

# **Ramky Infrastructure Limited**

## **Annual Report 2016**

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## IMPORTANT COMMUNICATION TO MEMBERS

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 the 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 electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the following addresses.

SEBI has made it mandatory for every participant in the Securities/Capital Market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with photocopy of both sides of PAN card, duly attested to the Demat Registrar and Share Transfer Agent of the Company, M/s Karvy Computershare Private Limited as above.

## 22<sup>nd</sup> Annual Report 2015-16

# Corporate Information

### BOARD OF DIRECTORS

<b>Mr. Alla Ayodhya Rami Reddy</b>	– Executive Chairman
<b>Mr. Y. R. Nagaraja</b>	– Managing Director
<b>Dr A. G. Ravindranath Reddy</b>	– Non-Executive Independent Director
<b>Mr. V. Murahari Reddy</b>	– Non-Executive Independent Director
<b>Mrs Allam Rama Devi</b>	– Non-Executive Independent Director
<b>Mr. Krishna Kumar Gangadharan</b>	– Non -Executive Director

### KEY MANAGERIAL PERSONNEL

<b>Mr. Alla Ayodhya Rami Reddy</b>	– Chief Executive Officer
<b>Mr. I WVijaya Kumar</b>	– Chief Financial Officer
<b>Mr. N Madhu Sudhana Reddy</b>	– Company Secretary

#### STATUTORY AUDITORS

M/s. Chaturvedi & Partners  
Chartered Accountants  
212A, Chiranjiv Tower, 43, Nehru Place,  
New Delhi - 110019.

#### INTERNAL AUDITORS

M/S. J S Sundaram & Co.  
Chartered Accountants  
II Floor, B1 & B3, Spaces & More Business Centre,  
Road No.2,  
Banjara Hills, Hyderabad-500034.

#### SECRETARIAL AUDITOR

Mr. Manoj Kumar Koyalkar, Practicing Company Secretary.

#### COST AUDITOR

Mr. R Sreenivas Rao  
Practicing Cost Accountant

#### CHIEF FINANCIAL OFFICER

I.W. Vijay Kumar

#### COMPANY SECRETARY

N. Madhu Sudhana Reddy

#### 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

#### REGISTRAR AND SHARE TRANSFER AGENT

Karvy Computershare Private Limited  
Karvy Selenium, Tower B,  
Plot No 31 & 32,  
Gachibowli Financial District,  
Nanakramguda Hyderabad - 500032  
P : 91 40 67161500 (B) F : +91 40 23420814

### BANKERS

State Bank of India	ICICI Bank Limited
Axis Bank Limited	Punjab National Bank
IDBI Bank Limited	State Bank of Hyderabad
Yes Bank Limited	Kotak Mahindra Bank
Standard Chartered Bank	(Formerly known as ING Vysya Bank Limited).

WEBSITE: [www.ramkyinfrastructure.com](http://www.ramkyinfrastructure.com) | CORPORATE IDENTITY NUMBER: L74210TG1994PLC017356



# Notice

Notice is hereby given that the 22nd Annual General Meeting of the members of M/s. Ramky Infrastructure Limited will be held on **Friday, the 30th day of September, 2016 at 03.00 PM** 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, 2016, 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, 2016 and the Report of the Auditors thereon.
2. 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.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 21st Annual General Meeting (AGM) of the Company held on 30.09.2015 in respect of the appointment of the auditors, M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E), till the conclusion of the 23 AGM, the Company hereby ratifies and confirms the appointment of M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E) as the Statutory Auditor of the Company, to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company for the financial year ending March 31, 2017."

## SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT,** consent of the members be and is hereby accorded for making an amendment to the Master Restructure Agreement dated 12 June 2015 entered with the Joint Lenders' Forum ('JLF') Lenders for incorporation of the clauses "providing for an option to convert the entire loan including unpaid interest or part thereof into shares of the Company, in the event the Company is not able to achieve the viability milestones and / or adhere to Critical Conditions" as stipulated in the restructure package and in accordance with the circular on Strategic Debt Restructuring Scheme ('SDR') of Reserve Bank of India,

bearing number RBI/2014-15/627 DBR.BP.BC.No.101/ 21.04.132/ 2014-15 dated June 8, 2015."

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of Section 179, 42, 62 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, applicable provisions of Uniform Listing Agreement under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) Circular No. DBR.BP.BC.No.101/21.04.132/2014-15 dated 8th June 2015 ("RBI Circular"), applicable rules, regulations, notifications, amendments issued by Government of India, RBI and any other regulatory or other appropriate authorities and subject to such condition(s) as may be prescribed by one or more of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s), which may be agreed to by the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any Committee and enabling provisions of the Memorandum and Articles of Association of the Company, Consent of the members be and is hereby accorded to the JLF lenders which were a party to the MRA (hereinafter referred to as the "Lenders") for conversion of whole or any part of the Debt viz Term Loans, FITL, WCTL etc into fully paid up equity shares of the Company having voting rights; in the event the Company is not able to achieve the viability milestones and / or adhere to 'critical conditions' as stipulated in the restructure package and as stipulated in the above-mentioned Circular on Strategic Debt Restructuring Scheme (SDR) of Reserve Bank of India.

**RESOLVED FURTHER THAT** the fully paid up equity shares so allotted and issued to the Project Lenders pursuant to their exercising the right of conversion, shall carry the right to receive the proportionate dividends and other distributions declared or to be declared for the period commencing from the date of conversion and shall in all respects rank paripassu with other equity shares of the Company, and that the Company shall increase, if required, the authorized capital of the Company to satisfy the conversion right available to the Lenders.

**RESOLVED FURTHER THAT** Mr. Y. R. Nagaraja, Managing Director and / or Mr. I. W. Vijaya Kumar, CFO (the "Authorized Person(s)"), of the Company be and are hereby severally authorized to accept from time to time the request of the Project Lenders arising from or incidental to the aforesaid right of conversion and to do all such acts and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed to any deeds, documents, undertakings, writings, agreements and declarations as the Company may be required by the Lenders to execute in connection with or arising from or incidental to the aforesaid right of conversion, in the presence of any one of the Authorised Persons

who shall sign the same in token thereof, in conformity with the articles of association of the Company.

