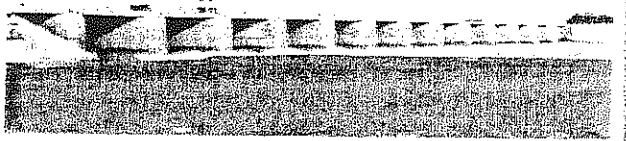
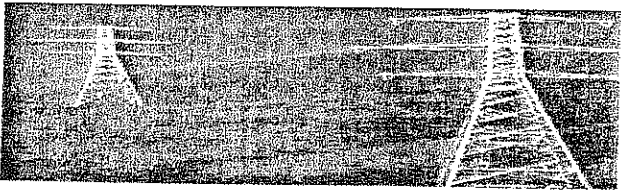
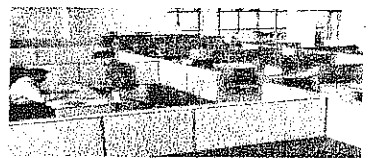
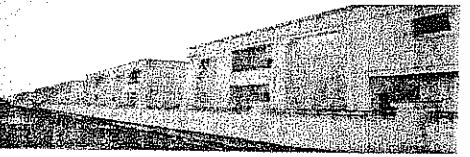
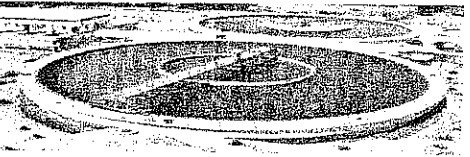
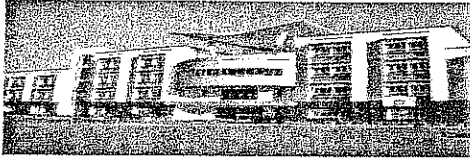




16 YEARS OF GROWTH & DEVELOPMENT

# RAMKY INFRASTRUCTURE LIMITED



## 16<sup>th</sup> ANNUAL REPORT 2009-10

Regd. Office: 6-3-1089/G/10 & 11, 1<sup>st</sup> Floor, Gulmohar Avenue, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, A.P.

Phone No. 040-23310091 (30 LINES) Fax No. 040-23302353

<b>Contents</b>	<b>Page Numbers</b>
Board of Directors	1-2
Notice and Explanatory Statement	3-7
Directors' Report	8-15
Management Discussion and Analysis	16-22
Report on Corporate Governance	23-27
Stand Alone Financials	
Auditor's Report	28-33
Balance Sheet	34-39
P&L Account	40
Cash Flow Statement	41
Schedules to Balance Sheet and P & L Account	42-65
Consolidated Financials	
Auditor's Report	66-67
Balance Sheet	68
P&L Account	69
Cash Flow Statement	70
Schedules to Balance Sheet and P & L Account	71-99
Statement pursuant to Section 212 (1) (e) of Companies Act, 1956	100
Statements / Reports of Subsidiaries	101
Proxy & Attendance Slip	102

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## **Ramky Infrastructure Limited**

6-3-1089/G/10&11, 1<sup>st</sup> Floor Gulmohar Avenue, Rajbhavan Road,  
Somajiguda, Hyderabad – 500082

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### **BOARD OF DIRECTORS**

Mr. A. Ayodhya Rami Reddy	---	Chairman
Mr. Y. R. Nagaraja	---	Managing Director
Mr. Rajiv Maliwal	---	Director
Ms. Archana Niranjana Hingorani	---	Director
Mr. Kamlesh Shivji Vikamsey	---	Independent Director
Mr. V. Harish Kumar	---	Independent Director
Mr. V. Murahari Reddy	---	Independent Director
Mr. P. V. Narasimham	---	Independent Director
Dr. P. G. Sastry	---	Independent Director

### **STATUTORY AUDITORS**

M/s. Visweswara Rao & Associates  
“SRI” Plot No.512A1, Road No.31  
Jubilee Hills, Hyderabad – 500033  
Phone: +91-40 – 23546705

### **JOINT STATUTORY AUDITORS**

BSR & Co  
Chartered Accountants  
Reliance Humsafar, IV Floor,  
Banjara Hills, Road no.11  
Hyderabad – 500 034

### **INTERNAL AUDITORS**

M/s. K.P. Rao & Associates  
Chartered Accountants  
7-1-59/4&8, Ameerpet,  
Hyderabad – 500 016

### **REGISTERED OFFICE**

6-3-1089/G/10&11, 1<sup>st</sup> Floor, Gulmohar Avenue  
Rajbhavan Road, Somajiguda  
Hyderabad – 500082  
Phone: 040-23306773  
Fax : 040-23305726

