

Ramky Infrastructure Limited

What the world needs, we engineer...



Annual Report 2020-21

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27th Annual Report 2020-21

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rathnakara Nagaraja Yancharla	-	Managing Director
Mr. Ravi Prasad Polimetla	-	Whole-time Director
Dr. Ravindranath Reddy Anantapurguggilla	-	Non-Executive Director
Mr. Murahari Reddy Velpula	-	Independent Director
Dr. Ravi Kumar Reddy Somavarapu	-	Independent Director
Dr. Gangadhara Sastry Peddibhotla	-	Independent Director
Ms. Rama Devi Allam	-	Independent Woman Director
Ms. Mahpara Ali	-	Nominee Director

KEY MANAGERIAL PERSONNEL

Mr. Rathnakara Nagaraja Yancharla	-	Managing Director
Mr. Ravi Prasad Polimetla	-	Whole-time Director
Mr. Sanjay Kumar Sultania	-	Chief Financial Officer (Resigned w.e.f. 23.07.2021)
Mr. Kesava Datta Nanduri	-	Company Secretary and Compliance Officer (Appointed w.e.f. 14.06.2021)

AUDITORS

Statutory Auditors

M/s. M. V. Narayana Reddy & Co.,
Chartered Accountants
Flat No: 504, Vijaya Sree Apartments,
D.No: 8-3-941, Ameerpet,
Hyderabad – 500073, Telangana

INTERNAL AUDITORS

M/s. JKMR & Co
Chartered Accountants
10-5-6/B, 2nd Floor, My Home Plaza,
Masab Tank, Hyderabad - 500028, Telangana

SECRETARIAL AUDITOR

Mr. N.V.S.S. Suryanarayana Rao
Practicing Company Secretary
Plot No. 232B, Road No. 6, Samathapuri Colony,
New Nagole, Hyderabad-500 035, Telangana

COST AUDITOR

M/s. S R and Associates
Cost Accountants
F26, Raghava Ratna Towers, Chirag Ali Lane,
Abids, Hyderabad-500 001, Telangana

REGISTERED OFFICE

Ramky Grandiose,
15th Floor, Sy. No. 136/2 & 4, Gachibowli,
Hyderabad – 500 032, Telangana.
Phone: 040-23015000,
Fax : 040-23015444
Email : investors@ramky.com; secr@ramky.com
Website:www.ramkyinfrastructure.com
CIN: L74210TG1994PLC017356

REGISTRAR AND SHARE TRANSFER AGENT

Kfin Technologies Private Limited
Karvy Selenium, Tower B, Plot No. 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032.
Customercare Number: 1-800-309-4001

BANKERS

State Bank of India (SBI)
IDBI Bank Limited
Punjab National Bank (PNB)
Axis Bank Limited
ICICI Bank Limited

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Dr. Ravi Kumar Reddy Somavarapu	- Chairman
Mr. Murahari Reddy Velpula	- Member
Dr. Ravindranath Reddy Anantapuruggilla	- Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Murahari Reddy Velpula	- Chairman
Dr. Ravi Kumar Reddy Somavarapu	- Member
Mr. Rathnakara Nagaraja Yancharla	- Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Murahari Reddy Velpula	- Chairman
Dr. Gangadhara Sastry Peddibhotla	- Member
Dr. Ravindranath Reddy Anantapuruggilla	- Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Dr. Gangadhara Sastry Peddibhotla	- Chairman
Dr. Ravindranath Reddy Anantapuruggilla	- Member
Mr. Rathnakara Nagaraja Yancharla	- Member

RISK MANAGEMENT COMMITTEE (constituted w.e.f: 14.06.2021)

Dr. Ravindranath Reddy Anantapuruggilla	- Chairman
Dr. Ravi Kumar Reddy Somavarapu	- Member
Mr. Murahari Reddy Velpula	- Member
Mr. Ravi Prasad Polimetla	- Member & Chief Risk Officer
Chief Financial Officer – Ex officio	- Member

DIRECTOR'S PROFILE

Mr. Yancharla Rathnakara Nagaraja – Managing Director

Mr. Y.R. Nagaraja holds a Bachelors' Degree in Civil Engineering from Karnataka University and has over 37 years of experience in Civil, Industrial and Environmental Infrastructure.