**RESOLVED FURTHER THAT** the Directors/ Company Secretary for the time being of the Company be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents as may be required in relation to the aforesaid resolutions."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and its related and applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) 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 2016-17, amounting to

Rs. 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**

Sd/-  
**Y R Nagaraja**  
Managing Director  
(DIN: 00009810)

Hyderabad,  
September 01,2016

#### 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 and 5 of the Notice is attached. The statement of the particulars of Directors seeking Appointment / Re-appointment as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation,2015 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 48 (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.**
3. Pursuant to Section105 of the Companies Act,2013 and Rule 19 of theCompanies (Management &Administration) Rules, 2014,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.
4. 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 24 (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.
5. Members are requested to bring the Attendance Slip duly filled in and signed attendance slip mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith 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. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting
9. 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. Members may also note that the Notice of the 22nd AGM and the Annual Report for 2016 will also be available on the Company's website [www.ramkyinfrastructure.com](http://www.ramkyinfrastructure.com)for download.
10. 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
11. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form
12. 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) andnot 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.
13. 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.
14. 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.

15. 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.
16. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of ₹ 1,00,000 (Rupees One Lakh).
17. 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.
18. 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). Shareholders 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)
19. 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.
20. 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.
21. 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 at the Annual General Meeting, for members attending the meeting and who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through the ballot

paper. 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 at the Annual General Meeting in a fair and transparent manner.

Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 23.09.2016 only shall be entitled to avail the facility of remote e-voting.

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 PhysicalForm:-

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) Shareholders can cast their vote online from 27th September, 2016 (9.00 AM) to 29th September, 2016 (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, 2016, 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 / 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 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](http://www.ramkyinfrastructure.com).

## EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

### Item No 4

Members may note that for the purposes of preparation of the Scheme for the Strategic Debt Restructuring [SDR], at the time of initial restructuring, the joint lender forum must have incorporated terms and conditions attached to the agreement for restructure of loan agreed by the Company, a clause providing an option to convert the entire loan including unpaid interest or part thereof into shares in the Company in the event the Company is not able to achieve the viability milestone and adhere to critical conditions as stipulated in the restructuring package. Since the said clause was not forming part of the earlier SDR scheme approved by the Board of Directors at its earlier meeting held on 13 February 2016, the Joint lender forum has sent the revised Master Restructuring Agreement containing the SDR Scheme for the approval of the Board of Directors and the Shareholders of the Company, by way of a Special Resolution, which will then be placed for the approval of the Lenders.

In this connection, the Board of Directors have at its meeting held on 30th May, 2016, had approved the amendment to the Original Master Restructure Agreement by way of an inclusion of the clause enabling option to convert the outstanding principle including interest or part thereof into shares in the Company in the event the Company is not able to achieve the viability milestones or adhere to the critical conditions as stipulated.

Approval of shareholders is also required for incorporating the said amendment in the Original Master Restructure Agreement and for this purpose, approval of the Shareholders by way of Special Resolution is required to be passed.

The Directors commend the resolution(s) set out at item No. 4 for your approval as Special Resolution(s).

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.

### Item No 5:

The Board of Directors of the Company on the recommendation of the

Audit Committee approved the appointment and remuneration of Mr. R Srinivasa Rao, (Membership Number: 6329, Practising Cost Accountant, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2017. 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 2016-17 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. 7 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**

Sd/-  
**Y R Nagaraja**  
Managing Director  
(DIN: 00009810)

Hyderabad,  
September 01, 2016

### 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](mailto:investors@ramky.com)  
Website: [www.ramkyinfrastructure.com](http://www.ramkyinfrastructure.com)  
CIN: L74210TG1994PLC017356

## Annexure A

### Details of the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name of Director</b>	<b>Krishna Kumar Gangadharan</b>
Date of Birth	28/09/1971
Date of Appointment	13/11/2014
Expertise in specific functional areas	Mr Kumar has 23 years of financial services and infrastructure experience, of which 20 years have been infrastructure PE fund management experience. Mr Kumar has been involved in 24 investments across all infrastructure sectors. Mr Kumar has co-led and advised marquee transactions in the infrastructure space including Gujarat Pipavav Port (one of India's fastest growing ports and an AP Moller - Maersk Group company), IL&FS Transportation (India's largest surface transport company), RamkyEnviro Engineers Limited, India's largest waste management company, Maharashtra Natural Gas Limited, one of India's largest non-metro city gas distribution companies.
Qualification	Bachelor of Commerce degree from the University of Mumbai (India), Major in Financial Accounting
List of other companies in which directorship is held as on March 31, 2016*	<ol style="list-style-type: none"> <li>1. DEN Networks Ltd</li> <li>2. Dighi Port Limited</li> <li>3. Konaseema Gas Power Limited</li> <li>4. Petronet India Limited</li> <li>5. IIML Asset Advisors Limited</li> <li>6. Ramky Enviro Engineers Limited</li> </ol>
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2016*	<ol style="list-style-type: none"> <li>1. RamkyEnviro Engineers Ltd, Member, Audit Committee and Nomination &amp; Remuneration Committee</li> <li>2. Konaseema Gas Power Ltd, Member, Audit Committee</li> <li>3. Petronet India Limited, Chairman, Audit Committee</li> </ol>
Equity Shares held in the Company as on 31.03.2016	34,000
Relationship between Directors inter-se	Not Applicable

*\*Directorships and Committee memberships in Ramky Infrastructure Ltd are not included in the aforesaid disclosure. Also directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees, Nomination & Remuneration committee and Stake holders' relationship Committees of only public Companies have been included in the aforesaid table.*



# Boards' Report

Dear Members,

Your Directors have pleasure in presenting their 22nd Annual Report on the business and operations of your company for the financial year ended March 31, 2016. The consolidated performance of the company and its subsidiaries has been referred to wherever required.

