

# NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of Ramky Infrastructure Limited will be held on Wednesday the 25<sup>th</sup> Day of August, 2021 at 3.00 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of meeting shall be deemed to be the registered office of the Company at Ramky Grandiose, 15th Floor, Survey No. 136/2 & 4, Gachibowli, Hyderabad - 500032, Telangana, India.

## ORDINARY BUSINESS:

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, 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, 2021 and the Report of the Auditors thereon.
- 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.

## SPECIAL BUSINESS

### 3. TO RE-APPOINT MR. RATHNAKARA NAGARAJA YANCHARLA, AS MANAGING DIRECTOR OF THE COMPANY

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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, also read with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Rathnakara Nagaraja Yancharla (DIN: 00009810) as Managing Director of the Company entitled to such remuneration as prescribed by the Nomination and Remuneration Committee upon his re-appointment not exceeding the limits as prescribed under the Companies Act, 2013 and Rules made thereunder from time to time duly amended for a period of five (5) years w.e.f. April 01, 2022."

**"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."

### 4. 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 was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2020-21, amounting to Rs. 1,50,000/- (Rupees One lakh fifty thousand only) plus all applicable taxes and re-imbursment 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."

### 5. 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 was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2021-22, amounting to Rs. 1,50,000/- (Rupees One lakh fifty thousand only) plus all applicable taxes and re-imbursment 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."

### 6. TO INCREASE THE AUTHORIZED CAPITAL OF THE COMPANY

To Consider and pass with or without modification(s) the undermentioned resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 ("the ACT"), read with Companies (Incorporation) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and rules framed there under, and read with the Articles of Association of the Company, consent of the members of the company be and is accorded to increase the authorized share capital of the company from INR 70,00,00,000 (Rupees Seventy Crores) consisting of 7,00,00,000 (Seven Crores) equity shares of INR 10/- (Rupees Ten Only) each to INR 73,00,00,000 (Rupees Seventy Three Crores only) divided into 7,30,00,000 (Seven Crores Thirty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten Only) each."

**"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 ALTER THE MEMORANDUM OF ASSOCIATION:

To Consider and pass with or without modification the aforementioned resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 13 and all other applicable provisions of the Companies Act, 2013 ("the ACT"), read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Capital Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following."

#### Clause V

"The Authorised Share Capital of the Company is Rs. 73,00,00,000 (Rupees Seventy Three Crores only) divided into 7,30,00,000 (Seven Crores Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each."

**“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.”

**8. TO APPROVE EMPLOYEE STOCK OPTION SCHEME (ESOP) FOR ELIGIBLE EMPLOYEES OF RAMKY INFRASTRUCTURE LIMITED**

To consider and pass with or without Modification(s) the undermentioned resolution as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 62 of the Companies Act, 2013 (the “Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) and all other applicable provisions, if any, of the Act and the Rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended, read with the circular issued by the Securities and Exchange Board of India dated June 16, 2015, bearing number CIR/CFD/POLICY CELL/2/2015 (“SEBI SBEB Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) (collectively referred as “SEBI Regulations”), for the time being in force and as may be modified from time to time, provisions contained in the memorandum of association and the articles of association of the Company, and such other rules, regulations, circulars and guidelines if any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination, Remuneration and Compensation Committee (“NRCC”), the approval of the members be and is hereby accorded to introduce, offer, issue and allot share-based options to eligible employees under the Ramky Infrastructure Limited Employee Stock Option Scheme (“ESOP Scheme”) of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options to eligible employees on such terms and conditions as provided in the ESOP Scheme and as may be fixed or determined by the NRC and/or the Board.

**RESOLVED FURTHER THAT** the maximum number of options granted to eligible employees under the ESOP Scheme shall not exceed 20,75,934 and each option on exercise shall entitle the employee 1 (one) equity share of the Company.

**RESOLVED FURTHER THAT** the equity shares, if any, issued/allotted from time to time in accordance with the ESOP Scheme, shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the approval of the members of the Company, is hereby accorded to the Board and the NRC to take necessary steps for compliance with the SEBI SBEB Regulations and other Applicable Laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/amalgamation or sale of division/undertaking or other re-organization etc. the number of above mentioned options in the ESOP Scheme shall be appropriately adjusted.

