



Ramky Infrastructure Limited

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

Place: Hyderabad
Date: 07.01.2026

Towards sustainable growth

To The General Manager, BSE Limited, P J Towers, Dalal Street, Mumbai - 400 001.	To The Manager - Listing Department, National Stock Exchange of India Ltd, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
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Sub: Submission of Notice of the Postal Ballot of Ramky Infrastructure Limited

Ref: Scrip Code - BSE: 533262 NSE: RAMKY

Dear Sir,

In Compliance with the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, we are hereby submitting the Notice of the Postal Ballot for the decision of the shareholders of the company for the change in the terms and condition of the Inter Corporate Deposit by way of extension of tenure of the ICD by 3 years w.e.f.31.01.2026.

We further wish to inform you that the Company is providing remote e-voting facility to the shareholders to vote on the resolutions proposed to be passed as listed in the Postal Ballot Notice. The remote e-voting will commence on Thursday, the 08th day of January 2026 at 09.00 A.M. (IST) and ends on Friday, the 06th day of February 2026 at 05.00 P.M. (IST). The Company has fixed Friday, 02nd day of January 2026 as the cut-off date to reckon eligibility to vote on the e-voting platform.

Enclosed herewith is the Notice of the Postal Ballot.

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

Yours faithfully,
For RAMKY INFRASTRUCTURE LIMITED


KESAVA DATTA
COMPANY SECRETARY
M.NO: A61331

RAMKY INFRASTRUCTURE LIMITED

CIN: L74210TG1994PLC017356
Reg. Office: 15th Floor, Ramky Grandiose,
Sy. No. 136/2 & 4, Gachibowli,
Hyderabad – 500032, Telangana
Tel No. 040 - 23015000
Website: www.ramkyinfrastructure.com
Email: investors@ramky.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") and pursuant to other applicable laws and regulations, approval of the Members is sought via Postal Ballot through e-voting only (Voting through Electronic means) for the following:

1. To Approve the change in terms and conditions of the Inter Corporate Deposit (ICD) from Ardua Holding Private Limited (Formerly Oxford Ayyappa Consulting Services (INDIA) Private Limited) being a related party (Member of promoter group of RIL).

Members' consent is sought for the proposals contained in the resolutions given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the related particulars, is annexed hereto. The Notice will also be placed on the website of the Company at <https://ramkyinfrastructure.com/> and along with the websites of KFin technologies Limited ("**Kfintech**"), National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**"). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively.

In compliance with the aforesaid MCA Circulars, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Rules as amended from time to time and Secretarial Standard - 2 on General Meetings, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or

Depositories or Depository Participants or the Company's Registrar and Share Transfer Agent (RTA) - KFin Technologies Limited ("KFintech"). The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Company has appointed Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary, Hyderabad (Membership No. 5868 and Certificate of Practice No. 2886), to act as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

The members shall exercise their right to vote on the resolution included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by KFin Technologies Limited. The e-voting period shall commence on **Thursday, 08th January 2026 at 09.00 A.M. (I.S.T)** and end on **Friday, 06th February 2026 at 05.00 P.M. (I.S.T)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than **05.00 P.M. (IST) of Friday, 06th February 2026**. E-voting will be blocked by Scrutinizer immediately thereafter and voting will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Meeting or in his absence, any other person authorized by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the meeting or any other person authorized by him, on or before **Tuesday, 10th February 2026**. The results of the Postal Ballot will be posted on the Company's website at <https://ramkyinfrastructure.com/> and will be displayed on the notice board of the Company at its Registered Office. The results will also be intimated to NSE and BSE, where the equity shares of the Company are listed.

RESOLUTION PROPOSED THROUGH POSTAL BALLOT:

SPECIAL BUSINESS ITEM NO. 1

- 1. To Approve the change in terms and conditions of the Inter Corporate Deposit (ICD) from Ardh Holding Private Limited (Formerly Oxford Ayyappa Consulting Services (INDIA) Private Limited) being a related party (Member of promoter group of RIL).**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), (including any statutory modifications and re-enactments thereof for the time being in the force), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, and in accordance with the Related Party Transaction Policy of the Company, and in furtherance to the approval accorded by the members of the company through Postal

Ballot passed on 09.01.2020 and as per the recommendations of the Audit Committee and the approval of the Board of Directors by resolution passed on 13.11.2025, the consent of the Shareholders be and is hereby accorded to approve and authorize the management of the Company to negotiate and approve the extension of the tenure of the Inter Corporate Deposit ('ICD') availed by the Company from Ardha Holding Private Limited (Formerly Oxford Ayyappa Consulting Services (INDIA) Private Limited), a related party, for a further period of three years from 31.01.2026 to 30.01.2029 as set out in the Explanatory Statement annexed hereto."