## Financial Results

The standalone and consolidated financial performance of the Company for the financial year ended March 31, 2016 is summarized below:

Particulars	Standalone		Consolidated	
	2015-16	2014-15	2015-16	2014-15
Revenue from operations	1792.85	1079.74	2342.08	1644.13
Other Income	389.63	34.93	446.61	62.08
Total Income	2182.48	1114.67	2788.69	1706.21
Total Expenditure	2166.19	1780.76	2756.20	2418.52
Profit/(Loss) before taxes	16.29	(666.09)	32.50	(712.31)
Tax Expense/(Benefit)	3.93	(220.61)	3.08	(229.63)
Profit/(Loss) after Tax	12.36	(445.48)	29.42	(482.68)
Earnings per equity shares in INR	2.16	(77.89)	3.02	(84.44)
Minority Interest	-	-	12.16	0.17
Share of loss from associate companies-	-	(0.04)	0.11	

## Review of Performance and state of the company's affairs

During the year under review, members will notice that the standalone revenues have increased to ₹ 1792.85 crores from ₹ 1079.74 crores of the previous year 2014-15, and has profit of ₹ 12.36 crores as against loss of ₹ 445.48 crores in the previous year 2014-15.

During the year under review, members will notice that the consolidated revenues have also increased to ₹ 2342.08 from ₹ 1644.13 crores of the previous year 2014-15, and has profit of ₹ 17.30 crores as against loss of 482.96.

## Consolidation of Accounts

The standalone accounts of your Company broadly represents the EPC business plus the investment that have gone into the 13 wholly owned subsidiaries, 6 Subsidiaries, 1 Association of person, 2 Jointly Controlled entities and 2 Associates & 3 step down subsidiaries of the Company, and the consolidated business represents the consolidation of the EPC business and the integrated infrastructure developer businesses.

In accordance with Regulation 34(2) of the listing agreement and in compliance with the provisions of companies act 2013 and the Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting standard AS-23 on Accounting for Investments in Associates and Accounting Standard AS-27 on Financial Reporting of Interests in Joint Ventures, your Directors have pleasure in attaching the Consolidated Financial Statements as part of the Annual Report.

A statement containing brief financial details of the subsidiaries for the financial year ended March 31, 2016 is annexed as Annexure -I. The annual accounts of these subsidiaries and the related detailed information will be made available to any member of the Company/its subsidiaries seeking such information at any point of time and are also available for inspection by any member of the Company/its subsidiaries at the registered office of the Company. The annual accounts of the subsidiaries will also be available for inspection, as above, at registered office of the respective subsidiary companies.

## Dividend and Transfer to Reserves

Your Board of Directors has not recommended any dividend for the financial year 2015-16. No amount is transferred to General Reserve during the financial year 2015-16. An amount of ₹ 12,35,94,760 is proposed to be retained in the profit and loss account.

## Share Capital

During the period under review there is no change in the Authorised and Paid-up Capital of the Company. The Authorised share capital is Rs. 70,00,00,000 and Paid-up Share Capital is ₹ 57,19,77,910.

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

## Directors & Key Managerial personnel

### Composition of Board

The Board of directors of your company is duly constituted. The Board consists of Six directors.

### Key Managerial Personnel

The Board of directors has at its meeting held on April 05, 2016, appointed Mr. N.Madhu Sudhana Reddy as the Company Secretary and compliance officer and has accepted resignation of Mr. V. PhaniBhushan as Company Secretary and Compliance Officer of the company effective from April 05, 2016

### Proposed Appointments

The following appointments to the Board are proposed:

Approval of the shareholders is being sought for the appointment of Mr. Krishna Kumar Gangadharan (DIN 00090715) as Director (Non-Executive) of the Company, who retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer himself for re-appointment in accordance with the provisions of the Companies Act and pursuant to Articles of Association of the Company. Your Board recommends his re-appointment.

Appropriate resolutions for the appointment/ re-appointment of Directors are being placed before you for your approval at the ensuing Annual General Meeting. The brief resume of the aforesaid Directors and other information have been detailed in the Notice. Your Directors recommend their appointment/reappointment as Directors of your Company.

### Number of meetings of the board

Five Board Meetings were held on 09.04.2015, 30.05.2015, 13.08.2015, 13.11.2015 and 13.02.2016 during the year ended on 31st March 2016. The gap between any two Board Meetings is within the period prescribed by the Companies Act, 2013 and Listing Agreement.

### Declarations by Independent Directors

The Company has received declarations from the Independent Director under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

### Board evaluation and assessment

The Company believes formal evaluation of the board and of the individual directors, on an annual basis, is a potentially effective way to respond to the demand for greater board accountability and effectiveness. For the company, evaluation provides an ongoing means for directors to assess their individual and collective performance and effectiveness. In addition to greater board accountability, evaluation of board members helps in-

- More effective board process

- b. Better collaboration and communication
- c. Greater clarity with regard to members roles and responsibilities
- d. Improved chairman - managing directors and board relations

The evaluation process covers the following aspects

- Self-evaluation of directors
- Evaluation of the performance and effectiveness of the board
- Evaluation of the performance and effectiveness of the committees
- Feedback from the non-executive directors to the chairman
- Feedback on management support to the board.

#### **Familiarisation Programme for Independent Directors**

The Company shall through its Senior Managerial Personnel familiarise the Independent Directors with the strategy, operations and functions of the Company. The Independent Directors will also be familiarised with their roles, rights and responsibilities and orientation on Statutory Compliances as a Board Member.

On appointment of the Independent Directors, they will be asked to get familiarised about the Company's operations and businesses. An Interaction with the key executives of the Company is also facilitated to make them more familiar with the operations carried by the company. Detailed presentations on the business of the company are also made to the Directors. Direct meetings with the Chairman and the Managing Director are further facilitated for the new appointee to familiarize him/her about the Company/ its businesses and the group practices as the case may be and link is available at the website <http://ramkyinfrastructure.com>.

#### **Directors' Responsibility Statement**

Pursuant to the requirement under section 134 (3) and (5) of the Companies Act 2013, with respect to Directors' Responsibility Statement, your board of directors to the best of their knowledge and ability confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

#### **Constitution and Composition of Audit Committee**

The Audit Committee of the company is duly constituted as per Section 177 of the Companies Act, 2013. Composition and Scope of Audit Committee is provided under the Corporate Governance report annexed herewith.