**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the ESOP Scheme and generally for giving effect to these

resolutions, each member of the Board and the NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

**9. TO APPROVE RAMKY INFRASTRUCTURE LIMITED EMPLOYEE STOCK OPTION SCHEME, 2021 (“ESOP SCHEME”) FOR ELIGIBLE EMPLOYEES OF HOLDING COMPANY (IF ANY) AND SUBSIDIARY(IES)**

To consider and pass with or without Modification(s) the undermentioned resolution as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 62 of the Companies Act, 2013 (the “Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) and all other applicable provisions, if any, of the Act and the Rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended, read with the circular issued by the Securities and Exchange Board of India dated June 16, 2015, bearing number CIR/CFD/POLICY CELL/2/2015 (“SEBI SBEB Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) (collectively referred as “SEBI Regulations”), for the time being in force and as may be modified from time to time, provisions contained in the memorandum of association and the articles of association of the Company, and such other rules, regulations, circulars and guidelines if any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee (“NRC”), the approval of the members be and is hereby accorded to introduce, offer, issue and allot share-based options to eligible employees of the Company’s subsidiaries under the Ramky Infrastructure Limited Employee Stock Option Scheme (“ESOP Scheme”) of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options to eligible employees of the Company’s holding company (if any) and subsidiaries, on such terms and conditions as provided in the ESOP Scheme and as may be fixed or determined by the NRC and/or the Board.

**RESOLVED FURTHER THAT** the Board and the NRC are hereby authorized to grant options to eligible employees of the Company’s holding company (if any) and subsidiaries.

**RESOLVED FURTHER THAT** for giving effect to these resolutions, each member of the Board and the NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

By Order of the Board  
For **RAMKY INFRASTRUCTURE LIMITED**  
Sd/-  
**Y.R. NAGARAJA**  
MANAGING DIRECTOR  
DIN: 00009810

Place: Hyderabad  
Date : 23.07.2021

## Notes:

1. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
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 Private Limited, Registrars and Transfer Agents, to provide VC/OAVM facility for the Annual General Meeting and the attendant enablers for conducting of the AGM
4. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction of first come first served basis.
5. The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and aforementioned Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with KFin Technologies Private 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 Private Limited.
7. In line with Ministry of Corporate Affairs circular No. 17/2020 dated April 13, 2020, the Notice of the 27<sup>th</sup> AGM and the Annual Report for 2020-21 will be available on the Company's website [www.ramkyinfrastructure.com](http://www.ramkyinfrastructure.com) for download. The notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](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 Private 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 [secr@ramky.com](mailto:secr@ramky.com) from 09.00 AM of 22nd August, 2021 till 05.00 PM of 23rd August, 2021.
9. Shareholders who have queries may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [secr@ramky.com](mailto:secr@ramky.com) latest by 5.00 PM on Monday, 23<sup>rd</sup> August, 2021.
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 3 to 9 of the Notice is attached. The statement of the particulars of Directors seeking Appointment / Re-appointment as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) 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 [secr@ramky.com](mailto:secr@ramky.com) from 09.00 AM of 22nd August, 2021 till 05.00 PM of 23rd August, 2021, 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, M/s KFin Technologies Private 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 M/s. KFin Technologies Private 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 social distancing norm to be followed due to wide spreading COVID-19 Pandemic, 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 [secr@ramky.com](mailto:secr@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 [secr@ramky.com](mailto:secr@ramky.com).
20. Any Director himself or any member intending to propose any person as a Director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).

21. The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to [einward.ris@karvy.com](mailto:einward.ris@karvy.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, M/s. KFin Technologies Private Limited at Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Telangana.
23. In terms of Sections 124 of the Companies Act, 2013, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF (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 (Listing Obligations and Disclosure Requirements) (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 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 Private 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, 18<sup>th</sup> day of August, 2021 only shall be entitled to avail the facility of remote e-voting.

The remote e-voting period commences on Sunday, 22<sup>nd</sup> August, 2021 at 9.00 A.M. and ends on Tuesday 24<sup>th</sup> August, 2021 at 5.00 P.M. The remote e-voting module shall be disabled for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

#### PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 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 KFinTech, 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 December 9, 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 Sunday the 22<sup>nd</sup> August 2021 at 09:00 AM and ends on Tuesday the 24<sup>th</sup> Day of August 2021 at 05:00 P.M.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 18<sup>th</sup> day of August 2021.
- 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 [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFinTech 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.

