



Towards sustainable growth

*What the world needs,
we engineer...*

Annual Report 2014

Ramky Infrastructure Limited

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Towards sustainable growth

Corporate Information

Board of Directors

Mr. A. Ayodhya Rami Reddy	Executive Chairman
Mr. Y. R. Nagaraja	Managing Director
Mr. Rajiv Maliwal	Non-Executive Director
Dr. Archana Niranjana Hingorani	Non-Executive Director
Mr. V. Harish Kumar	Non-Executive Independent Director
Mr. V. Murahari Reddy	Non-Executive Independent Director
Dr A. G. Ravindranath Reddy	Non-Executive Independent Director
Mr. Rajasekhara Reddy	Non-Executive Independent Director

Joint Statutory Auditors

M/s. Visweswara Rao & Associates
Chartered Accountants
"SRI" Plot No.512A1, Road No.31
Jubilee Hills, Hyderabad - 500033

Joint Statutory Auditors

M/s. B S R & Co. LLP
Chartered Accountants
8-2-618/2, Reliance Humsafar, Fourth Floor,
Road No.11, Banjara Hills, Hyderabad-500 034

Internal Auditors

M/s. J S Sundaram & Co,
Chartered Accountants
II Floor, B1 & B3, Spaces & More Business Centre,
Road No.2, Banjara Hills, Hyderabad- 500034

Registrar & Share Transfer Agent

Karvy Computershare Private Limited
Plot no. 17-24, Vithalrao Nagar,
Madhapur, Hyderabad 500 081,
Telangana, India. Telephone: +91 40 44655000

Chief Financial Officer

Mr. I.W.Vijaya Kumar

Registered Office

Ramky Grandiose,
10th Floor, Sy No 136/2 & 4, Gachibowli,
Hyderabad – 500 032, Telangana.
Phone: 040-23015000; Fax : 040-23015444
Email : investors@ramky.com
Website: www.ramkyinfrastructure.com
CIN : L74210TG994PLC017356

Company Secretary

Mr. V.Phani Bhushan

Bankers

State Bank of India	ICICI Bank Limited
Axis Bank Limited	Punjab National Bank
IDBI Bank Limited	State Bank of Hyderabad
ING Vysya Bank Limited.	Yes Bank Limited
Standard Chartered Bank	IndusInd Bank Limited

Report on Corporate Social Responsibility

Since inception, Ramky infra believes in giving back to community by encouraging welfare of shareholders, employees, communities and civil society.

At Ramky Infra, we aim to improve the living and working conditions of the communities across the various infrastructure sites; through its CSR arm Ramky Foundation. Ramky infra has created impact on the lives of the communities socially and economically. The approach towards communities is through imparting necessary skills, technology, knowledge and other trainings for proper resources in creating safer working environment apart from taking up facilitation responsibilities by linking up with other development players to see the efforts successful.

During the FY 2013-14, CSR activities were focussed more on achieving sustainability in the activities as well as projects in the area of Health, Environment and Education around the infrastructure sites across the country. All the projects & programs were carried out under the aegis through our CSR arm i.e., Ramky Foundation (RF).

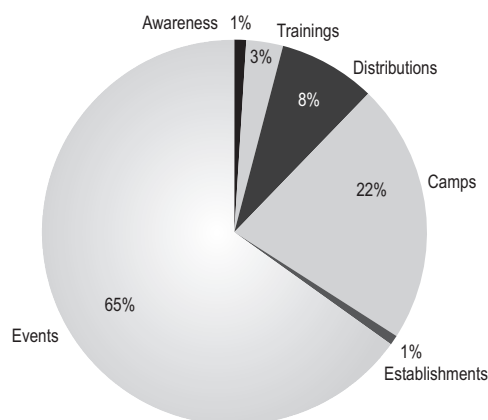
During the year, apart from implementing CSR activities in Education, Health, Women Empowerment and Natural Resource Management, the social activities focused on sustainable initiatives that not only created alternate income generation to the deprived but also improved the standards of living of the deprived people socially and economically.

Overall gist on the various activities undertaken under the CSR is drafted with the reach of beneficiaries.