#### **Corporate Governance**

In pursuance of Regulation 17 to 27 read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, entered into with the Stock Exchanges, a separate Report on Corporate Governance along with a certificate from Mr. Manoj Kumar Koyalkar, Practising Company Secretary, regarding its compliance is annexed and forms part of this Report. Your company will continue to adhere in letter and spirit to good corporate governance policies.

#### **Management Discussion & Analysis**

The Management Discussion and Analysis Report highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns etc. is furnished separately and forms part of this report.

#### **Statutory Auditors**

M/s. Chaturvedi & Partners, Chartered Accountants, have signified their willingness to continue as Auditors and have confirmed their eligibility under Section 139(1) of the Companies Act, 2013. The Auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with the Company as well as declaring that they have not taken up any prohibited non-audit assignments for the Company.

A proposal for ratifying their appointment from the conclusion of the 22 AGM till the conclusion of the 23 AGM has been included in the Notice of the ensuing AGM.

#### **Reporting of fraud**

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

#### **Cost Audit Report**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and as per the Companies (Cost Records and Audit) Rules, 2014 and amendments thereof, read with Notifications/Circulars issued by the Ministry of Corporate Affairs from time to time, the Board of Directors at their meeting dated 30.05.2016, appointed Mr. R Srinivas Rao, Cost Accountants as the Cost Auditors of the Company for the financial year 2015 - 16. The board approved their appointment for the FY 2016-17. The Cost Audit Report will be filed within the stipulated period of 180 days from the closure of the financial year.

A proposal for ratification of remuneration of the Cost Auditor for financial year 2016-17 is placed before the shareholders.

#### **Business Responsibility Report (BRR)**

Securities Exchange Board of India (SEBI) vide circular CIR/CFD/DIL/8/2012 dated August 13, 2012 has mandated the inclusion of BRR as part of the Annual Report for the top 100 listed entities based on their market capitalization on Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd as at 31 March 2012. In view of the requirements specified, the company is not mandated for the providing the BRR and hence do not form part of this Report.

#### **Corporate Social Responsibility**

Ramky Infra has been pursuing CSR activities long before they were made mandatory under the Companies Act, 2013. You are aware that the CSR activities are being carried under Ramky Foundation, a charitable trust which looks after CSR activities. It focuses on 4 thrust areas viz, natural resource management, education, health and women empowerment. It seeks to bring corporate sector with an overall aim to create equitable, sustainable, and accessible developmental opportunities for the communities we serve. A Report on Corporate Social Responsibility (CSR) Policy and Activities as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is appended to this annual report as Annexure - II and link to the CSR policy is available at the website <http://ramkyinfrastructure.com>.

#### **Particulars of Loans, Guarantees and Investments**

Details of loans and guarantees given and investments made under Section 186 of the Act are provided in the Notes to the Financial Statements.

#### **Secretarial Audit Report**

Pursuant to the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, the company is required to obtain Secretarial Audit Report from Practising Company Secretary. Mr. Manoj Kumar Koyalkar, Practising Company Secretary was appointed to issue Secretarial Audit Report for the financial year 2015-16.

Secretarial Audit Report issued by Mr. Manoj Kumar Koyalkar, Practising company secretary in Form MR-3 for the financial year 2015-16 forms part to this report as 'Annexure - III'.

#### **Management responses to observations in Secretarial Audit Report:**

Management shall ensure and take appropriate steps for timely compliance of various laws.

### Management responses to observations in Auditor's Report

With reference to observations made in Auditor's Report, the notes of account is self-explanatory and therefore do not call for any further comments. The results for the year ended March 31, 2016 have been subjected to an audit by the Statutory Auditors of the Company and a qualified report has been issued by them thereon.

