



Ramky Infrastructure Ltd.

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CIN: L74210TG1994PLC017356

Date : 23.01.2025
Hyderabad

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.
Scrp Code: 533262

To,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051
Scrp Symbol: RAMKY

Dear Sir / Madam,

Sub: Outcome of the Board Meeting

This is to inform you that the Board of Directors of the Company at its meeting held today i.e. on 23rd January 2025 has *inter-alia* considered and approved the following;

1. Approved Scheme of Amalgamation for the Merger of **SEHORE KOSMI TOLLWAYS LIMITED (THE "TRANSFEROR COMPANY- 1") AND RAMKY ELSAMEX HYDERABAD RING ROAD LIMITED (THE "TRANSFEROR COMPANY- 2")** (Wholly Owned Subsidiaries) with **RAMKY INFRASTRUCTURE LIMITED** (hereinafter referred to as "Transferee Company") Holding Company subject to necessary statutory and regulatory approvals under applicable laws. The details as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 are furnished in Annexure A.

The Meeting concluded at 04.00 P.M.

Thanking you,
Yours sincerely,

For RAMKY INFRASTRUCTURE LIMITED


Kesava Datta
Company Secretary
M. No - A61331



Encl: as above



Annexure A

Towards sustainable growth

Particulars	Details		
Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc	Transferee Company (INR In Crores)		
	Name of the Entity	Revenue for the year ended 31 st March 2024 (Standalone)	Networth as on 31 st March 2024 (Standalone)
	RAMKY INFRASTRUCTURE LIMITED	2,033.19	1,259.14
	Transferor Companies (Wholly Owned Subsidiaries of RAMKY INFRASTRUCTURE LIMITED) (Rs. in Crores)		
	Name of the Entity	Revenue for the year ended 31 st March 2024 (Standalone)	Networth as on 31 st March 2024 (Standalone)
	Sehore Kosmi Tollways Limited	0	(10.21)
	Ramky Elsamex Hyderabad Ring Road Limited	0	48.11

Kuldeep

<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"</p>	<p>The scheme involves the amalgamation of wholly owned subsidiary companies with the holding company. Therefore, it is exempted as per Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scheme is also exempt from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.</p> <p>Furthermore, in accordance with the General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs, transactions resulting from compromises, arrangements, and amalgamations under the Companies Act, 2013, are not subject to the requirements of Section 188 of Companies Act, 2013.</p>
	<p>As the Transferor Companies, being wholly owned subsidiaries of the Company, is proposed to be amalgamated with the Company through the Scheme, there will be no issue of shares by the Transferee Company. Accordingly, no valuation will be required.</p> <p>Therefore, requirement of arm's length criteria is not applicable.</p>

Kuldeep



<p>Area of business of the entity(ies);</p>	<p>The Transferor Companies -</p> <p>Ramky Elsamex Hyderabad Ring Road Limited is in the Business of Design, Construction, Development, Operation and Maintenance of the Eight Lane access controlled Expressway Under Phase IIA, programme as an extension of Phase I of Outer Ring Road (ORR) to Hyderabad for the Package from Tukuguda to Shamshabad from Km 121.000 to Km 133.63 on Build, Operate and Transfer (BOT) (Annuity) basis.</p> <p>Sehore Kosmi Tollways Limited is in the business of Designing, Engineering, Build, Procurement, Construction, Development, operation and maintenance and transfer of the two laning Sehore-Icchawar-Kosmi road section from 00.0 (Km) (near Sehore) to Km 50.120 on State Highway no.53 in the State of Madhya Pradesh on DBFOT on toll and annuity basis.</p> <p>The Transferee Company -</p> <p>RAMKY INFRASTRUCTURE LIMITED ("RIL) is one of the top construction and infrastructure development Companies in India with a successful track record of over 31 years. Almost all the projects which RIL takes up are mainly Government Projects. RIL has executed several prestigious projects for the Govt. of India, various State Govts, and public sector undertakings. RIL have executed / been executing Projects in almost all the States and Union Territories in India.</p>
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Rationale for amalgamation/ merger	<p>The merger will lead to improved efficiency in the overall combined business including eliminating inter corporate dependencies, minimize the administrative compliances and to maximize shareholders value.</p> <p>The merger will result in reduction in overheads including administrative, managerial and other expenditure, and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs.</p> <p>Simplification of group structure by eliminating multiple companies within the group.</p>
In case of cash consideration – amount or otherwise share exchange ratio	<p>Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares of the Transferee Company shall be allotted under the Scheme.</p>
Brief details of change in shareholding pattern (if any) of listed entity	<p>There will be no change in the shareholding pattern of the Company pursuant to the merger as no shares are being issued by the Company in connection with the Scheme.</p>

For RAMKY INFRASTRUCTURE LIMITED


Kesava Datta
Company Secretary
M. No - A61331