In **Education**, material and infrastructure support to the adopted schools, conducting awareness through seminars and workshops to strengthen the education system, counselling on career building to the SSC students, stress management training to employees as well as to the students during work and exams hours respectively are some of the activities taken up which has impacted more than 3200 direct beneficiaries. Additionally, to encourage employee voluntarism concept and build direct relation with the communities events like children's day, teacher days etc., were also implemented.



Beneficiary reach through CSR



In **Health care**, comprehensive health check-up camps, sectorial health camps to the needy are the common activities that are being implemented since inception. Apart from the above, CSR activities provided quality health care facilities to the people living in the villages through health education, awareness on safety, health, hygiene and created awareness to the targeted interventions on HIV/AIDS. The CSR arm-Ramky Foundation is a signatory of UN Global compact and takes up its activities/ Programs in line with the Millennium Development Goals.



Mega Health Camp at one of the infrastructure site.

During the year, in the sector our special focus was on creating awareness on HIV/AIDS with regular check-up to combat HIV/AIDS, Malaria and Other diseases. In collaboration with Five State AIDS control societies, a strong approach towards Female Sex Workers in generating awareness through Condom Promotion, Creating an enabling environment, Management of STIs, etc. in order to reduce HIV/AIDS and Sexually Transmitted Infection (STI) Prevalence rate. 20 health camps were being undertaken during the year that has covered more than 4000 direct stakeholders.

Addressed the concerns raised by communities and other stakeholders in order to reduce or mitigate the risks during accidents at the infrastructural sites due to the lack of comprehensive, coordinated emergency services. A medical ambulance has set up at the companies' national highway project sites to ensure road safety during emergencies. It is being delivered an effective, coordinated and sustainable community based emergency response services and has provided support to the victims from accident scene to enable access to the medical personnel. This has benefitted the villages present at the either side of the infrastructural sites (National highway).

During the year, in accordance to the thrust area **Natural Resource Management**, the CSR activities were focused on Environmental Awareness on waste management, water conservation activities, sustainable agriculture development interventions, conducting green rallies and save tree campaigns. As part of the major CSR activities, plantations drive was taken up on environment day in and around infrastructure sites, aiming to enhance the greenery in the sites and communities.

Plantation drive on environment day



To address the needs of the communities in reducing the fluorosis content among the affected areas in Nalgonda district, Ramky infra under its CSR established an RO (reverse osmosis) water plant which is benefitting more than 3 villages nearby across its major infrastructure site.

Apart from the above activities inline to the thrust areas, in the area of **women empowerment** a pilot intervention was proposed so as to benefit the deprived women economically and socially in the society. Trainings on skill up gradation and income generation were given to the women during the financial year. Additionally, awareness on health, financial literacy and leadership training were also organised to employees as well as to the communities.

Palavelli- A Women Milk producer Enterprise.

A flagship CSR initiative implemented at Prakasham district. The project was successfully launched during Nov 2012 for the deprived women. The entire concept of the pilot is to ensure proper income generation source to improve the living standards. The project initiated by providing interest free loans to 58 women who own cattle with certain selection criteria. The loan helps in buying products, other required material for better cattle rearing that increase the income levels. Repayment of the loan is done through the milk instead of money which considers being a good way in repaying back the amount.



Women Beneficiaries of the pilot project..

The impact of the pilot was experienced in the year 2013-14, the women were not only empowered in generating the income but also improved their living standards, able to send their children to school, obtained respect in the family as well as in the society, good leadership skill among the women beneficiaries and many other things that has bought smiles on the faces of the women.

The best part of the intervention was that the women themselves formed into a common interest group of milk producers. They now can able to handle the financial, managerial aspects with the milk centre and related to product quality. The output increased the interest to replicate the CSR model project in other areas and is under progress.

Apart from the above, our CSR arm-Ramky Foundation in collaboration with other Govt department, PSU and private players have been implementing following projects

- Integrated Watershed Management Project is implemented in 12,000 hectares in Sagar and Vidisha districts of M.P. It provides sustainable livelihoods to the people residing in the watershed areas.
- Wadi project in Andhra Pradesh and West Bengal, aims to enhance the socio-economic status of 2000 Scheduled Tribe (ST) families through our interventions in the areas like- Horticulture, Soil Conservation, Water Resource Development, Women Empowerment, Health Care and Training and Capacity Building of the beneficiaries.
- Convergence of Agriculture in Maharashtra is a flagship project started in 2012. It envisages enabling rural poor to overcome poverty by developing sustaining means, so as to increase their socio economic status, household on farms and off farms livelihoods, allowing them to face production and market risk without falling back in poverty and distress and many others.