Sl.No.	Qualification	Management Response
1	With respect to the deferred tax assets amounting to Rs. 39,601.10 Lakhs <i>The Company has recognized deferred tax asset on unabsorbed depreciation, business losses and other timing differences incurred by the Company during the year.</i>	Based on estimated realization of reasonable margin on existing contracts on hand and future contracts, the Management is confident of sufficient future taxable income for realization of deferred tax assets.
<b>Emphasis matters in Standalone financials</b>		<b>Management Response</b>
1	Material uncertainties over the realisability of certain construction work in progress, trade receivables and loans and advances aggregating to Rs50849.10 lakhs, which are subject matters of arbitration proceedings/ negotiations	The Management of the Company, keeping in view the long term nature of the contracts, terms and condition implicit in these contracts and the ongoing discussion based on which steps to recover are currently in process, is confident of recovering the amount as they are contractually tenable.
2	Recognition of claim of Rs. 22,504.00 lakhs during the year and related trade receivable and other current assets aggregating to Rs.22,504.00 lakhs as at March 31st 2016, on account of cost overrun and additional quantities executed in respect of a EPC contract with its subsidiary concessionaire.	The management of the company has received the averment of the cost overrun from the lenders independent engineer and has the authority to make such a claim as 'concessionaire'.
3	Insurance claim due to floods on one of the company's project in Srinagar, Jammu and Kashmir, the company has recognised insurance claim revenue aggregating to Rs. 6,294.55 lakhs to the extent measured reliably and accounted/charged off related additional costs incurred towards damage by floods.	The Management is confident that the liabilities no longer required and no material adjustment will be required.
4	Write back of the 'liabilities no longer required' outstanding for a long period aggregating to Rs. 16,495.86 lakhs.	The management has written off the liabilities which were not required any longer considering its nature and those liabilities would not recur in future.
<b>Emphasis matters in Consolidated financials</b>		<b>Management Response</b>
5	N.A.M. Expressway Limited, a Subsidiary Company whereby the Statutory Auditors of the said subsidiary have drawn attention there is cost overrun on the project to the extent of Rs. 22,504 lakhs during the year	The management of the company has received the averment of the cost overrun from the lenders independent engineer and has the authority to make such a claim as 'concessionaire'.
6	Ramky Elsamex Hyderabad Ring Road Limited, a Subsidiary Company whereby the Statutory Auditors of the said subsidiary have drawn attention regarding receivables/retentions of which realization is not in line with terms of concession agreement with HMDA.	Management believes that these amounts are recoverable in full. Matter is pending before arbitral tribunal. So, consequential financial impact will be known only when the matter is resolved
7	Ramky Herbal and Medicinal Park (Chattisgarh) Limited, a Subsidiary Company whereby the Statutory Auditors of the said subsidiary have drawn attention that the Company is a project specific company which has been terminated mutually by company &Chattisgarh state industrial development corporation which affects the going concern of the company and consequently, impact has already provided in books.	The Management considering the technical and operational issue of non allotment of land required for the project has consciously decided to withdraw from the project and thus terminated these contracts in mutual agreement with respective authorities.
8	Jabalpur PatanShahpuraTollways Limited, a Subsidiary Company whereby the Statutory Auditors of the said subsidiary have drawn attention that the Company is a project specific company which has been terminated by Madhya Pardesh Development Corporation Limited which affects the going concern of the company and consequently, impact has already provided in books.	
9	Agra EtawahTollways Limited, Ramky Food Park (Chattisgarh) Limited, Naya Raipur Gems And Jewellery SEZ Limited a Subsidiary Company whereby the Statutory Auditors of the said subsidiary have drawn attention that Company is a project specific company which has been terminated which affects the going concern of the company and consequently, impact has already provided in books.	The Management is confident that the liabilities no longer required and no material adjustment will be required.
10	In respect of Ramky Pharma City Limited India, a Subsidiary Company whereby the Statutory Auditors of the said subsidiary have drawn attention to the following points: a. there is an uncertainty in connection with charge sheet filed by CBI against by the company & attachment order of the Enforcement Directorate In respect of certain assets. b. an amount of ₹ 1,050.95 lakhs was written off for insurance claim towards loss caused by HUD HUD cyclone, as there is no confirmation from the insurance company.	Management believes that is has complied with the provisions of concession agreement while consequential financial impact would be known only when matter is resolved.
11	In respect of Srinagar Banihal Expressway Limited, a Subsidiary Company whereby the Statutory Auditors of the said subsidiary have drawn attention: a. That Company has suffered damages due to floods and recoveries from insurance co are under assessment. However, no material financial impact is expected in the financial statements as these damages are to be borne by the EPC contractor as per EPC agreement. b. There is cost overrun on the project to the extent of ₹ 9,228 lakhs during the year.	
<b>Management's Reply to Auditor's Report on Internal Financial Controls</b> With respect to the material weaknesses identified by the Auditor's on the Internal Financial Controls, the following is the managements' response for the same: Subsequent to the audit, management have taken adequate measures to improve the system and bring financial control over the matters reported herein by the Auditors. Your management is confident to overcome these deficiencies in the coming financial year.		

## **Whistle Blower Policy/Vigil Mechanism**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and the rules framed there under and pursuant to the applicable provision of SEBI (LODR) Regulations, 2015, the company has established a mechanism through which all stake holders can report the suspected frauds and genuine grievances to the appropriate authority. The Whistle blower policy which has been approved by the board of directors of the company has been hosted on the website of the company viz., <http://ramkyinfrastructure.com>.

## **Risk Management Policy**

The Board of Directors has formed a Risk Management Committee to identify, evaluate, mitigate and monitor the risks associated with the business carried by the company. The Committee reviews the risk management plan and ensures its effectiveness. A mechanism has been put in place which will be reviewed on regular intervals.

## **Policy on Sexual Harassment**

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended 31st March, 2016, the Company has not received any complaints pertaining to Sexual Harassment.

## **Particulars of Contracts or arrangements with related parties**

All the related party transactions that were entered during the financial years were in the ordinary course of business of the company and were on arm length basis. There were no materially significant related party transactions entered by the company during the year with the promoters, directors, key managerial personnel or other persons which may have a potential conflict with the interest of the company.

The policy on related party transactions as approved by the board of directors is hosted on the website of the company viz : <http://ramkyinfrastructure.com>.

Particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2 as 'Annexure-IV' to this report.

## **Material changes and commitments, if any, affecting the financial position of the company.**

There are no material changes and commitments affecting the financial position of the company which occurred between the end of the financial year to which the financial statements relate and the date of the report.

## **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

## **Public Deposits**

Your Company has not accepted any deposits from the public. As such, there was no principal or interest outstanding on the date of the Balance Sheet.

## **Material Subsidiary Policy**

The Company has adopted a policy for determining material subsidiary, in line with the requirements of the Listing Agreement. The Policy on Material Subsidiary is available on the website of the Company at <http://ramkyinfrastructure.com/>

## **Remuneration Policy**

The Board has on the recommendation of Nomination and remuneration

Committee approved a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.

## **Particulars of Employees**

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as 'Annexure -V' to this Report.

In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary at the Registered Office of the Company.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are enclosed in Annexure -and forms part of this Report.

## **Extract of the Annual Return**

In accordance with Section 134 (3) (a) of the Act, an extract of the Annual Return in the prescribed format is appended as 'Annexure -VI' to this Report.

## **Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

Conservation of Energy which is an ongoing process in the Company's construction activities and the same is not furnished as the relative rule is not applicable to your company.

There is no information to be furnished regarding Technology Absorption as your company has not undertaken any research and development activity in any manufacturing activity nor any specific technology is obtained from any external sources which needs to be absorbed or adapted.

Innovation is a culture in the Company to achieve cost efficiency in the construction activity so as to be more competitive in the prevailing environment.

## **Foreign Exchange Earnings and Outgo**

In accordance with the provisions of Section 134 of the Companies Act, 2013, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the information relating to foreign exchange earnings and outgo is provided under Notes to the Balance Sheet and Profit and Loss Account.

## **Internal Audit & Controls**

The Company to engage M/s. Protiviti Consulting Private Limited, as its Internal Auditors for the financial year 2016-17 in place of exiting internal auditors, M/s. J S Sundaram & Co., Internal Auditors, who have expressed their unwillingness to act as internal auditors of the company. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

## **Internal Financial Control Systems**

The Company has adequate Internal Financial Controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.



## Industrial Relations

The company enjoyed cordial relations with its employees during the year under review and the Board appreciates the employees across the cadres for their dedicated service to the Company, and looks forward to their continued support and higher level of productivity for achieving the targets set for the future.