He has started his career in the Year 1984 with Public Works Department in the State of Karnataka and thereafter worked with Mandanlal Steels Limited and Navega Engineers Private Limited. He has to his credit the successful implementation of a number of civil and environmental infrastructure projects.

- He has expertise in design, detailed engineering, costing, execution and commissioning of water, industrial wastewater and sewage treatment plants, roads, industrial sheds & buildings, specialized structures (M.S. buildings). He has toured extensively in the country and abroad to gain firsthand experience and exposure on various aspects related to environmental issues and civil construction activities.
- He has participated and conducted several seminars and symposia. He has also attended several training courses and is a member of the Environmental Auditors Registration Association (EARA). He is also member of IAEM, Institute of Engineers and Institute of Public Health Engineers Association.
- He was involved in the design and execution of aero-bridge project for Hyderabad International Airport.
- Under his leadership the company was awarded the Hyderabad Waste Management Project (HWMP) on BOO basis which is the first of its kind in the country.
- He was a co-designer of the first major Hazardous waste landfill facility in our country
- Designed and set-up wastewater and sewage treatment plants with UASBR as a unit operation.



Mr. Polimetla Ravi Prasad – Whole-time Director

Mr. 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.

He has over 22+ 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



Dr. A.G. Ravindranath Reddy – Non-Executive Director

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'.

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.



Dr. Ravi Kumar Reddy Somavarapu – Independent Director

Dr. Ravi Kumar Reddy Somavarapu is a Chartered Accountant and Business Advisory Consultant. He consults for many businesses, especially emerging enterprises. Ravi, for over 3 decades, is associated with RK Reddy & Associates, a Hyderabad based professional boutique firm focused on providing strategic management, finance, tax and regulatory advisory services. He currently is the Managing Partner of the firm. Dr. Ravi has wide experience in the areas of financial and management consultancy and had travelled extensively many countries as a member of various business delegations and for negotiating several joint ventures and collaborations. Dr. Ravi currently serves on the Boards of few corporates as an Independent Director.

Dr. Ravi is passionate about rural empowerment and has been actively associated for over a decade with Rural Economic and Educational Development Society – REEDS, a non-profit organization working towards enhancing the quality of life of rural communities playing an active role in various National Development Missions. Recognizing Ravi's efforts towards rural empowerment and skills development, American Sentinel University, Denver, Colorado, USA awarded him with an Honorary Doctorate in 2015.



Mr. Murahari Reddy Velpula – Independent Director

Mr. V. Murahari Reddy holds a Bachelor's Degree in Civil Engineering (Honors) from S.V. University, Tirupati.

He has over 56 years of total work experience during which he has worked in various positions in Roads & Buildings Department, Government of Andhra Pradesh and has retired as Engineer-in-Chief (R&B).

He also worked as Commissioner, Commissionerate of Tenders Govt. of A.P. He was the Managing Director of the Andhra Pradesh Road Development Corporation.

He is consultant to various State Governments and the World Bank in relation to Road Development Projects. He is also serving as an Arbitrator on behalf of NHAI and other State Governments. He is presently a visiting faculty at various institutes including the National Institute for Training of Highway Engineers and ASCI.



Dr. Peddibhotla Gangadhara Sastry – Independent Director

Dr. P. G. Sastry holds a Bachelor's Degree in Civil Engineering (Honours) and a Masters in Civil Engineering from the Indian Institute of Technology, Kharagpur as well as a Doctorate in Engineering from Technical University, Dresden, Germany and Post-Doctoral Research in Berlin and Hanover in Germany.

