



RAMKY INFRASTRUCTURE LIMITED

Regd. Office: Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4,
Gachibowli, Hyderabad – 500032, Telangana, India
(CIN: L74210TG1994PLC017356)

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE 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 to the members, pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”, which shall include any statutory modifications, amendments or re-enactments thereto) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”, which shall include any statutory modifications, amendments or re-enactments thereto) for seeking Shareholders’ consent to pass the proposed Special Resolution as set out below by way of Postal Ballot.

The Board of Directors of the Company has proposed to obtain the consent of the Shareholders for the matter as considered in the Resolutions appended below. Thus in terms of Section 110 of the Companies Act, 2013 read with the Rules as also to facilitate wider participation in the approval process by the Shareholders residing at different locations it is proposed to obtain their consent by way of postal ballot instead of convening a General Meeting of the Shareholders. The Resolutions are appended below and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions is also annexed.

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 book post, 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 18.01.2018. You have the option to vote either by Postal Ballot or through remote e-voting, the detailed procedure for which is set out in the Postal Ballot Form.

The Scrutinizer will submit her 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 receipt of the report from the Scrutinizer on or before 19.01.2018.

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. Computershare Private Limited, engaged by the Company for facilitating e-voting, will also display these Results on its website.

SPECIAL BUSINESS

1. Ratification of resolution passed at the Extra-Ordinary General Meeting held on 30th October, 2017

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the requirements of the Stock Exchange(s), the approval of the members of the company be and is hereby accorded for the ratification and approval of the following changes/amendments to the earlier special resolution passed at the Extra –Ordinary General Meeting of the Company held on 30.10.2017 for the purposes of issuance of share warrants to Promoter / Promoter Group and Non-promoters:”

Changes and Amendments to Special Resolution:

1. In accordance with the provisions of Regulation 71(a) of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of warrants shall be **Friday, September 29, 2017**, in place of **Saturday, September 30, 2017**.
2. Pursuant to the change in the Relevant Date from Saturday, September 30, 2017 to Friday, September 29, 2017, the minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Warrants shall be **Rs. 99.86**, being higher of (a) the average of the high and low of the volume weighted average price at the National Stock Exchange of India Limited for 26 weeks prior to the relevant date viz. Rs. 99.86 and (b) the average of the high and low of the volume weighted average price at the National Stock Exchange of India Limited for 2 weeks prior to the relevant date viz. Rs. 99.42. **The issue price of the Warrants is Rs. 101/- (Rupees One Hundred and One only) per warrant which is more than the aforesaid minimum price.**

“RESOLVED FURTHER THAT the members of the Company do and hereby take note of details of beneficial owners of the Non –Promoter Investor as mentioned below.”

3. The details of beneficial owners of the and Non-Promoter Investor are as follows:

Sl. No.	Details of the Subscriber	Category of Subscriber	Beneficial Ownership
1	Ind-Finance and Securities Trust Private Limited	Body Corporate (Non-Promoter)	1) Mr. Nirmal Kumar Gangwal (Karta) 2) Name of the Trust: NirmalNeelam Family Trust Name of the Settlor of the Trust: Mrs. NeelamGangwal <u>Income Beneficiaries of the Trust:</u> 1) Mr. Nirmal Kumar Gangwal 2) Mrs. NeelamGangwal 3) Ms. Pooja GangwalSheth 4) Ms. BhavanaGangwal Jain <u>Corpus Beneficiary of the Trust:</u> 1) Mr. Nirmal Kumar Gangwal

“RESOLVED FURTHER THAT the other terms and conditions, approvals, authorizations, and permissions, granted, issued, and permitted in the said special resolution excluding the above details, passed at the Extra-Ordinary General Meeting held on 30-October-2017 shall be apply *mutatis-mutandis*.”

“RESOLVED FURTHER THAT the Board / Board Committee be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT the Directors be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto.”

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

**Y. R. Nagaraja
Managing Director
DIN: 00009810**

**Place: Hyderabad
Date: 12.12.2017**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted by way of Postal Ballot is annexed hereto and forms part of this notice.
2. A copy of this notice has been placed on the website of the Company www.ramkyinfrastructure.com and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
3. The postal ballot form and the self addressed business reply book post are enclosed for use of members.
4. The notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 08.12.2017.
5. 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.
6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or remote e-voting. If members are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and remote e-voting, then voting done through remote e-voting shall prevail and voting done by ballot will be treated as invalid.
7. The Company has appointed Ms. Kritika Sharma (Membership No. 39335), Practicing Company Secretary, Hyderabad, as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. The scrutinizer will submit her report after completion of the scrutiny and the results of the postal ballot will be displayed at the Registered Office of the Company. The results of the postal ballot will also be posted on the Company's website www.ramkyinfrastructure.com besides communicating to the stock exchanges on which the shares of the Company are listed.
8. Shareholders are requested to read carefully the instructions printed on the postal ballot form, return the form duly completed in the attached self-addressed pre-paid postage book post, so as to ensure that votes reach the Scrutinizer on or before 5.00 P.M. on 18.01.2018, ("**Last Date**"). The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
9. 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 download from the link <https://evoting.karvy.com> or from the website of the Company www.ramkyinfrastructure.com or seek duplicate Postal Ballot Form from Karvy Computershare Private Limited, Registrar and Share Transfer Agents of the Company, fill in the details and send the same to the Scrutinizer.
10. The Scrutinizer will submit her report to the Chairman as soon as possible after the last date of receipt of all postal ballots but not later than 7 days thereof. Upon completion of the scrutiny of the postal ballot votes, the result of the postal ballot will be announced by the Chairman. The Special Resolution, if approved, will be taken as passed effectively on the date of declaration of result.
11. The documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the registered office of the Company on all working days of the Company (except Saturdays, Sundays and any Public Holidays) between 11 A.M. and 1.00 P.M. up to 18.01.2018.
12. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
13. Please note that any postal ballot form(s) received after the Last Date (i.e 18.01.2018) will be treated as not having been received.
14. In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company ("E-Voting").
15. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad, Telangana.