KFin Technologies Private limited Suggested notes for Remote e-Voting and e-AGM cum instapoll

### Details on Step 1 are mentioned below:

- I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.  
Type of shareholders

Login Method Individual Shareholders holding securities in demat mode with NSDL

1. User already registered for IDEAS facility:
  - I. Visit URL: <https://eservices.nsd.com>
  - II. Click on the "Beneficial Owner" icon under "Login" under 'IDEAS' section.
  - III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
  - IV. Click on company name or e-Voting service provider and you will be re-directed to e- Voting service provider website for casting the vote during the remote e-Voting period.
2. User not registered for IDEAS e-Services
  - I. To register click on link : <https://eservices.nsd.com>
  - II. Select "Register Online for IDEAS" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  - III. Proceed with completing the required fields.
  - IV. Follow steps given in points 1.
3. Alternatively by directly accessing the e-Voting website of NSDL
  - I. Open URL: <https://www.evoting.nsd.com/>
  - II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
  - III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
  - IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.
  - V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL

1. Existing user who have opted for Easi / Easiest
  - I. Visit URL: <https://web.cdslindia.com/myeasi/home/login> or URL: [www.cdslindia.com](http://www.cdslindia.com)
  - II. Click on New System Myeasi
  - III. Login with your registered user id and password.
  - IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e- Voting portal.
  - V. Click on e-Voting service provider name to cast your vote.
2. User not registered for Easi/Easiest
  - I. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
  - II. Proceed with completing the required fields.
  - III. Follow the steps given in point 1
3. Alternatively, by directly accessing the e-Voting website of CDSL
  - I. Visit URL: [www.cdslindia.com](http://www.cdslindia.com)
  - II. Provide your demat Account Number and PAN No.

- III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- IV. After successful authentication, user will be provided links for the respective ESP, i.e KFin Technologies Private limited Suggested notes for Remote e-Voting and e-AGM cum insta poll KFinTech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant

- I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- II. Once logged-in, 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.
- III. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your 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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type Helpdesk details Securities held with NSDL

Please contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 or 022- 23058542-43

### Details on Step 2 are mentioned below:

- II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in Demat mode and shareholders holding securities in physical mode.
  - (A) Members whose email IDs are registered with the Company/ Depository Participants (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:
    - 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. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
    - iii. After entering these details appropriately, click on "LOGIN".
    - iv. You will now reach password change Menu wherein you are required to mandatorily change your 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 you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question

and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share KFin Technologies Private limited Suggested notes for Remote e-Voting and e-AGM cum instapoll your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Ramky Infrastructure Limited AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. 18<sup>th</sup> August 2021 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [csnvs@gmail.com](mailto:csnvs@gmail.com) with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

**(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- ii Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile KFin Technologies Private limited Suggested notes for Remote e-Voting and e-AGM cum instapoll 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 Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
  - i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
  - ii. Facility for joining AGM through VC / OAVM shall open at least 20 minutes before the commencement of the Meeting.
  - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
  - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [secr@ramky.com](mailto:secr@ramky.com). Questions /queries received by the Company from 09:00 AM of 22<sup>nd</sup> August 2021 till 05:00 PM of 23<sup>rd</sup> Day of August 2021 shall only be considered and responded during the AGM.
  - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the KFin Technologies Private limited Suggested notes for Remote e-Voting and e-AGM cum instapoll AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
  - vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
  - viii. Facility of joining the AGM through VC / OAVM shall be available for at least 1000 members on first come first served basis.
  - ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

## OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from kfintech. On successful login, select 'Speaker Registration' which will be opened from 22<sup>nd</sup> August 2021 to 23<sup>rd</sup> August, 2021. Members shall be provided a 'queue number' before 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.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 22<sup>nd</sup> August, 2021 to 23<sup>rd</sup> August, 2021.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 18<sup>th</sup> August, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:  
KFin Technologies Private limited Suggested notes for Remote e-Voting and e-AGM cum instapoll
  - 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 + Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL: MYEPWD <Space> IN12345612345678
    2. Example for CDSL: MYEPWD <Space> 1402345612345678
    3. Example for Physical: MYEPWD <Space> XXXX1234567890
  - ii. If e-mail address or mobile number 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.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com) .
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.

# EXPLANATORY STATEMENT

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

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 3 to 9 of the accompanying Notice dated 23<sup>rd</sup> July 2021.

### Item No. 3

Mr. Y.R. Nagaraja was appointed as the Managing Director of the Company w.e.f. April 01, 2012 for a period of five years and further re-appointed for a period of 5 years w.e.f. April 01, 2017 in the Annual general Meeting held on 29th day of September, 2017. The term of Managing Director will conclude on 31.03.2022.

