

NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting of the members of Ramky Infrastructure Limited will be held on Thursday the 15th Day of September, 2022 at 11.30 A.M. 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 15th Floor, Ramky Grandiose, 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, 2022, 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, 2022 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. RAVI PRASAD POLIMETLA, AS WHOLETIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special 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. Ravi Prasad Polimetla (DIN: 07872103) as Wholetime 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 duly amended for a period of Three (3) years w.e.f. 08th February, 2023."

"FURTHER RESOLVED 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 were appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23, 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 and approved and ratified."

"FURTHER RESOLVED 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."

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

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

Place: Hyderabad
Date : 11.08.2022

Notes:

- Pursuant to the General Circular nos. 2/2022 dated May 05, 2022 and 19/2021 dated January 13, 2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) from time to time and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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").
- 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.
- E-AGM: The Company has appointed KFin Technologies Limited, Registrars and Transfer Agents, to provide VC/OAVM facility for the Annual General Meeting and the attendant enablers for conducting of the AGM
- 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.

- 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.
- 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 Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e- voting system as well as venue voting on the date of the AGM will be provided by KFin Technologies Limited.

7. In line with Ministry of Corporate Affairs circular No. 17/2020 dated April 13, 2020, the Notice of the 28th AGM and the Annual Report for 2021-22 will be available on the Company's website www.ramkyinfrastructure.com for download. The notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of KFin Technologies Limited.
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 emeetings.kfintech.com from 09:00 A.M. of 12th September, 2022 till 05:00 P.M. of 13th September, 2022.
9. Shareholders who have **queries** may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at emeetings.kfintech.com latest by 5:00 P.M. of Tuesday, 13th September, 2022.
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 and 4 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 from 09:00 A.M. of 12th September, 2022 till 05:00 P.M. of 13th September, 2022 so that the required information can be made available at the Meeting.
14. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar & Share Transfer Agent, KFin Technologies Limited. Members holding shares in electronic form must send the advice about the change of address to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.
16. Members holding shares under multiple folios are requested to consolidate their holdings, if the shares are held in the same name or in the same order of names.
17. The equity shares of the Company have been notified for compulsory trading in demat form. The Company has signed a tripartite agreement with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and KFin Technologies Limited to facilitate dematerialisation of shares. Members are requested to avail of this facility and have their shareholding converted into dematerialised form.
18. Considering the sustainability initiatives of the company and the save tree and preserve environment, all Documents referred to in the accompanying notice and the Explanatory Statement will be sent to the respective shareholder upon receiving the request at the e-mail id 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.
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@kfintech.com. Please submit duly filled and signed member updation form to the above mentioned email id. Upon verification of the Form the email will be registered with the Company till the date of AGM.
22. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants. Members who hold shares in physical form are requested to fill and send the required details to the Registrar and Share Transfer Agent, KFin Technologies Limited at Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Telangana.
23. In terms of Sections 124 of the Companies Act, 2013 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF (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, amended by the Companies (Management and Administration) Amendment Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, shareholders are provided with the facility to cast their vote electronically, through the Remote e-voting and instapoll services provided by KFin Technologies Limited, in respect of all resolutions set forth in this Notice.

Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., Thursday, 08th day of September, 2022 only shall be entitled to avail the facility of remote e-voting.

The remote e-voting period commences on Monday, 12th September, 2022 at 9.00 A.M. and ends on Wednesday 14th September, 2022 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 KFin Technologies Limited, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 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 Monday, 12th September 2022 at 09:00 AM. and ends on Wednesday, 14th September, 2022 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. 08th September, 2022.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfinetech.com. However, if he / she is already registered with KFin Technologies Limited for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

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

Step 2: Access to KFinetech 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 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.nsdl.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.nsdl.com>
 - II. Select "Register Online for IDEAS" or click at <https://eservices.nsdl.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.nsdl.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. KFinetech.
 - V. On successful selection, you will be redirected to KFinetech 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

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

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 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. 08th September, 2022 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 csnvss@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 KFin Technologies, 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.
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile KFin Technologies 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 KFin Technologies. 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/KFin Technologies. 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 15 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 emeetings.kfintech.com. Questions /queries received by the Company from 09:00 A.M. of 12th September, 2022 till 05:00 PM of 13th Day of September 2022 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 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 KFin Technologies. On successful login, select 'Speaker Registration' which will be opened from 12th September 2022 to 13th September, 2022. 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 KFin Technologies. On successful login, select 'Post Your Question' option which will be opened from 12th September, 2022 to 13th September, 2022.
- 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> (KFin Technologies Website) or call KFin Technologies' toll free No. 18003094001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 08th September, 2022, 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 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 KFin Technologies at toll free number 1-800-309-4001 or write to them at 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 & 4 of the accompanying Notice dated 11.08.2022.