The instructions for the members for e-voting are as under:

- i. The voting period begins at 9 A.M. on 20.12.2017 and ends at 5 P.M. on 18.01.2018. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 08.12.2017 (End of Day) may cast their votes electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter.
- ii. The shareholders should log on to the e-voting website <https://evoting.karvy.com> during the voting period.
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 shareholders 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. After entering these details appropriately, click on "LOGIN"
- v. 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.
- vi. You need to login again with the new credentials.
- vii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name' viz Ramky Infrastructure Limited.
- viii. 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.
- ix. 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'.
- x. 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.
- xi. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii. Corporate/Institutional Members (corporate/Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to kritika@agrlaws.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."
- xiii. 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.

- xiv. The results along with the Scrutinizer's Report shall be placed on the Company's website www.ramkyinfrastructure.com.
- xv. Other Information:
- a. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 08.12.2017
 - b. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by postal ballot.
 - c. The Board of Directors has appointed Ms. Kritika Sharma, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - d. The Scrutinizer shall, immediately after the conclusion of voting by postal ballot, first count the votes cast by postal ballot and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding forty eight (48) hours of conclusion of the Postal Ballot, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or a person authorized by him in writing.
 - e. Based on the Scrutinizer's report, the Chairman or any other Director so authorised shall countersign the scrutinizer's report and declare the result of the voting forthwith with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not within forty eight (48) hours of conclusion of Postal Ballot.
 - f. The result of the voting, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office. Further, such Results along with the Scrutinizer's Report shall be immediately placed on the Company's website www.ramkyinfrastructure.com and on the website of NSDL and communicated to BSE Ltd. and National Stock Exchange of India Ltd.
 - g. Electronic copy of the Notice of the Postal Ballot of the Company, inter alia, indicating the process and manner of e-voting along with Postal Ballot Form are being sent to all the members whose email ID's are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their respective email addresses, physical copies of the Notice of Postal Ballot of the Company, inter-alia, indicating the process and manner of e-voting along with Postal Ballot Form are being sent in the permitted mode.

ANNEXURE TO AND FORMING PART OF THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

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

AGENDA ITEM No. 1

As you are aware, you have passed a special resolution at the Extra-ordinary General Meeting held on 30-October-2017 approving issuance of share warrants to Promoter / Promoter Group and Non-Promoters. Accordingly, pursuant to the approval, the company had approached the Bombay Stock Exchange Limited and National Stock Exchange Limited for In-principle approval for allotment of Share Warrants.

On review of our application, the stock exchanges had instructed to ratify the following in the special resolution passed and to disclose the details of beneficial owners of one of the Non-Promoter Investor M/s Ind-Finance and Securities Trust Private Limited:

1. Relevant Date to be changed from Saturday, September 30, 2017 to Friday, September 29, 2017;
2. To change the minimum price consequent to the change in the Relevant Date.

The ultimate beneficiaries of the Non-Promoter Investor, Ind-Finance and Securities Trust Private limited are:

- 1) Mr. Nirmal Kumar Gangwal (Karta)
- 2) Name of the Trust : Nirmal Neelam Family Trust
Name of the Settlor of the Trust : Mrs. Neelam Gangwal

Income Beneficiaries of the Trust:

- 1) Mr. Nirmal Kumar Gangwal
- 2) Mrs. NeelamGangwal
- 3) Ms. Pooja GangwalSheth
- 4) Ms. BhavanaGangwal Jain

Corpus Beneficiary of the Trust:

- 1) Mr. Nirmal Kumar Gangwal

Hence the director(s) commend this resolution to be ratified by members by way of Postal Ballot.

The members are requested to note that apart from the above changes, the special resolution passed at the Extra-Ordinary General Meeting on 30-october-2017 shall continue to hold good without any modifications.

A copy of the amended certificate from M/s. M. V. Narayana Reddy & Co., Chartered Accountants, Statutory Auditors of the Company, certifying that the above preferential issue of Warrants is made in accordance with the applicable provisions of the ICDR Regulations, will be open for inspection at the Registered Office and Corporate Office of the Company during working hours between 11.00 a.m. and 1.00 p.m. on all working days up to the date of the closure of postal ballot.

Regulation 72(1)(a) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the resolution as set out in Item No. 1 above to be passed as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1 except Mrs. A. Dakshayini, proposed allottee of warrants and Mr. A. Ayodhya Rami Reddy, Executive Chairman, who forms part of the promoter group.

Other members of promoter and promoter group shall also be deemed to be concerned or interested in the proposed Resolution in Item No. 1, by reason of their being part of the Promoter Group which also includes the Warrant Holder. Apart from the above, no other Director or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1 except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 1 of the accompanying Notice for approval of the members by Postal Ballot.

By Order of the Board
Ramky Infrastructure Limited

Y. R. Nagaraja
Managing Director
DIN: 00009810

Place: Hyderabad
Date: 12.12.2017



RAMKY INFRASTRUCTURE LIMITED

Regd. Office: Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4,
Gachibowli, Hyderabad – 500032, Telangana, India
(CIN: L74210TG1994PLC017356)

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. Ratification of resolution passed at the Extra-Ordinary General Meeting held on 30 th October, 2017			

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 by the Scrutinizer is 18.01.2018.

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 from 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 **18.01.2018**. 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 08.12.2017
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, Telangana. 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 **www.ramkyinfrastructure.com**