## Listing with Stock Exchanges

The Securities Exchange Board of India (SEBI), on September 02nd 2015, has issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with an aim to consolidate and streamline the provisions of Listing agreement for different segments of capital market to ensure better enforceability. The said regulations were effective from December 1st, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within 6 months from the effective date. The Company entered into Listing agreement with the National Stock Exchange limited and BSE Limited.

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to NSE and BSE where the Company's Shares are listed.

## Human Resources

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement

## Acknowledgements

Your Directors wish to express their appreciation of the support and co-operation of the Central and the State Government, bankers, financial institutions, suppliers, associates and subcontractors and seeks their continued patronage in future as well.

For and on behalf of the Board of  
**Ramky Infrastructure Limited**

Sd/-

**Y.R.Nagaraja**

Hyderabad  
September 1, 2016

Managing Director  
(DIN:00009810)

Sd/-

**Alla Ayodhya Rami Reddy**

Executive Chairman  
(DIN: 00251430)

## Form AOC -1

Statement containing salient features of the financial statements of subsidiaries/associate companies/Joint ventures  
[Pursuant to first proviso to sub section (3) of section 129 of the companies act, 2013, read with rule 5 of companies (Accounts) Rules, 2014]

## PART A: Subsidiaries

1. Name of the Subsidiary : MDDA-Ramky IS Bus Terminal Limited; Date of acquisition: 02.11.2006. Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate : NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
10.65	1.23	37.18	37.18	0	8.48	0.52	0.19	0.32	-	100

2. Name of the Subsidiary : Ramky Pharma City (India) Limited; Date of acquisition: 19.04.2006 Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
18	126.94	382.76	382.76	3.35	116.38	4.86	3.37	1.49	-	51

3. Name of the Subsidiary : Ramky Engineering and Consulting Services (FZC); Date of acquisition: Reporting period: April-March Reporting Currency:_INR_Exchange Rate: 18.0516										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
14.96	90.34	189.98	84.67	--	--	--	--	--	--	100

4. Name of the Subsidiary : Ramky Elsamex Hyderabad Ring Road Limited; Date of acquisition:18.07.2007 Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
45	2.69	302.45	302.45	0	63	4.27	0	4.27	-	74

5. Name of the Subsidiary : Ramky Towers Limited; Date of acquisition: 26.07.2007. Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
0.052	40.59	141.69	141.69	0	8.48	0.52	1.07	3.59	-	51

6. Name of the Subsidiary : Ramky Enclave Limited; Date of acquisition: 02.11.2007. Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
0.129	16.46	80.37	80.37	0	88.89	4.67	0.25	-0.49	-	89.01%

7. Name of the Subsidiary : Ramky Food Park (Chattisgarh)Limited; Date of acquisition: 14.09.2007 Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
0.44	0.61	1.05	1.05	0	0.01	0.0067	0.000987	0.0078	-	100
8. Name of the Subsidiary : Ramky Herbal & Medicinal Park (Chattisgarh)Limited; Date of acquisition: Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
0.51	0.42	0.934	0.934	0	0	-0.0054	0	-0.0054	-	100
9. Name of the Subsidiary : Naya Raipur Gems and Jewellery SEZ Limited; Date of acquisition: 14.09.2007Reporting period: Reporting Currency:INRExchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
1.135	1.23	2.33	2.33	0	0	0.046	0	0.046	-	100
10. Name of the Subsidiary : Ramky-MIDC Agro Processing Park Limited; Date of acquisition: 25.02.2008Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
2.228	4.33	6.55	6.55	0	0	-0.0036	0	-0.0036	-	100
11. Name of the Subsidiary : Srinagar Banihal Expressway Limited; Date of acquisition: 04.10.2010. Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
61.6	0.129	1293.9	1293.9	0	0	0.055	0.0446	0.0106	-	100
12. Name of the Subsidiary : Ramky Multi Product Industrial Park Limited; Date of acquisition:13.12.2010 . Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
10.5	49.43	144.62	144.62	0	8.48	-0.0353	0	-0.0353	-	100
13. Name of the Subsidiary : Ramky Food Park (Karnataka) Limited; Date of acquisition:22.12.2010. Reporting period: Apr-March Reporting Currency:_INR_Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
0.055	-0.0078	0.048	0.048	0	0	-0.00087	0	-0.00087	-	100

14. Name of the Subsidiary : Sehore Kosmi Tollways Limited; Date of acquisition:02.09.2011 . Reporting period: Apr-March Reporting Currency:_INR__Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
12.02	-8.45	84.071	84.071	0	13.48	-3.279	0	-3.279	-	100

15. Name of the Subsidiary : Hospet Chitradurga Tollways Limited; Date of acquisition:7.12.2011 Reporting period: Apr-March Reporting Currency:_INR__Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
17.022	17.008	0.062	0.062	0	0	(0.0068)	0	(0.0068)	-	100

16. Name of the Subsidiary : Agra EtawahTollways Limited; Date of acquisition: 08.12.2011. Reporting period: Apr-March Reporting Currency:_INR__Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
0.05	0.028	0.27	0.27	0	00	0.0178	0.0041	0.0137	-	100

17. Name of the Subsidiary : Frank Lloyd Tech Management Services Limited; Date of acquisition: Reporting period: Apr-March Reporting Currency:_INR__Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
10.47	1.342	16.01	16.01	0	3.927	1.217	0.375	0.842	-	53.02

18. Name of the Subsidiary : Frank Lloyd Tech Management Services Limited; Date of acquisition:. Reporting period: Apr-March Reporting Currency:_INR__Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
0.05	0.039	0.0164	0.0164	0	0	0.0167	0.0045	0.0121	-	100

19. Name of the Subsidiary : Ramky Esco Ltd; Date of acquisition: 07.09.2012 .Reporting period: Apr-March Reporting Currency:INR Exchange Rate:NA										
Share Capital	Reserves & Surplus	Total Assets	Total Liabilites	Investment	Turnover **	Profit/ Loss after taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share holding
0.05	0.013	0.041	0.041	0	0	(0.021)	0	(0.021)	-	100