### **REGISTRAR AND TRANSFER AGENT**

Karvy Computershare Private Limited  
Plot no. 17-24, Vithalrao Nagar,  
Madhapur, Hyderabad 500 081,  
Andhra Pradesh, India.  
Telephone: +91 40 2342 0818

## **COMPANY SECRETARY**

Mr. V.Phani Bhushan,  
Company Secretary

## **BANKERS**

State Bank of India  
Development Credit Bank Limited  
ING Vysya Bank Ltd.  
Standard Chartered Bank  
ICICI Bank Limited  
IndusInd Bank Limited  
Punjab National Bank

State Bank of Hyderabad

Axis Bank Limited  
Yes Bank Limited  
Indian Bank  
IDBI Bank Limited  
Andhra Bank

## **Ramky Infrastructure Limited**

Regd. Office: 6-3-1089/G/10&11, 1<sup>st</sup> Floor Gulmohar Avenue, Rajbhavan Road,  
Somajiguda, Hyderabad – 500082

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### **Notice of Sixteenth Annual General Meeting**

Notice is hereby given that the Sixteenth Annual General Meeting of the members of Ramky Infrastructure Limited will be held on Wednesday, the 15 September 2010 at registered office at 6-3-1089/G/10&11, 1<sup>st</sup> Floor, Gulmohar Avenue, Rajbhavan Road, Somajiguda, Hyderabad – 500082 at 10.00 a.m to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Report of Directors, P&L Account for the year ended 31 March 2010 and Balance Sheet as at that date and the report of Auditors thereon.
2. To appoint a director in place of Mr. P.V. Narasimham, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. P.G. Sastry, who retires by rotation and being eligible offers himself for re-appointment.
4. *To appoint statutory auditors and fix their remuneration and for this purpose to consider and if thought fit to pass with or without modifications, the following as an ordinary resolution*

**“RESOLVED THAT** M/s Visweswara Rao & Associates, Chartered Accountants, Hyderabad (Registration No 005774S) be and are hereby appointed as auditors of the company to hold office until the conclusion of the next annual general meeting of the company at a remuneration to be fixed by the Board of Directors/Committee thereof of the Company.”

5. *To appoint Joint statutory auditors and fix their remuneration and for this purpose to consider and if thought fit to pass with or without modifications, the following as an ordinary resolution*

**“RESOLVED THAT** M/s BSR & Co, Chartered Accountants, Hyderabad (Registration No 101248W) be and are hereby appointed as Joint Statutory auditors of the company to hold office until the conclusion of the next annual general meeting of the company at a remuneration to be fixed by the Board of Directors/Committee thereof of the Company.”

#### **SPECIAL BUSINESS**

6. *To consider and if thought fit to pass with or without modification the following resolution as a Special resolution*

**TO RE-APPOINT AND CONFIRM THE REMUNERATION PAYABLE TO SHRI A.AYODHYA RAMI REDDY, EXECUTIVE CHAIRMAN OF THE COMPANY**

“RESOLVED THAT pursuant to provisions of Sections 198, 269, 309 & 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the company be and is here by accorded for re- appointment of Shri A. Ayodhya Rami Reddy as Executive Chairman of the company for further period of 3 years w.e.f 01/04/2010 .

“FURTHER RESOLVED THAT pursuant to provisions of Section 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, having considered the entire aspects and subject to the requisite approvals and approval of the remuneration committee, approval of the company be and is here by accorded for the payment of remuneration to Sri A. Ayodhya Rami Reddy by way of Salary, Dearness Allowance, Perquisites, Commission and other allowance up to a maximum amount equivalent to 5% of the net profits of the Company for the remaining period of his tenure i.e upto 31/03/2013.

“FURTHER RESOLVED THAT Shri A. Ayodhya Rami Reddy be paid the above remuneration subject to a limit of Rupees Ninety (90) Lakhs per annum towards Salary, DA and other allowances and upto 1% of Net Profits as Commission for the Financial Year 2010-11 which shall be reviewed from time to time and shall continue until changed .”

“FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any year during his tenure, Sri A. Ayodhya Rami Reddy shall be paid a minimum remuneration as provided in Schedule XIII of The Companies Act, 1956, as in force in each year and such remuneration shall be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between the Executive Chairman and the Remuneration Committee of the company”.

