

NOTICE OF 21st ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting (AGM) of the members of M/s. Ramky Infrastructure Limited will be held on **Wednesday, the 30th day of September, 2015 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 Financial Statements of the Company for the financial year ended March 31, 2015, 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, 2015 and the Report of the Auditors thereon
2. To appoint a director in place of Mr. A.Ayodhya Rami Reddy (DIN 00251430), who retires by rotation and being eligible offers himself 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 pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E) be and are hereby appointed as the statutory auditor of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the fourth 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 Mrs. A.Rama Devi as an 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) Mrs A.Rama Devi (DIN 07120218), 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 her 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.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director 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. Gangadharan Krishna Kumar as Non Executive 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 Mr. Gangadharan Krishna Kumar (DIN: 00090715) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 13 November 2014 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director, 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 fix remuneration of the cost auditor and 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) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. R.Sreenivas Rao, Cost Accountant (Membership No. 6329) 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 2015-16, amounting to ₹ 1,00,000/- (Rupees One lakh only) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby confirmed and approved and the remuneration for the previous financial year be ratified and confirmed."

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

Hyderabad
August 13, 2015

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

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
Website:www.ramkyinfrastructure.com
CIN: L74210TG1994PLC017356

Notes:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of items 4 to 6 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 24th September 2015 to 29th September, 2015 (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.
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 Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032.
15. 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). Share holders 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)
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 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, 2015 and Clause 35B of the listing agreement, shareholders are provided with the facility to cast their vote electronically, through the 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 at the Annual General Meeting. Mr. Manoj Kumar Koyalkar, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.

The procedure and instructions for 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 27th September, 2015 (9.00 AM) to 29th September, 2015 (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., 23rd September, 2015, 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/FILs/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. The Members who have exercised their right to vote by e-voting may attend the AGM but shall not vote at the AGM. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
- 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 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.

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

Item No 4 :

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 Mrs A.Rama Devi as Independent Director of the Company for a period of 5 (five) years. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from member proposing the appointment of aforesaid Independent Director. The Board of Directors believe that the association of the aforementioned Independent Director with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Mrs A.Rama Devi as Independent Director as set out in Item Nos. 4 for the approval of the shareholders at the ensuing Annual General Meeting.

In the opinion of the Board, the Independent Director 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 Director are independent of the management.

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

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item No. 4 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 Mrs. A. Rama Devi seeking appointment as an independent director are provided at **Annexure A**.

The Board commends the resolution for the approval of the members of the Company.

Item No 5 :

The Board of Directors at their meeting held on 13 November 2014 have appointed Mr. Gangadharan Krishna Kumar (DIN: 00090715) 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. Gangadharan Krishna Kumar (DIN: 00090715) as a Director (Non Executive) . The Board of Directors propose the appointment of Mr. Gangadharan Krishna Kumar (DIN: 00090715) as the Director and recommend the resolution as set out in Item No. 5 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. 5 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 Mr. Gangadharan Krishna Kumar seeking appointment as an independent director are provided at **Annexure A**.

The Board commends the resolution for the approval of the members of the Company.

Item No 6:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Mr. R Srinivasa Rao, Practicing Cost Accountant to conduct the audit of the cost records of the Company for the financial year ended March 31, 2016. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2015-16 and that of the previous year as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

The Board commends the resolution for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested financially or otherwise, in the said Resolution.

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

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

Hyderabad
August 13, 2015

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
Website: www.ramkyinfrastructure.com
CIN: L74210TG1994PLC017356



Ramky Infrastructure Limited

Regd. Office: Ramky Grandiose, 15th Floor, Sy No 136/2 & 4, Gachibowli,
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Website: www.ramkyinfrastructure.com, CIN: L74210TG1994PLC017356

ATTENDANCE SLIP

21st Annual General Meeting – September 30, 2015

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER
AT THE ENTRANCE OF THE MEETING HALL

DP ID*	
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Folio No	
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Client ID*	
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No. of Shares held	
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I Certify that I am member /Proxy for the member of the company, I hereby record my presence at the **21st Annual General Meeting of the Company held on September 30, 2015 at 3.00 P.M at AVASA Hotel, Plot No: 15,24,25 & 26, Sector - 1, Survey No: 64, Huda Techno Enclave, Madhapur, Hyderabad - 500081.**

(Signature of Member/Proxy)

Note : Please fill in the attendance slip and hand it over at the entrance of the meeting.

Persons attending the Annual General Meeting are required to bring their copies of Annual Reports as the practice of distribution of copies of the Report at the meeting has been discontinued.

* Applicable for Investors holding shares in electronic form





Ramky Infrastructure Limited

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

Proxy Form

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3)
of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No./Client ID:	
DP ID:	

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

(1)	Name:	
	Address:	
	E-mail Id:	Signature
	or failing him	
(2)	Name:	
	Address:	
	E-mail Id:	Signature
	or failing him	
(3)	Name:	
	Address:	
	E-mail Id:	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/belalf at the 21st Annual General Meeting of the Company to be held on **Wednesday, 30th September 2015 at 3.00 p.m at AVASA Hotels, Plot No: 15,24,25 & 26, Sector - 1, Survey No: 64, Huda Techno Enclave, Madhapur, Hyderabad- 500081** and at any adjournment thereof in respect of such resolutions as are indicated below:



S.No	Resolution	For	Against
	Ordinary Business		
1.	To receive, consider and adopt:		
	the Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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, 2015 and the Report of the Auditors thereon		
2.	To appoint a director in place of Mr. A.Ayodhya Rami Reddy (DIN 00251430), who retires by rotation and being eligible offers himself for re-appointment		
3.	To appoint M/s. Chaturvedi & Partners, Chartered Accountants (Registration Firm Registration No. 307068E) as the statutory auditor of the company to hold office from the conclusion of this annual general meeting until the conclusion of the fourth 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 Mrs A.Rama Devi as Independent Director of the company		
5.	To appoint Mr. Gangadharan Krishna Kumar as Non Executive Director		
6.	To fix remuneration to the cost auditor		

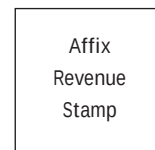
Signed this _____ day of _____ 2015

Signature of the Shareholder _____

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.