He has over 59 years of extensive and varied work experience and has the distinction of holding the following positions :

- Chairman, Environmental Appraisal Committee for River Valley Projects, Ministry of Environment and Forests, Govt. of India. Cleared irrigation Projects in different states of India with a command area of about 2 million hectares and Hydropower Projects having an installed capacity of 20,000 MW.
- Visiting Professor, Ohio State University, USA
- Training Specialist, World Bank Hydrology Project, 1996.
- Director-General, Walamtari (Twice), Irrigation and Command area Development Department, Andhra Pradesh during 1985-86 and 1993-95.
- Director N.I.T. Warangal during 1990-92.



He has been awarded the following:

1. "Alexander Von Humboldt Post-Doctoral Fellowship" on Global Competition, Germany, 1970 & 71.
2. Best paper in 'Environmental Engineering', Institution of Engineers (India), during 1978-79 and also in 1979-80.
3. 'Hem Prabha – S.N.Gupta Best Paper Award In Hydrology', Institution of Engineers (India), 1990-91.
4. 'Professional Expertise Award in Engineering', Vishwabharathi Academy, 1998.
5. 'Paryavarana Praveena', Title conferred by the Chief Minister of Andhra Pradesh, 2005.
6. 'Bharat Ratna Sir M. Visvesvaraya Special Award', Government of AP and Institution of Engineers (India), 2005.
7. 'Sir Arthur Co Tton Award', Jandhyala Charitable Trust, 2006.
8. 'Professor Par Excellence', Title conferred by the Chief Minister of Andhra Pradesh, 2006.
9. 'Padmabhushan Dr. K.L. Rao Special Award', AP Government and Institution of Engineers (India), 2007.
10. 'Engineering Educator Life Time Achievement Award', Indian Society for Technical Education (ISTE), 2008.
11. Honorary Doctorate (D.Sc.) Acharya Nagarjuna University, 2009.

Mrs. Allam Rama Devi – Independent Director

Ms. Allam Rama Devi is a Commerce Graduate from Nagarjuna University.

She has wide and rich experience of about 13 + years in the field of Human Resource Management, Finance & Accounts.

She is also on the Board of various other companies in the capacity of Independent Director.



Mrs. Mahpara Ali – Nominee Director

Mrs. Mahpara Ali is a rank holder from the Bangalore University, having completed her BA (Hons) and MA from there. She also holds a Diploma in Foreign Exchange from IIB and is an MBTI Professional.

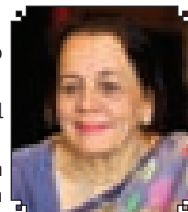
She retired as Chief General Manager from the State Bank of India, after having spent over 38 years in varied managerial positions in the Bank. Her assignments covered foreign exchange business, credit, retail banking and training.

She is recognised as a capable administrator and a woman of substance. As General Manager & then Chief General Manager in charge of Karnataka, she had comprehensive charge of the functioning of SBI and the distinction of taking it to the first position in every business parameter in one of the most competitive markets in the country.

As the first Head of the Strategic Training Unit of SBI, responsible for the training of its 3,00,000 manpower, she revamped the training system, bringing cohesion into a distributed system, standardising content, ensuring database management, ushering in e learning and modern training methodologies and skillsets.

Mrs. Mahpara Ali has an abiding interest in education, particularly for the underprivileged. Post retirement from SBI, she is associated with several educational institutions. Prominent among them is the Institute of Public Enterprise (IPE), which imparts management education, the Princess Durru Shehvar Group of Educational Institutions, which runs two schools and two colleges with a focus on the backward and underprivileged girl child, and NHHWAT, which also runs educational institutions in the fields of school education, nursing, para medical and skill development programmes for women.

She is also currently a Board Member of Deccan Cements Ltd. and APMAS, an NGO engaged with capacity building of women groups and empowerment of rural communities.



NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Members of Ramky Infrastructure Limited will be held on Wednesday the 25th Day of August, 2021 at 3.00 PM 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 Ramky Grandiose, 15th Floor, Survey No. 136/2 & 4, Gachibowli, Hyderabad - 500032, Telangana, India.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, 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, 2021 and the Report of the Auditors thereon.
2. To appoint a Director in place of Dr. Anantpurguggilla Ravindranath Reddy (DIN: 01729114), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. TO RE-APPOINT MR. RATHNAKARA NAGARAJA YANCHARLA, AS MANAGING DIRECTOR OF THE COMPANY

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 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. Rathnakara Nagaraja Yancharla (DIN: 00009810) as Managing 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 from time to time duly amended for a period of five (5) years w.e.f. April 01, 2022."

"RESOLVED FURTHER 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 was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2020-21, amounting to Rs. 1,50,000/- (Rupees One lakh fifty thousand only) plus all applicable taxes and re-imbursement of out-of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby confirmed, approved and ratified."

"RESOLVED FURTHER 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."

5. 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 was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2021-22, amounting to Rs. 1,50,000/- (Rupees One lakh fifty thousand only) plus all applicable taxes and re-imbursement of out-of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby confirmed, approved and ratified."

"RESOLVED FURTHER 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."

6. TO INCREASE THE AUTHORIZED CAPITAL OF THE COMPANY

To Consider and pass with or without modification(s) the undermentioned resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 ("the ACT"), read with Companies (Incorporation) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and rules framed there under, and read with the Articles of Association of the Company, consent of the members of the company be and is accorded to increase the authorized share capital of the company from INR 70,00,00,000 (Rupees Seventy Crores) consisting of 7,00,00,000 (Seven Crores) equity shares of INR 10/- (Rupees Ten Only) each to INR 73,00,00,000 (Rupees Seventy Three Crores only) divided into 7,30,00,000 (Seven Crores Thirty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten Only) each."

"RESOLVED FURTHER 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."

7. TO ALTER THE MEMORANDUM OF ASSOCIATION:

To Consider and pass with or without modification the aforementioned resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13 and all other applicable provisions of the Companies Act, 2013 ("the ACT"), read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Capital Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following."

Clause V

"The Authorised Share Capital of the Company is Rs. 73,00,00,000 (Rupees Seventy Three Crores only) divided into 7,30,00,000 (Seven Crores Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each."

"RESOLVED FURTHER 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."

8. TO APPROVE EMPLOYEE STOCK OPTION SCHEME (ESOP) FOR ELIGIBLE EMPLOYEES OF RAMKY INFRASTRUCTURE LIMITED

To consider and pass with or without Modification(s) the undermentioned resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 (the "Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") and all other applicable provisions, if any, of the Act and the Rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended, read with the circular issued by the Securities and Exchange Board of India dated June 16, 2015, bearing number CIR/CFD/POLICY CELL/2/2015 ("SEBI SBEB Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations") (collectively referred as "SEBI Regulations"), for the time being in force and as may be modified from time to time, provisions contained in the memorandum of association and the articles of association of the Company, and such other rules, regulations, circulars and guidelines if any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination, Remuneration and Compensation Committee ("NRCC"), the approval of the members be and is hereby accorded to introduce, offer, issue and allot share-based options to eligible employees under the Ramky Infrastructure Limited Employee Stock Option Scheme ("ESOP Scheme") of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options to eligible employees on such terms and conditions as provided in the ESOP Scheme and as may be fixed or determined by the NRC and/or the Board.

RESOLVED FURTHER THAT the maximum number of options granted to eligible employees under the ESOP Scheme shall not exceed 20,75,934 and each option on exercise shall entitle the employee 1 (one) equity share of the Company.