Item No.3

Mr. Ravi Prasad Polimetla was appointed as the Wholetime Director of the Company w.e.f. 08.02.2020 for a period of three years. His term as Wholetime Director will conclude on 07.02.2023.

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

Accordingly, the Board at its meeting held on 11.08.2022 and upon the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Ravi Prasad Polimetla as the Wholetime Director of the Company for a further term of 3 years effective from 08.02.2023, based on the efforts put in by him during his tenure as the Wholetime Director of the Company. Considering his experience and past performance, the Committee and Board felt the need for continuity of the services of Mr. Ravi Prasad Polimetla is important and would be beneficial to the company and hence his re-appointment was desirable in the best interest of the Company. The Board recommends the re-appointment of Mr. Ravi Prasad Polimetla 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 paying a remuneration of INR 38,82,120/- (Rupees Thirty Eight Lakhs Eighty Two Thousand One Hundred and Twenty Only) to Mr. Ravi Prasad Polimetla, Wholetime Director of the Company. In furtherance, the Board proposes the members to authorise Nomination and Remuneration Committee to decide the remuneration to be paid to Mr. Ravi Prasad Polimetla, Wholetime Director of the Company post his re-appointment subject to the limits specified under the Companies Act, 2013.

The Board recommends the passing Item No. 3 as a Special Resolution.

Except Mr. Ravi Prasad Polimetla 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, 2023 at a remuneration of INR 1,50,000/- (Rupees One lakh fifty thousand only) plus all applicable taxes and re-imbusement 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.

By Order of the Board
For **Ramky Infrastructure Limited**

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

Place: Hyderabad
Date : 11.08.2022

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. Anantapurguggilla Ravindranath Reddy | Mr. Ravi Prasad Polimetla |
|--|---|---|
| Date of Birth | 18.06.1957 | 11.06.1975 |
| Date of Appointment | 29.05.2012 | 08.02.2020 |
| Expertise in specific functional areas | <p>Dr. A. G. Ravindranath Reddy is a Fellow Company Secretary, a Post Graduate in Commerce and a Graduate in Law. He is a Corporate Consultant for the past 28 years, specializing in corporate laws, economic laws, foreign exchange laws, corporate restructuring, etc. He believes in 'learning beyond law' and was awarded with a Ph.D. in Management on topic – 'Role of Shareholders in Corporate Governance'.</p> <p>He practiced as an Advocate in Criminal Courts for the initial 2 years of his career. Post that, he had also worked in senior management levels in various companies for 6 years. He possesses hands-on experience in legal and court proceedings, handling public issues, coordinating amalgamation proceedings, advising on IBC matters, negotiating and drafting various agreements and implementation and compliance of corporate governance.</p> | <p>Mr. Polimetla Ravi Prasad is a B. Tech Graduate in Civil Engineering from Acharya Nagarjuna University and Post Graduate in Environmental Engineering & Management from Andhra University. He is also a competent certified Project Management Professional.</p> <p>He has over 23+ years of rich and varied experience in the field of Civil, Industrial and Environmental Infrastructure. He brings with him good knowledge of Project Management, Planning and Costing, Project and Contract Management. He has been associated with Ramky Infrastructure Limited since 2003 and is presently designated as Head – Operations of the Company. Prior to joining Ramky, he has worked with GMR Group and Soma Enterprises Limited</p> |
| 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 | Mr. Polimetla Ravi Prasad is a B. Tech Graduate in Civil Engineering from Nagarjuna University and Post Graduate in Environmental Engineering & Management from Andhra University. He is also a competent certified Project Management Professional. |
| List of other companies in which directorship is held as on March 31, 2022 | <ol style="list-style-type: none"> 1. Tanla Platforms Limited 2. Rockwell Industries Limited | <ol style="list-style-type: none"> 1. Ramky-MIDC Agro Processing Park Limited 2. MDDA-Ramky ISBus Terminal Limited 3. Ramky Elsamex Hyderabad Ring Road Limited 4. Hospet Chitradurga Tollways Limited 5. Naya Raipur Gems and Jewellery SEZ Limited (Under Process of Striking Off after closure of financial year) 6. Ramky Multi Product Industrial Park Limited 7. Hyderabad STPS' Limited 8. Frank Lloyd Tech Management Services Limited |
| Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2022 | 3 | 2 |
| Equity Shares held in the Company as on March 31, 2022 | Nil | 10 Equity shares of INR 10/- each |
| Relationship between Directors inter-se | Nil | Nil |

*Directorships and Committee memberships in Ramky Infrastructure Limited 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 Stake Holders' Relationship Committees of only Public Companies have been included in the aforesaid table.