"RESOLVED FURTHER THAT consent of members be and is hereby accorded to ratify and confirm all actions taken by the Company, with the approval of the Audit Committee and the Board of Directors, in relation to the continuation of the ICD from 31 January 2026 until the date of this shareholders' approval, on existing terms and conditions."

"RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to authorize the management of the Company to negotiate, agree to and give effect to the waiver of the condition relating to pledge of shares of Special Purpose Vehicles (SPVs) held by the Company in favour of the ICD lender, and to make such modifications, amendments or variations to the ICD Agreement(s), including execution of amendment, supplementary and/or addendum agreements and filing of forms with ROC and other statutory authorities, as would be required to give effect to the aforementioned resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute such Inter Corporate Amendment Agreements or such other supplementary/ addendum agreements and file such papers, agreements, undertaking, documents and affirmations or delegate the authority to an authorized person enter into as would be needed to give effect to the above mentioned resolution."

By Order of the Board of Directors
For RAMKY INFRASTRUCTURE LIMITED

Sd/-
Y.R. Nagaraja
Managing Director
DIN: 00009810

Place: Hyderabad
Date: 06.01.2026

NOTES:

- a) Pursuant to sections 102 and 110 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed resolutions is appended hereto.
- b) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.

- c) The Postal Ballot Notice is being sent only via email to the Members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Friday, 02nd January 2026 ("cut-off date")**. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
- d) A copy of this Postal Ballot Notice is also available on the Company's website <https://ramkyinfrastructure.com/>, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of KFin Technologies Limited at <https://evoting.kfintech.com/>
- e) Members who have not registered/updated their email IDs so far are requested to register/update the same to receive this Postal Ballot Notice by clicking on this link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> or as per the following procedure:

Physical Holding	Provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to einward.ris@KFintech.com and copy to the Company at investors@ramky.com
Demat Holding	Provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to einward.ris@KFintech.com and copy to the Company at investors@ramky.com

In case of any queries, for registering email address, Members may write to einward.ris@KFintech.com and investors@ramky.com

Members are requested that for permanent registration of their e-mail address, they can register their e-mail address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's RTA, KFinTech.

Those Members who have already registered their e-mail addresses are requested to get their e-mail addresses validated with their Depository Participants/RTA to enable servicing of notices/ documents/Annual Reports and other communications electronically to their email address in future.

- f) After dispatch of the postal ballot notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Telugu Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company's website at <https://ramkyinfrastructure.com>

- g) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. **Friday, 02nd January 2026**.
- h) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- i) Relevant documents referred to in this Postal Ballot Notice will be made available for inspection on the Company's website from the date of commencement of e-voting period i.e. **Thursday, 08th January 2026** up to the last date of e-voting i.e. **Friday, 06th February 2026**.
- j) The last date specified in this notice for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- k) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:
 - The Company Secretary, Ramky Infrastructure Limited, 15th Floor, Ramky Grandiose, Sy No 136/2 & 4, Gachibowli, Hyderabad – 500 032, Telangana. Tel: +919030666420; Email – investors@ramky.com.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 18003094001 (toll free).
- l) Members may note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, it is mandatory to update PAN, Address, Email ID, Bank account details (KYC details) and Nomination details of shareholders, who have not updated the same with the RTA i.e. KFinTech in case of physical shareholding and with Depository Participants (DPs) in case of Demat shareholding. Henceforth, KFinTech will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records. Non-updation of KYC details in Folios, wherein any one of the cited details/documents (i.e. PAN, Bank Details, Nomination) are not available on or after October 01, 2023, shall be frozen by the RTA as per above SEBI Circular.
- m) **PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**
 1. **The procedure for remote e-voting is as under:**

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

Step 2: Access to KFinTech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

Step 1:

i. Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ul style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. 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. v. Click on company name, i.e. 'RAMKY INFRASTRUCTURE LIMITED', or e-voting service provider, i.e. KFintech. vi. Members will be re-directed to KFintech's website for casting their vote during the remote e-voting period. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ul style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. iv. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name, i.e. RAMKY INFRASTRUCTURE LIMITED, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period. <p>C. NSDL Mobile App</p> <ul style="list-style-type: none"> i. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.



