

**Manoj Kumar Koyalkar**  
Company Secretaries

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**Report of Scrutinizer on Remote e-Voting Process & Vote by Poll at 21<sup>st</sup> Annual General Meeting**

[Pursuant to section 108 and 109 of Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
Ramky Infrastructure Limited  
Ramky Grandiose, 15<sup>th</sup> Floor,  
Sy No 136/2 & 4, Gachibowli  
Hyderabad-500032, Telangana

Sir,

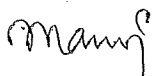
**Sub: Scrutinizer's Report on Remote e-Voting Process & Vote by Poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ('the Act') read with Rule 20 and 21(2) of Companies (Management and Administration) Rules, 2014 for 21<sup>st</sup> Annual General Meeting**

The Board of Directors of Ramky Infrastructure Limited ('the Company') at its meeting held on 13<sup>th</sup> August, 2015, decided to provide to the members of the company, a facility to exercise their voting rights on the resolutions as set out in the notice of 21<sup>st</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2015 by way of electronic means as required under provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules').

I, Manoj Kumar Koyalkar, Practicing Company Secretary, bearing Membership No. 19445 has been appointed as the Scrutinizer by the Board of Directors at their meeting held on 13<sup>th</sup> August, 2015 as required Section 108 of the Act, read with Rule 20 of the Rules, for the purpose of scrutinizing the Remote e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolution as contained in the notice convening the 21<sup>st</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2015.

The management of the company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in a fair and transparent manner and make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the Remote e-voting system provided by the Karvy Computershare Private Limited, the authorized agency to provide remote e-voting facilities, engaged by the Company.

The notice dated 13<sup>th</sup> August, 2015 convening the 21<sup>st</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2015 along with the statement setting out the material facts under section 102 of the Act were sent to members of the company.



The members of the company holding shares as on the cut-off date i.e., 23<sup>rd</sup> September, 2015 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.

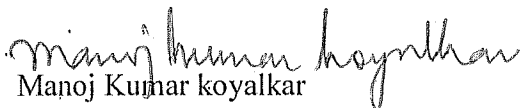
In this regard, I submit my report as under:

1. The Remote e-voting period remained open from Sunday, 27<sup>th</sup> September, 2015 at 09:00 A.M. to Tuesday, 29<sup>th</sup> September, 2015 at 05:00 P.M.
2. After the end of the Annual General Meeting, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the Remote e-voting website of Karvy Computershare Private Limited (<http://evoting.karvy.com/>)
4. Pursuant to clause 35B of the Listing Agreement entered by the company, the company has also provided facility of voting through the physical ballot form to those members who do not have access to the remote e-voting facility. The physical ballot forms received by the Company were kept in my safe custody. My report includes the results of voting through the physical ballot forms in addition to votes casted through remote e-voting website of Karvy Computershare Private Limited by the eligible shareholders.
5. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through remote e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
7. The result of the voting is as per annexure attached herewith.
8. The Register, all other papers and relevant records relating to voting shall remain in our custody until the chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Director for safe custody.

**Recommendation:**

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of the Company may accordingly declare the result of voting.

Thanking You,



Manoj Kumar Koyalkar

Company Secretary

Membership No: 19445

CP No: 10004

Place: Hyderabad

Date: 30.09.2015

Annexure of the Scrutinizer's Report

Results of Remote e-voting conducted for the 21<sup>st</sup> Annual General Meeting of Ramky Infrastructure Limited

Reso. No./ Item No.	Heading of the Resolution	Type of Resolution	Valid votes						Invalid Votes	
			Voting in Favour (Assent)			Voted Against (Dissent)			Number of members voting (in person)	No. of votes casted
			No. of Members voting (in person)	No. of votes casted	% of valid votes	No. of Members voting (in person)	No. of votes casted	% of valid votes		
1.	Adoption of Standalone and Consolidated Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 along with Directors and Auditors Report.	Ordinary	18	43796168	99.99	2	501	0.01	0	0
2.	Re-appointment of Mr. A. Ayodhya Rami Reddy who retires by rotation	Ordinary	17	43793168	99.99	3	3501	0.01	0	0