Thus, we reached more than 20000 direct beneficiaries through CSR activities. Ramky Foundation has moved towards a challenging measure of corporate responsibility, where results are measured not just by input but by its outcomes: the difference we make to the world and the contribution to alleviate certain deep rooted social problems. The emphasis on Corporate Responsibility as a focused activity embedding in to core business functions has enabled us to constantly explore for tools and competencies that not only leap forward our operations but also helps to long-term sustainability of our businesses.

NOTICE OF 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of the members of M/s. Ramky Infrastructure Limited will be held on **Tuesday, the 30th day of September, 2014 at 03.00 p.m** at AVASA Hotels, Plot No: 15, 24, 25 & 26, Sector - 1, Survey No: 64, Huda Techno Enclave, Madhapur, Hyderabad - 500081 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors there on.
2. To appoint a director in place of Dr. Archana Niranjana Hingorani (DIN: 00028037), who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint the statutory auditor and for this purpose to consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT M/s. Walker Chandiok & Co LLP, Chartered Accountants (Registration No 001076N/N500013) be and are hereby appointed as the statutory auditor of the company in place of retiring auditors M/s B S R & Co. LLP and M/s Visweswara Rao & Associates, Chartered Accountants to hold office from the conclusion of this annual general meeting until the conclusion of the sixth Annual General Meeting held thereafter (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration and its manner of payment to be fixed by the Board of Directors/Committee thereof".

SPECIAL BUSINESS:

4. To appoint Dr A. G. Ravindranath Reddy as Independent Director of the company and for this purpose to consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. A.G.Ravindranath Reddy (DIN 01729114), Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director, Board of Directors be and are hereby authorised severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

5. To appoint Mr. Rajasekhara Reddy as Independent Director of the company and for this purpose to consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read

with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajasekhara Reddy (DIN 02339668), Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director, Board of Directors be and are hereby authorised severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

6. To appoint Mr. V.Harish Kumar as Independent Director of the company and for this purpose to consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. V.Harish Kumar (DIN: 00887484), Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director, Board of Directors be and are hereby authorised severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

7. To appoint Mr. V.Murahari Reddy as Independent Director of the company and for this purpose to consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. V. Murahari Reddy (DIN: 01865148), Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director, Board of Directors be and are hereby authorised severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

8. To create charge/security on the movable / immovable assets of the company pursuant to section 180 (1) (a) of the Companies Act, 1956 and for this purpose, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the members through postal ballot on 28th April, 2012 and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or amendments thereof) and Rules made there under, consent of the Shareholders be and is hereby accorded for Mortgaging and/or charging by the Board of Directors (hereinafter referred to as "the Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) of the Company of all the immovable and movable properties of the Company, wheresoever situated, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company to or in favour of any public or private financial institution(s), mutual funds, banks, bodies corporate or any other person whomsoever participating in extending financial assistance, to secure any term loans working capital facilities, or any other type of financial assistance up to ₹.7500.00 Crores (Rupees Seven Thousand Five Hundred Crores only) lent and advanced/ agreed to be lent and advanced by them, together with interest, compound interest, additional interest, liquidated damages, premia on pre-payment, costs, charges, expenses or monies payable by the Company to them under loan agreements/letter of sanction.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank pari passu with the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the Company and the concerned parties.

RESOLVED FURTHER THAT the Board/Committee thereof be and is hereby authorized to finalise and execute any agreements and documents, necessary for creating mortgages and/ or charges as aforesaid and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board to be in the best interests of the Company".

9. To consider and if though it, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the members through postal ballot on 28th April, 2012 and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modifications or amendments thereof), consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the

power to delegate such authority to any person or persons) to borrow from time to time, as it may think fit, any sum or sums of money, from one or more banks/ financial institutions or from any bodies corporate, firms or persons in India or abroad, up to ₹ 7,500.00 Crores (Rupees Seven Thousand Five Hundred Crores only) on such security and on such terms and conditions as the Board may think fit, notwithstanding that the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate, for the time being, of the total paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose."