\* Investment in subsidiary excluded from Investments

\*\* Income from other sources included in Turnover



Name of the subsidiaries which are yet to commence operations

S.No	Name of the entity
1	Ramky Food Park (Chattisgarh) Limited
2	Ramky Herbal and Medicinal Park (Chattisgarh) Limited
3	Naya Raipur Gems and Jewellery SEZ Limited
4	Ramky-MIDC Agro Processing Park Limited
5	Ramky Food Park (Karnataka) Ltd
6	Agra EtawahTollways Ltd
7	HospetChitradurgaTollways Ltd
8	Jabalpur PatanShahpuraTollways Limited
9	Ramky Esco Limited

Name of the subsidiaries which have been liquidated or sold during the year - Nil

S. No	Name of the associates/Joint venture (Jv)	N.A.M Expressway Ltd	Jorabat Shillong Expressway Ltd	Ramky Integrated Township Ltd	Gwalior Bypass Projects Ltd
1	Latest audited balance sheet	31/03/2016	31/03/2016	31/03/2016	31/03/2016
2	Share of Associate /JV held by the company at the year end				
	a. Number	116755000	42000000	18241	25500
	b. Amount of Investment in associate/Jv	116.75	42	0.018	0.025
	c. Extent of Holding %	50	50	28.82	26
3	Description of how there is significant influence There is significant influence to the extent of share holding There is significant influence to the extent of share holding There is significant influence to the extent of share holding There is no significant influence				
4	Reason why the associate /Joint Venture is not consolidated	NA	NA	NA	NA
5	Networth attributable to shareholding as per latest audited balance sheet	597.101	76.14	329.02	
6	Profit /Loss for the year				
	i. Considered for consolidation	(38.39)	(6.61)	0.04	
	ii. Not considered for consolidation	-	-	-	

\*profit as per the draft guidance note on service concession arrangement

Name of the associate(s) or Joint Venture(s) which are yet to commence operations : Nil

Name of the associates or joint ventures which have been liquidated or sold during the year : Nil

Sd/-  
**Alla Ayodhya Rami Reddy**  
Executive Chairman  
(DIN : 00251430)

Sd/-  
**Y.R.Nagaraja**  
Managing Director  
(DIN : 00009810)

Hyderabad  
September 1st, 2016

Sd/-  
**I.W.Vijaya Kumar**  
Chief financial officer

Sd/-  
**N. Madhu Sudhana Reddy**  
Company Secretary

## Annexure II

### Report on Corporate Social Responsibility (CSR) Policy and Activities as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

1. A brief outline of the Company's CSR Policy is provided in the link at website viz : <http://ramkyinfrastructure.com>.
2. Composition of CSR Committee: The committee members include Mr.V.Murahari Reddy, Mr. A.G.Ravindranath Reddy and Mr. Y.R.Nagaraja.
3. Average Net profit for the preceding three Financial Years for the purpose of computation of CSR :Rs.(288.41)
4. Prescribed CSR expenditure (2% of Average Net Profit) :Nil
5. Details of CSR spend for the financial year :
  - a. Total amount spent during the financial year 2015-16: Rs.19 lakhs
  - b. Amount unspent, if any: Nil
  - c. Manner in which the amount spent during the financial year is detailed below:

S. No.	CSR Project or activity identified	Sector in which the project is covered	Project or programmes (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount spent on the projects or programs Sub-heads: 1. Direct Expenditure on projects or programs. 2. Overheads	Amount Spent: Direct or through implementing agency
1.	Education Support for the Needy <ul style="list-style-type: none"> <li>Note Books distributions</li> <li>Career guidance</li> <li>Infrastructure support to Govt. schools</li> </ul>	Education	Srinagar, Vizag, AP; GummadiPundi, Tamil Nadu, Dundigal, Jawaharnagar - Hyderabad, Narasaraopet - Guntur dist of Andhra Pradesh; Dobbaspeta, Bangalore	Direct Expenditure: 4Lakhs  Over Heads: 2 Lakhs	Spent through Ramky Foundation
2.	Health camps and Awareness Programs for community	Health	Dundigal, Jawaharnagar - Hyderabad Vizag, Narasaraopet - AP;	Direct Expenditure: 2 Lakhs	Spent through Ramky Foundation
3	Sensitization and Income Generation activities for women and unemployed youth	Women Empowerment	Vizag, Narasaraopet - AP;	Direct Expenditure: 2 Lakhs Over Heads: 1 Lakhs	Spent through Ramky Foundation
4	Plantation and Environment Promotion campaigns	Natural Resource Management	Pithampur, Madhya Pradesh; Vizag, AP; GummadiPundi, Tamil Nadu Bhuban - Odisha	Direct Expenditure: 3 Lakhs  Over Heads: 2 Lakhs	Spent through Ramky Foundation
5	Community development activities <ul style="list-style-type: none"> <li>Establishment of apparel production unit</li> </ul>	Rural Development Project	Narasaraopet and Vizag, AP;	Direct Expenditure: 2 Lakhs	Spent through Ramky Foundation

6. The company is in compliance with CSR Objectives and Policy of the Company.

Hyderabad  
September 1st, 2016

Sd/-  
(V. Murahari Reddy)  
CSR committee Chairman

Sd/-  
(Y.R.Nagaraja)  
Managing Director

**Annexure III**  
**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED March 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members  
**Ramky Infrastructure Limited**  
Ramky Grandiose, 15th Floor  
Sy No 136/2 & 4, Gachibowli  
Hyderabad, Telangana-500032

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. RAMKY INFRASTRUCTURE LIMITED, (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2016, ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the "Act") and the rules made there under and other applicable provisions of the Companies Act, 1956 which are still in force;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under  
(Not applicable during the year under review)
- (v) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (vi) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (vii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009;  
(Not applicable during the year under review)
- (viii) The Securities and Exchange Board of India (Share Based Employee Benefits Regulations), 2014  
(Not applicable during the year under review)
- (ix) Other laws applicable to the Company as per the representations made by the Management.

