN: 00009810**

Place: Hyderabad  
Date : 10.08.2023



## Notes:

1. The Ministry of Corporate Affairs ('MCA') vide 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 January 2021 read with General Circular No. 20/2020 dated 5 May 2020, General Circular No. 14/2020 dated 8 April 2020 and General Circular No. 17/2020 dated 13 April 2020 (collectively referred to as 'MCA Circulars') has 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/PoD2/P/CIR/2023/4 dated 5 January 2023 ('SEBI Circular') has provided certain relaxations from compliance with certain provisions of the SEBI (LODR) 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. 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 (LODR) 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 businesses to be transacted 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 April 13, 2020, the Notice of the 29<sup>th</sup> AGM will be available on the link [https://ramkyinfrastructure.com/docs/pdf/investordesk/AGMs/29AGM/Notice\\_of\\_AGM.pdf](https://ramkyinfrastructure.com/docs/pdf/investordesk/AGMs/29AGM/Notice_of_AGM.pdf) and the Annual Report for 2022-23 will be available on the link [https://ramkyinfrastructure.com/images/financials/annualreports/annual\\_report\\_22-23.pdf](https://ramkyinfrastructure.com/images/financials/annualreports/annual_report_22-23.pdf) 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of KFin Technologies Limited.
8. Shareholders who would like to express their views/ask questions during the meeting should register themselves as a **speaker** by sending a request mentioning their name, demat account number/folio number, email id, mobile number at [investors@ramky.com](mailto:investors@ramky.com) from 09:00 a.m. of 17<sup>th</sup> September, 2023 till 05:00 p.m. of 18<sup>th</sup> September, 2023.
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](mailto:investors@ramky.com) latest by 5:00 p.m. of Monday, 18<sup>th</sup> September, 2023.
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.
11. An Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of items 4,5,6,7 and 8 of the Notice is attached. The statement of the particulars of Directors seeking Appointment / Re-appointment as per Regulation 36(3) of SEBI (LODR) Regulation, 2015 is enclosed as **Annexure A**.
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, 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](mailto:investors@ramky.com) from 09:00 a.m. of 17<sup>th</sup> September, 2023 till 05:00 p.m. of 18<sup>th</sup> September, 2023 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](mailto: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](mailto: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](mailto: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 Selenium Building, 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 (Corresponding to Section 205A of the erstwhile Companies Act, 1956).
  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 (LODR) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
  27. **Voting through electronic means:**  
  
In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, shareholders are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by KFin Technologies Limited, in respect of all resolutions set forth in this Notice.  
  
Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the Remote e-voting process 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., Wednesday, 13<sup>th</sup> day of September, 2023 only shall be entitled to avail the facility of remote e-voting.  
  
The remote e-voting period commences on Sunday, 17<sup>th</sup> September, 2023 at 9.00 a.m. and ends on Tuesday, 19<sup>th</sup> September, 2023 at 5.00 p.m. The remote e-voting module shall be disabled for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.  
  
Members, who are present in meeting through video conferencing facility and have not casted their vote on resolution through remote e-voting, shall be allowed to vote through e-voting system during the meeting.