7. *To consider and if thought fit to pass with or without modification the following resolution as a Special resolution*

*TO DETERMINE THE REMUNERATION PAYABLE TO SHRI Y.R.NAGARAJA, MANAGING DIRECTOR OF THE COMPANY*

“**RESOLVED THAT** pursuant to provisions of Section 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, having considered the entire aspects and subject to the requisite approvals and pursuant to the approval of the remuneration committee, Consent of the Members of the company be and is here by accorded for the payment of remuneration to Sri Y. R. Nagaraja, Managing Director by way of Salary, Dearness Allowance, Perquisites, Commission and other allowance up to a maximum amount equivalent to 5% of the net profits of the Company for the remaining period of his tenure i.e upto 31/03/2012.

“**FURTHER RESOLVED THAT** Shri Y. R. Nagaraja be paid the above remuneration subject to a limit of Rupees Seventy Five (75) Lakhs per annum towards Salary, DA and other allowances for the Financial Year 2010-11 which shall be reviewed from time to time and shall continue until changed .”

“**FURTHER RESOLVED THAT** in the event of absence or inadequacy of profits in any year during his tenure, Sri Y. R. Nagaraja shall be paid a minimum remuneration as provided in Schedule XIII of The Companies Act, 1956, as in force in each year and such remuneration shall be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between the Managing Director and the Remuneration Committee of the company”.

By Order of the Board,  
For Ramky Infrastructure Limited

Dated: 21/07/2010  
Place : Hyderabad.

Sd/-  
(Y.R.Nagaraja)  
Managing Director

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself. The proxy, so appointed, need not be a member of the company. In order to be effective, the proxy forms duly completed and signed should reach the registered office the company at least 48 hours before the commencement of the meeting.
2. An Explanatory Statement under section 173(2) of the Companies Act, 1956 is annexed hereto in respect of item no.6 & 7 of the Notice is attached. The statement of the particulars of Directors seeking reappointment as required under clause 49 of the Listing Agreement is enclosed as **Annexure A.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956:**

**Item No. 6**

The Board of Directors of the company vide circular resolution effective dated 01 April 2010 have re-appointed Mr. A.Ayodhya Rami Reddy as Executive Chairman of the company for a period of 3 Years w.e.f 01 April 2010. The company has achieved the tremendous growth under the able guidance and stewardship of Mr. A. Ayodhya Rami Reddy, Executive Chairman. It was felt appropriate to revise the current remuneration of Mr. A. Ayodhya Rami Reddy, to commensurate with the operations and performance of the Company. The remuneration Committee of the Board in its meeting held on 30 April 2010 has reviewed and recommended a overall remuneration by way of Salary, Dearness Allowance, Perquisites, Commission and other allowances upto a maximum amount equivalent to 5% of the net profits of the Company for the remaining period of his tenure i.e. upto 31 March 2013.

It also recommended (i) subject to a limit of rupees ninety (90) lakhs per annum towards Salary, Dearness Allowance, Perquisites, and other allowances and upto 1% of the Net Profits as Commission for the FY 2010-11 and the same shall be reviewed and revised by the Board of Directors or any committee of the Board on yearly basis subject to the overall limits of 5% of the Net Profits of the Company and shall continue until changed (ii) in the event of the absence or inadequacy of profits in any year during his tenure, Mr. A. Ayodhya Rami Reddy shall be paid a minimum remuneration as provided in Schedule XIII of the Companies Act, 1956, as in force in relevant year and such remuneration shall be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between Mr. A. Ayodhya Rami Reddy and the Board of Directors or any committee of the Board.

The Board has accepted the recommendations of the Remuneration committee and has revised the remuneration and re-appointment as mentioned above for the approval of the members in accordance with the provisions of Section 198, 269, 309 & 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956.

This may be treated as an abstract of the terms and conditions of the re-appointment and revised remuneration to Mr. A. Ayodhya Rami Reddy in terms of Section 302 of the Companies Act, 1956. None of the directors are interested in the above transaction except Mr. A. Ayodhya Rami Reddy.

Your Directors commend the resolution for your approval.

#### Item No. 7

Mr. Y. R. Nagaraja has made a commendable contribution to the growth of the company. It was felt appropriate to revise the current remuneration of Mr. Y. R. Nagaraja, to commensurate with the operations and performance of the Company. The remuneration Committee of the Board in its meeting held on 30 April 2010 has reviewed and recommended a overall remuneration by way of Salary, Dearness Allowance, Perquisites, Commission and other allowances upto a maximum amount equivalent to 5% of the net profits of the Company for the remaining period of his tenure i.e. upto 31 March 2012.

It also recommended (i) subject to a limit of rupees seventy Five (75) lakhs per annum towards Salary, Dearness Allowance, Perquisites, and other allowances for the FY 2010-11 and the same shall be reviewed and revised by the Board of Directors or any committee of the Board on yearly basis subject to the overall limits of 5% of the Net Profits of the Company and shall continue until changed (ii) in the event of the absence or inadequacy of profits in any year during his tenure, Mr. Y. R. Nagaraja shall be paid a minimum remuneration as provided in Schedule XIII of the Companies Act, 1956, as in force in relevant year and such remuneration shall be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between Mr. Y. R. Nagaraja and the Board of Directors or any committee of the Board.