As per the provisions of Section 196 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, the Managing Director can be re-appointed one year before the expiry of his term.

Accordingly, the Board at its meeting held on 23<sup>rd</sup> July, 2021 upon the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Y R Nagaraja as the Managing Director of the Company for a further term of 5 years effective from April 01, 2022, based on the efforts put in by him during his tenure as a Managing Director of the Company. Considering his experience and past performance, the Committee and Board felt the need for continuity of the services of Mr. Y.R. Nagaraja for the company and hence his re-appointment was desirable in the best interest of the Company. The Board recommends the re-appointment of Mr. Y.R. Nagaraja to the members of the Company.

The Details of the Director seeking re-appointment is Enclosed in **Annexure – A**

It is further informed to the members that presently the company is not paying any remuneration to Mr. Y.R. Nagaraja. However, the Board proposes the members to Authorise Nomination and Remuneration Committee to decide the remuneration to be paid to Mr. Y.R. Nagaraja, Managing Director of the Company as and when they deem fit subject to the limits specified under the Companies Act, 2013.

The Board recommends the passing Item No. 3 as Ordinary Resolution.

Except Mr. Y. R. Nagaraja and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

### Item No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of M/s. S R and Associates, Practicing Cost Accountants to conduct the audit of the cost records of the Company for the financial year ended March 31, 2021 at a remuneration of Rs. 1,50,000/- (Rupees One lakh fifty thousand only) plus all applicable taxes and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit.

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

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

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

### Item No. 5

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of M/s. S R and Associates, Practicing Cost Accountants to conduct the audit of the cost records of the Company for the financial year ended March 31, 2022 at a remuneration of Rs. 1,50,000/- (Rupees One lakh fifty thousand only) plus all applicable taxes and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit.

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

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

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

### Item No. 6 & 7

It is hereby brought to the notice of members of the Company that the Board of Directors at their meeting held on 23<sup>rd</sup> July 2021 has considered and approved to issue the Employee Stock Option Plan (ESOP) to the eligible employees.

In order to increase the paid up share capital of the company the existing Authorised Share Capital of the company is not sufficient to issue the Employee stock option plan. Hence the Board of Directors has decided to increase the Authorized Share Capital from INR 70,00,00,000 (Rupees Seventy Crores) consisting of 7,00,00,000 (Seven Crores) equity shares of INR 10/- (Ten each) to INR.73,00,00,000 (Rupees Seventy Three Crores only) divided into 7,30,00,000 (Seven Crores Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each in order to accommodate the increase in Paid up Capital upon exercise of options vested to eligible employees.

Hence, the above proposal is placed before the members for their approval by passing resolution as set forth in Item 6 & 7 as Ordinary and Special Resolutions respectively.

Proposed altered copy of Memorandum of Association is available for inspection at the registered office of the Company during Business hours.

Resolutions is required to be passed pursuant to Section 13 and 61 of the Companies Act, 2013 for the purpose of increasing the Authorized Capital and altering the MOA of the Company as set out in item no. 6 & 7 of the notice.

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

### Item No. 8 & 9

Based on the recommendations and approval of the Nomination and Remuneration Committee ("NRC"), approval of the Board of Directors ("Board"), subject to approval of the members, the Ramky Infrastructure Limited Employee Stock Option Scheme, 2021 ("ESOP Scheme") has been adopted for eligible employees of the Ramky Infrastructure Limited ("Company").

The purpose of the ESOP Scheme is to attract, retain and motivate the Company's and its subsidiary companies' employees whose present and potential contributions are important to the success of the Company, by offering them an opportunity to participate in the Company's future and also acquire a proprietary interest in the Company by award of options. The ESOP Scheme shall be administered by the NRC and/or the Board constituted by the Company.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), for issue of equity shares to the employees of the Company, the approval of the existing members by way of special resolution is required. Further, as per Regulation 6(3)(c) of the SEBI SBEB Regulations, approval of the members by way of separate special resolution is also required for grant of options to the employees of holding company and subsidiary company(ies).

The Resolutions contained at Item no. 8 & 9 seek to obtain the members' approval to authorize the NRC and/or the Board to create, issue, offer and allot shares or cash, from time to time, to the employees of the holding company (if any) or subsidiaries under the ESOP Scheme and undertake such action as may be necessary for the administration of the options.



The salient features and other details of the ESOP Scheme as required pursuant to Regulation 6(2) of the SEBI SBEBS Regulations are as under:

**(a) Brief description of the ESOP Scheme:**

The ESOP Scheme shall be called as Ramky Infrastructure Limited Employee Stock Option Scheme, 2021.