RESOLVED FURTHER THAT the equity shares, if any, issued/allotted from time to time in accordance with the ESOP Scheme, shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the approval of the members of the Company, is hereby accorded to the Board and the NRC to take necessary steps for compliance with the SEBI SBEB Regulations and other Applicable Laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/amalgamation or sale of division/undertaking or other re-organization etc. the number of above mentioned options in the ESOP Scheme shall be appropriately adjusted.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the ESOP Scheme and generally for giving effect to these

resolutions, each member of the Board and the NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

9. TO APPROVE RAMKY INFRASTRUCTURE LIMITED EMPLOYEE STOCK OPTION SCHEME, 2021 ("ESOP SCHEME") FOR ELIGIBLE EMPLOYEES OF HOLDING COMPANY (IF ANY) AND SUBSIDIARY(IES)

To consider and pass with or without Modification(s) the undermentioned resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 (the "Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") and all other applicable provisions, if any, of the Act and the Rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended, read with the circular issued by the Securities and Exchange Board of India dated June 16, 2015, bearing number CIR/CFD/POLICY CELL/2/2015 ("SEBI SBEB Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations") (collectively referred as "SEBI Regulations"), for the time being in force and as may be modified from time to time, provisions contained in the memorandum of association and the articles of association of the Company, and such other rules, regulations, circulars and guidelines if any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee ("NRC")), the approval of the members be and is hereby accorded to introduce, offer, issue and allot share-based options to eligible employees of the Company's subsidiaries under the Ramky Infrastructure Limited Employee Stock Option Scheme ("ESOP Scheme") of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options to eligible employees of the Company's holding company (if any) and subsidiaries, on such terms and conditions as provided in the ESOP Scheme and as may be fixed or determined by the NRC and/or the Board.

RESOLVED FURTHER THAT the Board and the NRC are hereby authorized to grant options to eligible employees of the Company's holding company (if any) and subsidiaries.

RESOLVED FURTHER THAT for giving effect to these resolutions, each member of the Board and the NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

By Order of the Board
For **RAMKY INFRASTRUCTURE LIMITED**
Sd/-
Y.R. NAGARAJA
MANAGING DIRECTOR
DIN: 00009810

Place: Hyderabad
Date : 23.07.2021

Notes:

1. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 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").
2. 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.
3. E-AGM: The Company has appointed M/s. KFin Technologies Private Limited, Registrars and Transfer Agents, to provide VC/OAVM facility for the Annual General Meeting and the attendant enablers for conducting of the AGM
4. 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.
5. 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.
6. 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 Private 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 Private Limited.
7. In line with Ministry of Corporate Affairs circular No. 17/2020 dated April 13, 2020, the Notice of the 27th AGM and the Annual Report for 2020-21 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 Private 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 secr@ramky.com from 09.00 AM of 22nd August, 2021 till 05.00 PM of 23rd August, 2021.
9. Shareholders who have queries may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at secr@ramky.com latest by 5.00 PM on Monday, 23rd August, 2021.
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 to 9 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 AM of 22nd August, 2021 till 05.00 PM of 23rd August, 2021, 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, M/s KFin Technologies 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.
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 M/s. KFin Technologies Private 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 social distancing norm to be followed due to wide spreading COVID-19 Pandemic, 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@karvy.com. Please submit duly filled and signed member updation form to the abovementioned email. 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, M/s. KFin Technologies Private 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 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 services provided by KFin Technologies Private 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., Wednesday, 18th day of August, 2021 only shall be entitled to avail the facility of remote e-voting.

The remote e-voting period commences on Sunday, 22nd August, 2021 at 9.00 A.M. and ends on Tuesday 24th August, 2021 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 KFinTech, 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 Sunday the 22nd August 2021 at 09:00 AM and ends on Tuesday the 24th Day of August 2021 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. 18th day of August 2021.
- 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 evoting@Kfintech.com. However, if he / she is already registered with KFinTech 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 KFinTech 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 Private limited Suggested notes for Remote e-Voting and e-AGM cum instapoll