Type of member	Login Method
Individual members holding securities in demat mode with CDSL	<p>A. Instructions for existing users who have opted for Electronic Access To Securities Information ("Easi / Easiest") facility:</p> <ul style="list-style-type: none"> i. Visit https://web.cDSLindia.com/myeasinew/home/login Or www.cDSLindia.com ii. Click on New System MyEasi. iii. Login to MyEasi option under quick login. iv. Enter the registered user ID and password for accessing Easi / Easiest. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFintech e-voting portal and will be redirected to the e-voting page of KFintech to cast their vote without any further authentication. <p>B. Instructions for users who have not registered for Easi / Easiest</p> <ul style="list-style-type: none"> i. Option to register is available at https://web.cDSLindia.com/myeasinew/Registration/EasiRegistration Or https://web.cDSLindia.com/myeasinew/Registration/EasiestRegistration ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. A above to cast your vote. <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> i. Visit www.cDSLindia.com ii. Provide Demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'RAMKY INFRASTRUCTURE LIMITED' or select KFintech.

	<p>v. Members will be re-directed to the e-voting page of KFintech to cast their vote without any further authentication</p>
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against RAMKY INFRASTRUCTURE LIMITED or KFintech. v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.
Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.	
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Step 2:

Method of login / access to KFintech's e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ul style="list-style-type: none"> i) Launch internet browser by typing the URL: https://evoting.kfintech.com/ ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number.

	<p>In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.</p> <p>iii) After entering these details appropriately, click on "LOGIN".</p> <p>iv) Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <p>v) Members would need to login again with the new credentials.</p> <p>vi) On successful login, the system will prompt the member to select the "EVEN", viz., 'RAMKY INFRASTRUCTURE LIMITED – Postal Ballot', and click on "Submit".</p> <p>vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.</p> <p>viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix) Members may then cast their vote by selecting an appropriate option and click on "Submit".</p> <p>x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p> <p>xi) Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to csnvss@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".</p>
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Members whose email IDs are not registered with the Company / Depository	<p>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:</p> <p>i) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice</p>
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Participant(s)	<p>and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com.</p> <p>ii) Alternatively, members may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.</p> <p>iii) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.</p>
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ii. Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii) Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFintech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</p> <p>iv) Members may call KFintech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 1-800-309-4001 (toll free).

EXPLANATORY STATEMENT:

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

ITEM NO. 1

Approval to negotiate and approve material modifications in terms and conditions of the Inter Corporate Deposit (ICD) from Ardha Holding Private Limited (Formerly Oxford Ayyappa Consulting Services (INDIA) Private Limited) being a related party.

The members are being hereby notified that Ramky Infrastructure Limited (RIL) had borrowed funds by way of ICD to the tune of INR 305 Crores from Ardha Holding Private Limited (Formerly Oxford Ayyappa Consulting Services (INDIA) Private Limited) (a member of the promoter group of RIL) to overcome the financial stress prevailing at that time.

Since the tenure of the ICD is due to expire on 31.01.2026, and in order to ensure continuity of funding and avoid any disruption to the Company's ongoing and proposed projects and considering the fund requirements of the Company in view of the various projects proposed to be executed in the coming years, the management of the Company requested the lender to extend the tenure of the ICD by a further period of three (3) years with effect from 31.01.2026. Accordingly, the Audit Committee and the Board of Directors of the Company, at their meeting held on 13.11.2025, approved the continuation and extension of the ICD beyond 31.01.2026 on existing terms, subject to the approval of the Members.

The Company initiated the process of obtaining shareholders' approval at the earliest possible opportunity. Accordingly, the Members are requested to ratify the continuation of the Inter Corporate Deposit from 31 January 2026 up to the date of shareholders' approval, and to approve the extension of the Inter Corporate Deposit thereafter up to 30 January 2029.