The main objectives of the ESOP Scheme are:

- (i) To achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long-term interests of the Company;
- (ii) To attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability;
- (iii) To recognise and reward the efforts of employees and their continued association with the Company and its subsidiary companies;
- (iv) To promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.

**(b) Total number of stock options to be granted:**

The aggregate number of options that shall be granted under the ESOP Scheme, shall not be exceed 20,75,934 which shall be convertible into equal number of equity shares, being 3% (three percent) of the fully diluted paid-up equity share capital of the Company as on the date of the adoption of the ESOP Scheme.

Further, the maximum number of options that can be granted and the shares arising upon exercise of these options shall stand adjusted in case of corporate action.

**(c) Identification of classes of employees entitled to participate in ESOP Scheme:**

Class of employees entitled to participate in the ESOP Scheme are:

- (i) a permanent employee of the Company working in India or out of India; or
- (ii) a director, whether managing / whole-time director of the Company or not; or
- (iii) an employee, as defined in sub-clauses (i) or (ii) in this paragraph, of a subsidiary company, in India or out of India, or of a holding company,

but excludes:

1. an employee who is a promoter or a person belonging to the promoter group;
2. an independent director (unless permitted otherwise under law);
3. a director who either by self or through his/her relatives or through any body corporate, directly or indirectly holds more than 10% (ten percent) of the outstanding equity shares of the Company.

**(d) Requirements of vesting and period of vesting:**

The options granted under the ESOP Scheme would vest post completion of 1 (one) year and not later than 4 (four) years from the grant date or as may be determined by the Nomination, Remuneration and Compensation Committee from time to time, in accordance with Applicable Laws.

Vesting of options shall be subject to, amongst other things, the conditions that:

- (i) a minimum of 1 (one) year has completed from grant date;
- (ii) the grantee is (a) in continuous employment with the Company (or its subsidiary company); (b) is not serving any notice of

resignation/ termination on the date of such vesting (except in the case of death); permanent incapacity suffered by the grantee; or retirement; and

- (iii) the grantee is not subject to any pending disciplinary proceeding.

The specific vesting schedule and conditions, if any, subject to which vesting would take place would be outlined either in the letter of grant given to the grantee at the time of the grant of options, in the respective vesting letters to be issued by the Company to the grantees from time to time.

**(e) The maximum period within which the options shall be vested:**

The stock options granted under the ESOP Scheme shall vest within maximum period of 4 (four) years from the grant date or as may be determined by the Nomination, Remuneration and Compensation Committee from time to time, in accordance with Applicable Laws.

**(f) The exercise price or the formula for arriving at the same:**

The Nomination, Remuneration and Compensation Committee would determine the exercise price, as it may consider appropriate from time to time, provided that the exercise price per option shall not be less than the face value of the shares as on the date of grant of options and shall be in compliance with SEBI SBEBS Regulations.

**(g) The exercise period and process of exercise:**

The options granted to a grantee shall be capable of being exercised within a period of 1 (one) year from the date of vesting of the respective options or such other period as may be determined (and communicated to the grantee) by the Nomination, Remuneration and Compensation Committee from time to time.

The grantee may, at any time during the exercise period, and subject to fulfilment of conditions of the grant and vesting, as applicable, exercise the options by submitting the exercise application to the Company, for issuance or allotment of equity shares pursuant to the vested options, accompanied with the:

- (i) Payment of an amount equivalent to the exercise price, in respect of such equity shares; and
- (ii) Such other documentation as the Nomination, Remuneration and Compensation Committee may specify to confirm extinguishment of the rights comprising in the options then exercised, subject to Applicable Law.

The exercise application shall be in such form as may be prescribed in this regard by the Nomination, Remuneration and Compensation Committee and the Nomination, Remuneration and Compensation Committee may determine the procedure for such exercise from time to time.

**(h) The appraisal process for determining the eligibility of employees for ESOP Scheme:**

The appraisal process for determining the eligibility of the employees will be specified by the Nomination, Remuneration and Compensation Committee, and will be based on criteria such as role/level of the employee, past performance record, future potential of the employee, balance number of years of service until normal retirement age and/ or such other criteria that may be determined by the Nomination, Remuneration and Compensation Committee at its sole discretion.

