

Kritika Sharma
Company Secretary

Report of Scrutinizer on Voting by Poll at 23rd Annual General Meeting

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman
Ramky Infrastructure Limited
Ramky Grandiaose, 15th Floor,
Sy No.136/2 & 4, Gachibowli,
Hyderabad-500032, Telangana

Held on 29th September, 2017 at AVASA Hotel, First Floor, Plot No-15, 24, 25 & 26, Sector -1, Survey No-64, Huda Techno Enclave, Madhapur, Hyderabad-500081, Telangana.

Dear Sir,

I, Kritika Sharma, Practicing Company Secretary bearing Membership Number: A39335, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 23rd Annual General Meeting of the Equity Shareholders of Ramky Infrastructure Limited held on 29th September, 2017 at AVASA Hotel, First Floor, Plot No-15, 24, 25 & 26, Sector -1, Survey No-64, Huda Techno Enclave, Madhapur, Hyderabad-500081, Telangana, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the ~~Company~~/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately .
4. The result of the Poll is as per annexeure attached herewith.
5. ~~A Compact Disc (CD) containing~~ a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary ~~/Director~~ authorized by the Board for safe keeping.

Thanking you,


Kritika Sharma



Practicing Company Secretary

Membership No:A39335

Certificate of Practice No: 14671

Hyderabad, 29th September, 2017

Annexure of the Scrutinizer's Report

(a) Adoption of Audited financial statements (standalone & Consolidated) for the year ended 31st March, 2017 along with Directors' and Auditors' Report

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	63	4075037	100
Votes by E-voting	11	2650	78.84
Total	74	4077687	-

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	-	-	-
Votes by E-voting	3	711	21.15
Total	3	711	21.15

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	24

(b) To appoint a Director in place of Mr. Krishna Kumar Gangadharan (DIN 00090715), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	63	4075037	100
Votes by E-voting	11	2650	78.84
Total	74	4077687	

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	-	-	-
Votes by E-voting	3	711	21.54

Total	3	711	21.54
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(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	24

(c) **Appointment of M/s. M. V. Narayana Reddy & Co, Chartered Accountants (Firm Registration No. 002370S) as the statutory auditor of the company to hold office from the conclusion of this annual general meeting until the conclusion of the next Annual General Meeting**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	63	4075037	100
Votes by E-voting	11	2650	78.84
Total	74		

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	-	-	-
Votes by E-voting	3	711	21.15
Total	-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	24

(d) **To Re-appoint and confirm the remuneration payable to Mr. A. Ayodhya Rami Reddy, Executive Chairman of the Company**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	63	4075037	100
Votes by E-voting	11	2622	78.01
Total	74	4077659	-

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	-	-	-
Votes by E-voting	4	739	21.98
Total	5	739	21.98

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	24

(e) **To Re-appoint Mr. Y.R.Nagaraja, Managing Director of the Company**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	63	4075037	100
Votes by E-voting	10	2530	75.27
Total	73	4077567	

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	-	-	-
Votes by E-voting	5	831	24.72
Total	5	831	24.72

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	24

(f) To fix remuneration of the Cost Auditor:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	63	4075037	100
Votes by E-voting	11	2650	78.84
Total	74	4077687	-

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	-	-	-
Votes by E-voting	3	711	21.54
Total	3	711	21.54

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	24

[Handwritten signature]

Kritika Sharma

Company Secretary

Report of Scrutinizer on Remote e-Voting Process & Vote by Poll at 23rd 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 Grandiaose,15th 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 Companies Act, 2013 ('the Act') read with Rule 20 and 21(2) of Companies (Management and Administration) Rules, 2014 for the 23rd Annual General Meeting.

The Board of Directors of Ramky Infrastructure Limited c, ('the Company') at its meeting held on 28th July,2017, 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 23rd Annual General Meeting to be held on 29th September,2017 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, Kritika Sharma, Practicing Company Secretary bearing Membership Number:A39335 has been appointed as scrutinizer by the Board of Directors of the company at their meeting held on 28th July,2017 as required under 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 resolutions as contained in the notice convening the 23rd Annual General Meeting of the Company to be held on 29th September,2017.

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 and voting by poll on the resolutions contained in the Notice and I shall 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 Karvy Computershare Private Limited, the authorized agency to provide remote e-voting facilities, engaged by the Company and based on the voting by Poll at the Annual General Meeting.

The members of the company holding shares as on the cut-off date i.e., 22nd September, 2017 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.



Office at: #501, R.K. Vipanchi, Hyderguda, Hyderabad-500 029,Telangana

In this regard, I submit my report as under:

1. The Remote e-voting period remained open from Tuesday, 26th September, 2017 at 09:00 A.M. and ends on Thursday, 28th September, 2017 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 (<https://evoting.karvy.com/>)
4. Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, 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. I 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 my custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe custody.

Recommendation:

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

Thanking You,


Kritika Sharma



Practicing Company Secretary

Membership No: A39335

Certificate of Practice No: 14671

Place: Hyderabad

Date: 29.09.2017