In addition to the above the company is also seeking shareholders' approval to authorize it to negotiate regarding the waiver off the condition to pledge the shares of Special Purpose Vehicles (SPV) held by RIL in favour of the ICD Lender in the aforementioned ICD Agreement and amendment and addendum agreements thereto.

Based on the explanation provided above, since the approval is being sought for the extension of the tenure of the ICD by another 3 years i.e. from 31.01.2026 till 30.01.2029, constitutes a material change in the terms and conditions of the related party agreement, the members approval is being sought by way of ***an ordinary resolution***, to authorize the Management of the Company to alter the tenure of ICD by another 3 years and to enter into such Inter Corporate Amendment Agreements or such other supplementary/ addendum agreements as would be needed to give effect to the above mentioned resolution.

The disclosure as required by the SEBI Regulation on related parties as per NSE Circular 26.06.2025 is as under

(INR in millions)

Name of the company	Ardha Holding Private Limited (Formerly Oxford Ayyappa Consulting Services (INDIA) Private Limited
Nature of relationship	Member of promoter group
Nature of business of the related party	Consulting services
Shareholding	Ardha holds 4.82% in the equity share capital of Ramky Infrastructure Limited (RIL).
Country of Incorporation	India
Whether the proposed transaction and the transaction already undertaken during the year make them material	Yes
Value of the proposed transaction as a % of the consolidated turnover of RIL in 2024-25	At present, no fresh borrowings are availed. The tenure of the ICD taken from Ardha Holding Private Limited which is due to expire on 31.01.2026 is proposed to be extended by another 3 years w.e.f. 31.01.2026.
Value of the proposed transaction as a % of the standalone turnover of the subsidiary	NA
Financial performance of the related party in the immediately preceding FY	
Turnover	Not available as not a subsidiary
Profit after Tax	Not available as not a subsidiary
Net worth	Not available as not a subsidiary
Type or nature of proposed transaction, particulars of the contract	
Ramky Infrastructure Limited has availed inter Corporate Deposit from Ardha Holding Private Limited in 2019 to the tune of INR 350 Crores. The same is due to be repaid by 31.01.2026. Since the company has funds requirement the company is seeking extension of tenure for repayment of the ICD by another 3 years w.e.f. 31.01.2026.	
Disclosures as required under B(5) of material transactions only as per the SEBI format dated 26.06.2025	
Material covenants	The ICD was taken in 2019 to the tune of INR 350 Crores. In 2020 it was made interest free. Since the tenure of the ICD is due to expire on 31.01.2026 the same is being put forth the

	shareholders for their decision to extend the tenure of the ICD by another 3 years w.e.f. 31.01.2026
Interest Rate	Interest free
Cost of borrowing	NIL
Maturity	Extension being sought for 3 years w.e.f. 31.01.2026
Repayment schedule	The ICD is to be repaid by 30.01.2029
Secured or unsecured	Secured
Nature of security	The whole of Borrower's unencumbered fixed assets including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future; the whole of current assets and non-current assets of the Borrower including stocks of raw materials, semi-finished and finished goods, consumable stores, book debts / receivables present and future, the details of which are furnished as Schedule III to the Deed of Hypothecation.
Disclosures as required under C(4) of material transactions only as per the SEBI format dated 26.06.2025	
1. Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	Not Applicable since it is just related to extension of tenure of ICD
2. Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	Not Applicable since it is just related to extension of tenure of ICD

*Part B (1) (2) (3) (4) (6) & (7) and Part C (1) (2) (3) (5) (6) are not applicable on the Company.

The Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.

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.

No valuation report or external party report was obtained or considered by the Audit Committee while approving the said Related Party Transaction. Accordingly, no web-link or QR Code is being provided.

The Board of Directors recommend the passing of the aforementioned resolution as ***an ordinary resolution.***

Since Ardha Holding Private Limited (Formerly Oxford Ayyappa Consulting Services (INDIA) Private Limited) is a member of the Promoter group of Ramky Infrastructure Limited, the promoters and the members of the promoter group are requested to refrain from voting on the aforementioned resolution.

None of the Directors and Key Managerial Personnel are interested in the aforementioned resolution except to the extent of their respective shareholding.

By Order of the Board
Ramky Infrastructure Limited

Sd/-
Y.R. Nagaraja
Managing Director
DIN: 00009810
Place: Hyderabad
Date: 06.01.2026