



RAMKY INFRASTRUCTURE LIMITED

CIN: L74210TG1994PLC017356

Registered Office: Ramky Grandiose, 15th Floor, Sy. No 136/2 & 4, Gachibowli, Hyderabad - TG 500032 INDIA
Email: Secr@ramky.com, Website: <http://ramkyinfrastructure.com/>

NOTICE OF POSTAL BALLOT

**Pursuant to Sec. 110 of Companies Act, 2013, read with rule 22 of the companies
(Management and Administration) Rules, 2014**

To

The Members of the Company

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the Rules) (including any statutory modification or re-enactment thereof for the time being in force), that the Company is seeking the Shareholders' consent to pass the proposed Ordinary Resolutions as set out below by way of Postal Ballot, for appointment of M/s. M.V. Narayana Reddy & Co.,(FRN.No:002370S), Chartered Accountants as Statutory Auditors for the financial year 16-17, in casual vacancy, caused due to resignation of existing Statutory Auditors M/s. Chaturvedi & Partners, Chartered Accountants of the Company. The Explanatory Statement pursuant to Section 102 of the Act relating to the Resolutions is annexed.

The Company has appointed Mr. Manoj Kumar Koyalkar, of M/s AGR Reddy & Co., Company Secretaries, Hyderabad as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to read carefully the instructions printed on the enclosed Postal Ballot Form and return the form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer at the address of the Scrutinizer i.e. on or before the close of working hours (05.00 P.M.) on Saturday, **01.07.2017** You have the option to vote either by Postal Ballot or through e-voting, the detailed procedure for which is set out in the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman, after the completion of the scrutiny. The result of the postal ballot and e-voting will be declared by the Chairman on 02nd July, 2017 during business hours at the Registered Office of the Company. The result of postal ballot shall be communicated to stock exchanges and shall be displayed on the website of the company.

The results shall also be announced to the Stock Exchange, on company's website and through newspaper advertisement. The resolutions, if approved, will be passed effectively on the date of declaration of results. Karvy Computer Share Private Limited, engaged by the Company for facilitating Remote e-voting, will also display these Results on its website.

SPECIAL BUSINESS

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. M.V. Narayana Reddy & Co.,(FRN.No:002370S) Chartered Accountants, Hyderabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Chaturvedi & Partners Chartered Accountants, New Delhi.

RESOLVED FURTHER THAT M/s. M.V. Narayana Reddy & Co.(FRN.No:002370S) Chartered Accountants, Hyderabad be and are hereby appointed as Statutory Auditors of the Company for the financial year 16-17, and to hold office of Statutory Auditors of the Company upto the ensuing Annual

general meeting of the members of the Company and that they shall conduct the Statutory Audit for the period ended 31st March, 2017.

RESOLVED FURTHER THAT the Directors be and are hereby Authorized severally file the prescribed return, with Registrar of Companies, Telangana and Andhra Pradesh and to do all such acts and deeds and things necessary to give effect to the above resolution."

By order of the Board
Ramky Infrastructure Limited

Place: Hyderabad
Date: 29.05.2017

Y.R.Nagaraja
Managing Director
DIN: 00009810

Notes :

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102 the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder
2. The notice is being sent through courier due to all the Members whose names would appear in the Register of Members / Record of Depositories as on 26th May,2017
3. The Board of Directors of the company has appointed Mr. Manoj Kumar Koyalkar of M/s AGR Reddy & Co., Company Secretaries, Hyderabad as scrutinizer for conducting the postal ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. After completion of his scrutiny the scrutinizer will submit the report to the Director of the company.
4. The resolutions will be taken as passed effectively on the date of announcement of the result by a director of the company if the result of the postal ballot indicates that the requisite majority of the shareholders had assented to the resolutions. The result of the postal ballot will be declared on 02nd July, 2017 at the registered office of the company.
5. The postal ballot form and the self addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the postal ballot form before exercising their vote.
6. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
7. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If members are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
8. **Shareholders exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours (5.00 pm.) on 01.07.2017**
9. **Please note that all postal ballot forms received after 01.07.2017 (5.00 pm) will be strictly treated as if the reply from the member has not been received.**
10. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or down load from the link <https://evotingindia.com> or from the website of the Company <http://ramkyinfrastructure.com/> or seek duplicate Postal Ballot Form from Karvy Computer share Private Limited, Registrar and Share

Transfer Agents of the Company, fill in the details and send the same to the Scrutinizer.

11. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
12. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ ies, giving requisite authority to the person voting on the Postal Ballot Form.
13. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
14. The vote in this Postal Ballot cannot be exercised through proxy.
15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / e-voting will be final.
16. The Results of e-voting and postal ballot form shall be aggregated and declared by Y.R. Nagaraja, Managing Director, or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://ramkyinfrastructure.com/> within two (2) days of passing of the resolutions and communicated to the Stock Exchanges.

Voting through electronic means:

In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of the listing agreement, shareholders are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by Karvy Computershare Private Limited, in respect of all resolutions set forth in this Notice.

The Company is also providing the facility for voting by way of physical ballot. Mr. Manoj Kumar Koyalkar, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the Remote e-voting process as well as the Ballot process in a fair and transparent manner.

The procedure and instructions for Remote e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned in the e-mail / covering letter. Your folio/DP Client ID will be your User-ID.

User - ID For shareholders holding shares in Demat Form:-

- a) For NSDL: - 8 Character DP ID followed by 8 Digits Client ID
- b) For CDSL: - 16 digits beneficiary
- c) ID for shareholders holding shares in

Physical Form:-

The share holders whose email id is not registered with the company and who intend to exercise their vote, may write to the company at investors@ramky.com or to the registrar and transfer agent M/s karvy computer share private limited so as to send the user id and password for e voting.