**(i) The maximum number of options to be granted per employee and in aggregate:**

The aggregate number of options that may be granted to a single employee under the ESOP Scheme shall not exceed 0.5 percent of the paid-up equity share capital of the Company at the time of Grant (which shall be adjusted in lieu of adjustments/re-organisation of capital structure of the Company from time to time).

The aggregate number of options that shall be granted under the ESOP Scheme, shall not be exceed 20,75,934 which shall be convertible into

- equal number of equity shares, being 3% (three percent) of the fully diluted paid-up equity share capital of the Company as on the date of the adoption of the ESOP Scheme.
- (j) **Maximum quantum of benefits to be provided per employee under the Scheme**  
 Unless otherwise determined by the Nomination and Remuneration Committee, the maximum quantum of benefits underlying the equity shares allotted to the employees on exercise of the vested options will be the difference in the exercise price and the market price of the equity shares.
- (k) **Whether the Scheme is to be implemented and administered directly by the company or through a trust:**  
 The ESOP Scheme shall be implemented and administered directly by the Company (through Nomination and Remuneration Committee).
- (l) **Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:**  
 The ESOP Scheme contemplates new issuance of shares by the Company.
- (m) **The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**  
 Not applicable as the ESOP Scheme is not being implemented through a Trust.
- (n) **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:**  
 Not applicable as the ESOP Scheme is not being implemented through a Trust.
- (o) **Disclosure and accounting policies:**  
 The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI SBEB Regulations or as may be prescribed by regulatory authorities from time to time.
- (p) **The method which the Company shall use to value its Options**  
 The Company shall value the options as per Applicable Law and will make the necessary disclosures as may be required in this regard under Applicable Law.
- (q) **Statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:**  
 The Company and its subsidiaries shall conform to the with the requirements of the 'Guidance Note on Accounting for employee share-based Payments' or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India ("ICAI") or such other accounting standard as may be applicable from time to time, including the disclosure requirements prescribed therein. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for employee stock option schemes then the Company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.  
 Accordingly, the resolutions set as Item no. [8 and 9] are being placed for the approval of Members.  
 The directors, key managerial personnel or their relatives may be deemed to be concerned or interested in these resolutions to the extent of options that be granted to them and to the extent of their shareholding as Members.  
 The Board recommends the passing of the proposed resolutions stated in Item no. [8 & 9] as **special resolution**.

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

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

Place: Hyderabad  
 Date : 23.07.2021

## Annexure A

### Details of the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

| Name of Director   | DR. A.G. Ravindranath Reddy   | Mr. Yancharla Rathnakara Nagaraja   |
|--|---|---|
| Date of Birth  | 18.06.1957  | 20.11.1962  |
| Date of Appointment  | 29.05.2012  | 01.04.2017  |
| Expertise in specific functional areas   | Practiced as an Advocate for 2 years in Criminal Courts and Worked in Senior Management Levels in various Companies for 6 years. Associated as Practicing Company Secretary in advising various companies for over 15 years. Corporate Consultant on various Economic Laws. Handled many public issues as Advisor under SEBI guide lines Coordinated entire Merger & Amalgamation proceedings for more than 15 corporate. | Mr. Nagaraja has over 30 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  | Bachelor's Degree in Civil Engineering from Karnataka University  |
| List of other companies in which directorship is held as on March 31, 2021   | <ol style="list-style-type: none"> <li>1. Rockwell Industries Limited</li> <li>2. Tanla Platforms Limited</li> </ol>  | <ol style="list-style-type: none"> <li>1. MDDA-Ramky Isbus Terminal Limited</li> <li>2. Ramky Elsamex Hyderabad Ring Road Limited</li> <li>3. Ramky Food Park (Chattisgarh) Limited</li> <li>4. Ramky Towers Limited</li> <li>5. Ramky Multi Product Industrial Park Limited</li> <li>6. Sehore Kosmi Tollways Limited</li> <li>7. JNPC Pharma Innovation Limited</li> <li>8. Pantnagar CETP Private Limited</li> </ol>               |
| Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2021 | <ol style="list-style-type: none"> <li>1. Tanla Platforms Limited</li> </ol>  | Nil   |
| Equity Shares held in the Company as on 31.03.2021   | Nil   | 16,74,480 Equity shares of Rs. 10/- each  |
| Relationship between Directors inter-se  | Nil   | Nil   |

\*Directorships and Committee memberships in Ramky Infrastructure Ltd are not included in the aforesaid disclosure. Also directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees, Nomination & Remuneration Committee and Stakeholders' Relationship Committees of only public Companies have been included in the aforesaid table.