



Ramky Infrastructure Limited

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25.02.2026

To,
National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400051.
Scrip Symbol: RAMKY

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

Scrip Code: 533262

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Receipt of Uncertified Final Order Copy for the Scheme of Amalgamation

Dear Sir/Madam,

This is further to our disclosures dated 23.01.2025 and 24.01.2025 and 06.03.2025 and 02.07.2025 and other disclosures submitted in connection with the Scheme of Amalgamation of Ramky Infrastructure Limited ("Transferee Company")/Holding Company and Sehore Kosmi Tollways Limited (The "Transferor Company- 1") and Ramky Elsamex Hyderabad Ring Road Limited (The "Transferor Company- 2") (both wholly owned subsidiaries), and their respective shareholders and creditors ("the Scheme"), under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we to wish to inform you that the Hon'ble National Company Law Tribunal, Hyderabad Bench ('Hon'ble NCLT'), in connection with Company Scheme in Petition No. CP (CAA) No.26/230/HDB/2025, has pronounced the Order on 24th February, 2026, sanctioning the aforesaid Scheme of Amalgamation ('Order') and uploaded the order copy on the website of Hon'ble NCLT. A Certified copy of the Hon'ble NCLT Order is awaited.

The complete Order approving the Scheme is available on the website of the Hon'ble National Company Law Tribunal. The gist of the said Order, as available on the website, is re-produced hereunder.



The Salient features of the Order passed by NCLT are as under

- a) The Scheme of Amalgamation, is hereby sanctioned and confirmed with Appointed Date as 01.04.2024 and shall be binding on all the members, employees, creditors, concerned statutory, regulatory authorities and all other stakeholders of the Petitioner Companies.
- b) While approving the Scheme, we make it clear that this Order should not be construed as an Order in anyway granting exemption from payment of stamp duty, taxes or any other charges, if any, payable, in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.
- c) The whole of the assets, property, rights and Liabilities of the Transferor Company shall be transferred without the requirement of any further act or deed to the Transferee Company.
- d) The Tribunal directed the Petitioner Companies to comply with all the observations pointed out by the Regional Director and Official Liquidator, if any.
- e) The Tribunal directed the Petitioner Companies to preserve the books of accounts, papers and records and the same shall not be disposed of without the prior permission of the Central Government in terms of the provisions of Section 239 of the Companies Act, 2013.
- f) The Tribunal directed the Petitioner Companies to ensure statutory compliance of all applicable laws and also on sanctioning of the present Scheme, the Petitioner Companies shall not be absolved from any of its statutory liabilities, in any manner.
- g) The Tribunal directed the Petitioner Companies involved in the Scheme, to comply with Rule 17(2) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016. The Petitioner Companies within 30 days after the date of receipt of certified copy of the order, shall cause certified copy to be delivered in the Form INC-28 to the Registrar of Companies concerned for registration and on such certified copy being delivered, Registrar of Companies concerned shall take all necessary consequential action in respect of the Petitioner Companies.
- h) The Petitioner Companies are further directed to take all consequential and statutory steps required in pursuance of the approved Scheme of Amalgamation under the provisions of the Companies Act, 2013 and submit necessary compliance and undertaking relating to the objections raised by the Regional Director (SER), MCA, Government of India, Hyderabad and Official Liquidator, Hyderabad.
- i) All the legal proceedings including those having any tax implications pending by/or against the Transferor Company shall be continued by/or against the Transferee Company in accordance with law.
- j) The tax implications, if any, arising out of the Scheme shall be applicable as per provisions of the Income Tax Act.
- k) The Transferee Company is directed to strictly comply with the Accounting Treatment Standards prescribed under Section 133 of the Companies Act, 2013.
- l) The sanction of the Scheme by this Tribunal shall not forbid the Revenue Authority from taking appropriate recourse for recovering the existing and previous tax liabilities of the Transferor and Transferee Companies.



- m) We direct the Transferee Company to comply with the provisions of Section 2(41) of the Companies Act, 2013, if applicable.
- n) The Transferor Companies shall be dissolved without going through the process of winding up.
- o) The Petitioner Companies shall until the completion of the Scheme of Amalgamation, file a statement in such form and within such time as prescribed with the Registrar every year duly certified by the Chartered Accountant or a Cost Accountant or a Company Secretary to the effect that the Scheme of Amalgamation is being complied in accordance with the orders of this Tribunal as required under Section 232(7) of the Companies Act, 2013.
- p) All concerned shall act on a copy of this Order along with Scheme duly authenticated by the Deputy/Assistant Registrar of this Tribunal.
- q) Any person shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.
- r) Accordingly, the Company Petition bearing CP(CAA) No. 26/230/HDB/2025 is allowed and stands disposed of.

This is for your information and records.

Yours faithfully,
For RAMKY INFRASTRUCTURE LIMITED


Kesava Datta
Company Secretary
M. No.: A 61331