- iii) Please contact Karvy's toll free No. 1-800-34-54-001 for any support or clarifications in relation to E-Voting.
- iv) Shareholders can cast their vote online from 01st June, 2017 (09.00 AM) upto 01st July, 2017 (5.00 PM). During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date viz., 26th May, 2017, may cast their vote electronically.
- v) After entering these details appropriately, click on "LOGIN".

- vi) In case of first login, shareholders holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID 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.
- vii) You need to login again with the new credentials
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'viz Ramky Infrastructure Limited
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and cast your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL "and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate / FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to mkoyalkar@gmail.com with copy to evoting@karvy.com. The file/scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- xiv) The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote through e-voting, may vote at the AGM through physical ballot for all the business specified in the accompanying Notice.
- xv) 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.
- xvi) The results along with the Scrutinizer's Report shall be placed on the Company's website www.ramkyinfrastructure.com.

Explanatory Statement
Pursuant to Section 102 of the Companies Act, 2013

Item No: 1

Members to take note that, M/s. Chaturvedi & Partners, the statutory auditors of the company have informed the Board that they are unable to continue as Statutory Auditors of the Company due to logistic / administrative issues and increase in their cost estimates and therefore resigned from the office of Statutory Auditors effective from 26th day of May, 2017 and thus, there arose a casual vacancy in the office of Statutory Auditors of the Company.

In order to fill up the casual vacancy caused by resignation of Statutory Auditor's of the Company, there is a need to appoint another Peer Reviewed Chartered Accountants as Statutory Auditor's of the Company.

Pursuant to section 139 of Companies Act, 2013, any casual vacancy arising in the office of Statutory Auditor's to be filled up by the Board of Director's within 30 days of arising of such vacancy. Further, where the vacancy caused is due to resignation of Statutory Auditor's, the same shall also be approved by the members of the company within 90 days of recommendation by the Board.

M/s. M.V. Narayana Reddy & Co.,(FRN.No:002370S), Chartered Accountant have signified their willingness to act as Statutory Auditors of the Company and to carry out audit for financial year 2016-17 and to hold the office as Statutory Auditors of the Company until the ensurng Annual General Meeting of the Company

Board vide resolution by circulation has approved the appointment of M/s. M.V. Narayana Reddy & Co.,(FRN.No:002370S) Chartered Accountants as Statutory Auditor's of the Company w.e.f 26/05/2017, to carry out the audit for the financial year 2016-17, subject to approval of members of the Company.

Consent was obtained from. M/s. M.V. Narayana Reddy & Co.,(FRN.No:002370S) to act as Statutory Auditors of the Company for the financial year 16-17.

The Board of Directors of your Company recommends the above Ordinary Resolution as set in the enclosed notice for approval.

None of the directors, manager, key Managerial personnel, and their relatives of the Company is interested or concerned in the said resolution except to the extent of their respective shareholding in the company.

By order of the Board
Ramky Infrastructure Limited

Place: Hyderabad
Date: 29.05.2017

Y.R.Nagaraja
Managing Director
DIN: 00009810

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POSTAL BALLOT FORM

1. Name(s) of shareholder(s) (including Joint holders, if any) (in Block Letters)	
2. Registered address of the sole/first named shareholder	
3. Registered folio No./DO ID No./Client ID No.* (* Applicable to investors holding Shares in dematerialized form)	
4. Number of shares held	

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

Description	No. of Shares held	I / We assent to the resolution	I / We dissent to the resolution
1.APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY			

Place:

Date:

(Signature of the Member/Beneficial Owner)

Note : Please read the instructions printed below carefully before exercising your vote. Last date for receipt of Postal Ballot Form duly filled in and signed is 1st July, 2017

INSTRUCTIONS:

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration Rules, 2014), assent or dissent of the Shareholders in respect of the Resolutions contained in the postal ballot notice is being sought through the postal ballot process.
2. A shareholder entitled to vote and desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed book post. Postage will be borne and paid by the Company. However envelopes containing postal ballot forms, if sent through courier at the expense of the shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage form the country where the postal ballot form is dispatched to the Scrutinizer.
3. The attached self-addressed book post bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. The postal ballot form must be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Please note that postal ballot shall not be signed by proxy.
5. The consent must be accorded by recording the assent in the column '**FOR**' and dissent in the column '**AGAINST**' by placing tick mark (✓) in the appropriate column.
6. Incomplete, unsigned or incorrectly filed postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot will be final and binding.
7. Duly completed postal ballot form should reach the Scrutinizer on or before 5:00 p.m. on **01.07.2017**. Postal ballot forms received after this date will be strictly treated as if reply from the shareholder has not been received.
8. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/authority. If the postal ballot form is signed by 'Power of Attorney' holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such 'Power of Attorney'.
9. Voting Rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholders as on 26.05.2017
10. Shareholders are requested not to send any paper along with postal ballot form in the enclosed self-addressed book post as the book post will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be acted upon and destroyed by the Scrutinizer.
11. There will be one postal ballot form for every 'Registered Folio', irrespective of the number of joint holders.
12. A shareholder/beneficiary may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the date and time specified in Point No. 7.
13. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
14. The Chairman and in his absence any person authorized by the Board of Directors will announce the result of the postal ballot at the registered office of the Company at Ramky Grandiose, 15th Floor, Sy No 136/2 & 4, Gachibowli, Hyderabad - 500032. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.
15. The results of the postal ballot along with the Scrutinizer's report will be placed on the website of the Company at <http://ramkyinfrastructure.com/>