RESOLVED FURTHER THAT the Board be and is hereby further authorized to create mortgage and / or Charge on such properties of the Company as it may think fit and for that purpose execute such documents and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this resolution."

10. To consider, and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr.A.Ayodhya Rami Reddy (DIN: 00251430), who was appointed as an Additional Director of the Company with effect from 20 June 2014 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".

11. To appoint Mr.A.Ayodhya Rami Reddy as Executive Chairman of the Company and for this purpose to consider and, if thought fit to pass, with or without modifications the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (corresponding to sections 198, 269, 309, 310, 316, Schedule XIII and any other applicable provisions of the Companies Act, 1956) and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, consent of the shareholders be and is hereby accorded to the company for the appointment of Mr. A.Ayodhya Rami Reddy (DIN: 00251430), as "Executive Chairman" of the company for a period of 3 (Three) years effective from 20th June, 2014, without remuneration.

By Order of the Board
for Ramky Infrastructure Limited

Hyderabad
August 14, 2014

Y.R.Nagaraja
Managing Director
(DIN: 00009810)

Notes:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of items 4 to 11 of the Notice is attached. The statement of the particulars of Directors seeking Appointment / Re-appointment as required under clause 49 of the Listing Agreement is enclosed as **Annexure A**.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 26th September 2014 to 30th September, 2014 (both days inclusive).
5. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of AGM venue.
6. Members who hold shares in dematerialised form are requested to bring their depository account Number (Client Id and DP Id No) for easier identification and recording of the attendance at the meeting.
7. Members/Proxies are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of Annual Report will not be distributed at the meeting.
8. Members desirous of seeking any information on the accounts or operations of the Company are requested to write to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting
9. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Companies Act, 2013, are requested to send the nomination to the office of the Registrar and Transfer Agent of the Company.
10. 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 Karvy Computershare 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.
11. 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.
12. 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. Karvy Computershare Private Limited to facilitate dematerialisation of shares. Members are requested to avail of this facility and have their shareholding converted into dematerialised form.
13. All Documents referred to in the accompanying notice and the Explanatory Statement is open for inspection at the registered office of the company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

The Register of Director share holding shall be open for inspection during the period beginning 14 days before the Annual General Meeting and ending 3 days after its conclusion.
14. 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. Karvy Computershare Private Limited at Plot no. 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081, Andhra Pradesh, India.
15. In terms of Sections 205A and 205C of the Companies Act, 1956 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). Share holders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.
16. 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.
17. 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 and hard copy of the ballot paper will be provided at the venue of the AGM for those members who have not exercised their e-voting.
18. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Karvy.

The instructions for e-voting are as under:
 - a) Use the following URL for e-voting: Karvy website: <http://evoting.karvy.com>
 - b) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut off date, i.e.29 August 2014 (End of Day) may cast their vote electronically.

- c) Enter the login credentials i.e. User ID and password Please follow the instructions given in the e-voting portal.
- d) After entering the details appropriately, click on LOGIN.
- e) You will reach the Password change menu wherein you are required to mandatorily change your password.
- f) 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. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g) You need to login again with the new credentials.
- h) On successful login, the system will prompt you to select the EVENT, i.e. Ramky Infrastructure Limited.
- i) On the voting page, enter the number of shares as on the cut off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- j) Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
- k) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm, else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- l) During the voting period, shareholders can login any number of times till they have voted on the resolution.
- m) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- n) The Portal will be open for voting from 9 A.M. on 24 September 2014 to 6 P.M. on 26 September 2014.
- o) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).
- p) The Company has appointed Mrs. Bindu Kilari, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
- q) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- r) The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website www.ramkyinfrastructure.com and on the website of Karvy.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4 to 7 :

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Dr. A.G.Ravindranath Reddy, Mr. Rajasekhara Reddy, Mr. V.Harish Kumar and Mr. V.Murahari Reddy as Independent Directors of the Company up to 5 (five) consecutive years up to 31st March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors. The Board of Directors believe that the association of the aforementioned Independent Directors with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Dr. A.G.Ravindranath Reddy, Mr. Rajasekhara Reddy, Mr. V.Harish Kumar and Mr. V.Murahari Reddy as Independent Directors as set out in Item Nos. 4 to 7 for the approval of the shareholders at the ensuing Annual General Meeting.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management.

Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Other than the independent Directors of the company, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in

the proposed Ordinary Resolutions as set out in Item Nos. 4 to 7 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

In compliance of Clause 49 of the Listing Agreement, the particulars of Dr. A.G.Ravindranath Reddy, Mr. Rajasekhara Reddy, Mr. V.Harish Kumar and Mr. V.Murahari Reddy seeking appointment as independent directors are provided at **Annexure A**.

Item No 8 & 9:

The members of the Company through postal ballot conducted on 28th April, 2012, had approved respective resolutions under section 293(1)(a) and 293(1)(d) of the erstwhile Companies Act, 1956 for mortgaging the properties of the company in favour of the lenders and also for exercising the borrowing limits up to an aggregate amount of ₹ 7,500 Crores for the purpose of business of the company.

Pursuant to notification of Section 180 of the Companies Act, 2013, prior consent of the Shareholders by a special resolution is required to enable the Board of Directors to exercise these powers which, in aggregate, may exceed the paid-up capital and free reserves of the Company and to create charge on movable/immovable properties of the Company in favour of the lenders. Further, the Ministry of Corporate Affairs vide their circular no.4 dated: 25-03-2014 had clarified that all such resolutions passed earlier under section 293(1)(a) and 293(1)(d) of the erstwhile Companies Act, 1956 are valid and effective only for a period of one year up to 11-09-2014. Any such mortgages and borrowings after this date would require a fresh prior approval of the shareholders under section 180 of the Companies Act,

2013 through a special resolution. It is imperative that such an authority is required to be delegated to the Board of Directors or its Committee for carrying on the business of the Company in the ordinary course and the Board is of the view that the earlier approved borrowing limits of up to ₹ 7,500 Crores would be sufficient to carry on the business. Hence, the Board is not proposing any increase in these limits. Accordingly, the Board of Directors of the company at its meeting held on 14-08-2014 had approved these proposals subject to your approval.

None of the Directors / Key Managerial Personnel and their relatives are interested or concerned in the above special resolution set out under Item No: 8 & 9 of the Notice.

Item No 10 :

The Board of Directors at their meeting held on 20th June 2014 have appointed Mr. A. Ayodhya Rami Reddy as an Additional Director in terms of Section 161 of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of Mr. A. Ayodhya Rami Reddy as a Director. The Board of Directors propose the appointment of Mr. A. Ayodhya Rami Reddy as the Director and recommend the resolution as set out in Item No. 10 for the approval of the shareholders at the ensuing Annual General Meeting. None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 10 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

Item No 11:

Members are aware, that Mr. A. Ayodhya Rami Reddy was appointed as Executive Chairman of the Company for a period of three years (i.e. from 01/04/2013) by the board of directors on 14 February 2013 which was subsequently approved by the members at the 19th Annual General meeting held on 14 August 2013.

Mr. A. Ayodhya Rami Reddy has resigned from the board on 25 February 2014 as he has decided to contest the general election 2014. Soon after the completion of general elections, the Board of Directors of the company at its meeting held on 20 June 2014 have felt that the services of the Mr. A. Ayodhya Rami Reddy are needed by the company and have considered the appointment of Mr. A. Ayodhya Rami Reddy as Executive Chairman for a period of 3 years effective from 20 June 2014. Even though, the nomination and remuneration Committee was favorable in approving the remuneration subject to compliance of the applicable provisions, Mr. A. Ayodhya Rami Reddy denied to draw any remuneration, keeping in view of the financial position of the company. Accordingly, the Board has approved the appointment of Mr. A. Ayodhya Rami Reddy as Executive Chairman without remuneration.

Mr. A. Ayodhya Rami Reddy is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director and executive chairman. He holds 34556122 Equity shares (60.42%) directly by himself and aggregating to 38756152 equity shares (67.76%) along with his family members and persons acting in concert with him in the company.

Mr. A. Ayodhya Rami Reddy may be deemed to be concerned or interested or otherwise, to the extent of the aforesaid shareholding in respect of his appointment as Executive Chairman. This explanatory statement may also be regarded as an abstract of Memorandum under section 190 of the Companies Act, 2013 (corresponding section 302 of the Companies Act, 1956) and disclosure under Clause 49 of the Listing Agreement.

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

Hyderabad
August 14, 2014

Y.R. Nagaraja
Managing Director
(DIN: 00009810)