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3.	Appointment of M/s. Chaturvedi & Partners, Chartered Accountants as Statutory Auditors	Ordinary	18	43796168	99.99	2	501	0.01	0	0
4.	Appointment of Mrs. A. Rama Devi as an Independent Director	Ordinary	17	43793168	99.99	3	3501	0.01	0	0
5.	Appointment of Mr. Gangadharan Krishna Kumar as Non-Executive Director	Ordinary	17	43793168	99.99	3	3501	0.01	0	0
6.	Fixation of remuneration of the Cost Auditor	Ordinary	18	43796168	99.99	2	501	0.01	0	0

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Annexure of the Scrutinizer's Report

Results of Poll conducted at 21<sup>st</sup> Annual General Meeting of Ramky Infrastructure Limited

Reso. No./ Item No.	Heading of the Resolution	Type of Resolution	Valid votes						Invalid Votes	
			Voting in Favour (Assent)			Voted Against (Dissent)			Number of members voting (in person or proxy)	No. of votes casted
			No. of Members voting (in person or proxy)	No. of votes casted	% of valid votes	No. of Members voting (in person or proxy)	No. of votes casted	% of valid votes		
1.	Adoption of Standalone and Consolidated Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 along with Directors and Auditors Report	Ordinary	31	319298	100	0	0	0	2	1001
2.	Re-appointment of Mr. A. Ayodhya Rami Reddy who retires by rotation	Ordinary	31	319298	100	0	0	0	2	1001

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3.	Appointment of M/s. Chaturvedi & Partners, Chartered Accountants as Statutory Auditors	Ordinary	31	319298	100	0	0	0	0	2	1001
4.	Appointment of Mrs. A. Rama Devi as an Independent Director	Ordinary	31	319298	100	0	0	0	0	2	1001
5.	Appointment of Mr. Gangadharan Krishna Kumar as Non-Executive Director	Ordinary	31	319298	100	0	0	0	0	2	1001
6.	Fixation of remuneration of the Cost Auditor	Ordinary	31	319298	100	0	0	0	0	2	1001

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**Annexure of the Scrutinizer's Report**  
**Consolidated Results of Remote e-voting and Poll conducted at 21<sup>st</sup> Annual General Meeting of Ramky Infrastructure Limited**

Reso. No./ Item No.	Heading of the Resolution	Type of Resolution	Valid votes						Invalid Votes	
			Voting in Favour (Assent)			Voted Against (Dissent)			Number of members voting (in person or proxy)	No. of votes casted
			No. of Members voting (in person or proxy)	No. of votes casted	% of valid votes	No. of Members voting (in person or proxy)	No. of votes casted	% of valid votes		
1.	Adoption of Standalone and Consolidated Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 along with Directors and Auditors Report	Ordinary	49	44115466	99.99	2	501	0.01	2	1001
2.	Re-appointment of Mr. A. Ayodhya Rami Reddy who retires by rotation	Ordinary	48	44112466	99.99	3	3501	0.01	2	1001

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3.	Appointment of M/s. Chaturvedi & Partners, Chartered Accountants as Statutory Auditors	Ordinary	49	44115466	99.99	2	501	0.01	2	1001
4.	Appointment of Mrs. A. Rama Devi as an Independent Director	Ordinary	48	44112466	99.99	3	3501	0.01	2	1001
5.	Appointment of Mr. Gangadharan Krishna Kumar as Non-Executive Director	Ordinary	48	44112466	99.99	3	3501	0.01	2	1001
6.	Fixation of remuneration of the Cost Auditor	Ordinary	49	44115466	99.99	2	501	0.01	2	1001

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