The Board has accepted the recommendations of the committee and has proposed the revision of remuneration as mentioned above for the approval of the members in accordance with the provisions of Section 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956.

This may be treated as an abstract of the terms and conditions of the revised remuneration to Mr. Y. R. Nagaraja in terms of Section 302 of the Companies Act, 1956. None of the directors are interested in the above transaction except Mr. Y. R. Nagaraja.

Your Directors commend the resolution for your approval.

By Order of the Board,  
For Ramky Infrastructure Limited

Dated: 21/07/2010  
Place : Hyderabad.

Sd/-  
(Y.R.Nagaraja)  
Managing Director



**Annexure A.**

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to clause 49 of the Listing Agreement)

Name of Director	P.G. Sastry	P.V. Narasimham
Date of Birth	14.02.1937	28.09.1941
Date of Appointment	26.10.2007	26.10.2007
Expertise in specific functional areas	He was an Alaxendar Von Humboldt Post Doctoral Fellow on global Competition and carried out ground water modelling. Presently, he is the Dean, Administration and Academic of Srinidhi Institute of Science and Technology and has also been designated as Advisor to Andhra Pradesh Government on Technical Education.	He has served as Chairman and Managing Director of the Industrial Finance Corporation of India and has been associated with the RBI and the Industrial Development Bank of India in various capacities. Currently he is serving as the Director General of K.J. Somaiya Institute of Management and Research Studies, Mumbai.
Qualification	He has a Bachelor's Degree in Civil Engineering (Honours) and a Master's Degree in Civil Engineering from the Indian Institute of Technology, Kharagpur as well as a Doctorate in Engineering from Technical University, Dresden, Germany	He has a Masters Degree in Economics from the Andhra University, Waltair
List of other companies in which Directorship is held as on 31 <sup>st</sup> March, 2010	<ul style="list-style-type: none"> <li>• Everest Infratech Management Services and Training Private Limited</li> <li>• Aquagreen Engineering Management Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• National Securities Clearing Corporation Limited</li> <li>• Swarna Tollways Private Limited</li> <li>• Appu Hotels Limited</li> <li>• Maheshwar Hydel Power Corporation Limited</li> <li>• Sundar Tajmahal Hotels Private Limited</li> <li>• Ashoka Builders and Developers Limited</li> </ul>
Chairman/Members of the Committees of the Board of the Companies in which he is a Director as on 31 <sup>st</sup> March, 2010	Nil	Appu Hotels Limited- <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Remuneration committee - Member</li> </ul>
Equity Shares held in the Company	Nil	Nil
Relationship between Directors inter-se	Nil	Nil

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 16<sup>th</sup> Report on the business and operations of your Company for the financial year ended March 31, 2010.

### FINANCIAL RESULTS

The performance of the Company for the financial year ended 31 March 2010 is summarized below:

*(Rs. in million)*

Particulars	31.03.2010	31.03.2009
Gross Turnover	20023.37	14592.31
Other Income	69.97	81.88
<b>Total Income</b>	<b>20093.34</b>	<b>14674.19</b>
Total Expenditure except Depreciation	18688.97	13721.85
Profit before Interest, Depreciation, Extraordinary items & Tax (PBIDT)	2016.37	1486.24
Depreciation	104.86	92.37
Profit before Interest, Extraordinary items & Tax (PBIDT)	1911.51	1393.87
Interest	612.00	533.90
Profit before taxes	1299.51	859.97
Prior Period Expenses	--	24.66
Provision for Tax	272.00	190.75
<b>Profit after Tax (PAT)</b>	<b>1027.51</b>	<b>644.56</b>
Balance brought forward from previous year	1934.77	1290.21
<b>Profit available for appropriation</b>	<b>2962.28</b>	<b>1934.77</b>
<b>Appropriations</b>		
Transfer to General Reserve	Nil	Nil
Proposed Dividend on existing shares	Nil	Nil
Corporate Dividend Tax	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>
<b>Balance carried to Balance Sheet</b>	<b>2962.28</b>	<b>1934.77</b>

### REVIEW OF PERFORMANCE

Your Company achieved a gross turnover of INR 20023.37 million for the year ended 31 March 2010 as against INR 14592.31 million for the previous financial year registering an incremental turnover of INR 5431.06 million at a growth rate of 37.21% over the previous year. Profit before tax stood at INR 1299.5 million and Profit after tax at INR