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standard-1 and Secretarial Standard-2, with respect to Board and General Meetings respectively, issued by The Institute of Company Secretaries of India and
- SEBI (Listing Obligations and Disclosure Requirements), 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that:**

1. *As on March, 2016, undisputed statutory dues with respect to Employee Provident Fund, Employee State Insurance and Employee Gratuity have not been regularly deposited with the appropriate authorities and there have been delays in number of cases, which was advised to the management to get regularized.*

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried out unanimously and are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

for **AGR Reddy & Co.**

Company Secretaries

Sd/-

**Manoj Kumar Koyalkar**

Membership No.19445

Certificate of Practice No.10004

Hyderabad, September 01st , 2016

Note: This report is to be read with my letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report.

### 'ANNEXURE A'

To,

The Members

**Ramky Infrastructure Limited**

Ramky Grandiose, 15th Floor,

Sy No 136/2 & 4, Gachibowli,

Hyderabad, Telangana-500032.

My report of even date is to be read along with this letter.

- a. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- b. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
- c. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- d. Where ever required, I have obtained Management Representation about the compliance, laws, rules and regulations and happening of events etc.
- e. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- f. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

for **AGR Reddy & Co.**

Company Secretaries

Sd/-

**Manoj Kumar Koyalkar**

Membership No.19445

Certificate of Practice No.10004

Hyderabad, September 01st , 2016



**Annexure-IV**

**FORM NO. AOC.2**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis : NA
  - (a) Name(s) of the related party and nature of relationship
  - (b) Nature of contracts/arrangements/transactions
  - (c) Duration of the contracts/arrangements/transactions
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
  - (e) Justification for entering into such contracts or arrangements or transactions
  - (f) date(s) of approval by the Board
  - (g) Amount paid as advances, if any:
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangement or transactions at arm's length basis
  - (a) Name(s) of the related party and nature of relationship: N.A.M Expressway Limited , Srinagar Banihal Expressway Limited and Ramky Multi product Industrial Park Limited. (Associate & Subsidiary)  
Please refer to Note No: 39 of notes to accounts for details on related party transactions
  - (b) Nature of contracts/arrangements/transactions:
  - (c) Duration of the contracts/arrangements/transactions: NA
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
  - (e) Date(s) of approval by the Board, if any: NA
  - (f) Amount paid as advances, if any: NIL

Hyderabad  
September 01st ,2016

(DIN : 00251430)

Sd/-  
**(Y.R.Nagaraja)**  
Managing Director  
(DIN : 00009810)

## Annexure - V

**A. The details of remuneration during the year 2015-16 as per Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 are as follows:**

SI.No.	Disclosure Requirement	Disclosure Details	
1.	Ratio of Remuneration of each Director to the median remuneration of the employees of the Company for the financial year:	<b>Executive Directors</b>	Ratio to median remuneration
		Mr. Alla Ayodhya Rami Reddy	0
		Mr. Y.R.Nagaraja	0
		<b>Non-Executive Directors</b>	
		Dr. A G Ravindranath Reddy	0
		Mr.V.Murahari Reddy	0
		Mrs A.Rama Devi	0
		Mr. Krishna Kumar.G	-
2.	Percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the financial year</b>
		Mr. Alla Ayodhya Rami Reddy	-
		Mr. Y.R.Nagaraja	-
		Dr. A G Ravindranath Reddy	-
		Mr.V.Murahari Reddy	-
		Mrs A.Rama Devi	-
		Mr. Krishna Kumar.G	-
		Mr.I.W.Vijaya Kumar	-
		Mr. V.Phani bhushan	29

3. Percentage increase/(decrease) in the median remuneration of the employees in the financial year - (0.96)
4. Number of permanent employees on the rolls of the Company as at 31st March, 2016 - 778
5. Explanation on relationship between average increase in remuneration & Company performance:  
The average increase in employee remuneration effected during the year 2015-16 was 8.5%. The company in general has not undertaken any increments/performance appraisals during the previous financial year viz., 2015-16
6. Affirmation that the remuneration is as per the remuneration policy of the Company:  
The Company is in compliance with its remuneration policy.

**B. Information under Section 197 (12) of the Companies Act, 2013 read with the rule 5(2) Companies (Appointment and remuneration of managerial personnel) Rules, 2014 and forming part of Directors Report for the year ended March 31, 2016.**

Employed throughout the Financial Year and in receipt of remuneration aggregating ₹ 1,020,00,000 or more								
Name of the Employee	Designation	Remuneration (in ₹)	Qualification	Experience (year)	Date of Commencement of Employment	Age	Last employment held before joining the company	% of equity shares held in the Company
Dhires Nigam*	Vice President (Projects)	72,52,000	BE (Civil)	31	May 12,2006	53 Years	Ex-Employee of MPRDC	0.004

\* Mr.Dhires Nigam Left the organisation on 31/12/2015.

Employees for part of the Financial Year who were in receipt of remuneration aggregating ₹ 8,50,000 or more								
Name of the Employee	Designation	Remuneration (in ₹)	Qualification	Experience (year)	Date of Commencement of Employment	Age	Last employment held before joining the company	% of equity shares held in the Company
NIL								

None of the employees is a relative of any Director of the company.

For and on behalf of the Board of  
**Ramky Infrastructure Limited**

Hyderabad  
September 1st, 2016

Sd/-  
**Y.R.Nagaraja**  
Managing Director  
(DIN:00009810)

Sd/-  
**Alla Ayodhya Rami Reddy**  
Executive Chairman  
(DIN: 00251430)

**Annexure VI**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31<sup>st</sup> March 2015**  
*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

CIN	:	L74210TG1994PLC017356
Registration Date	:	13-04-1994
Name of the Company	:	Ramky Infrastructure Limited
Category/Sub-Category of the Company	:	Company Limited By Shares/Indian Non-Government Company
Address of the Registered office and contact details	:	Ramky Grandiose, 15 <sup>th</sup> Floor, Sy.No 136/2 & 4, Gachibowli, Hyderabad-500032.
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/s. Karvy Computershare Private Limited Ramky Selinium, Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032. Phone: +91 40 44655000 Fax : +91 40 23420814 Email: einward.ris@karvy.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Constriction & Civil Engineering	41001, 41002, 41003, 42101, 42204	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ /associate	% of shares held	Applicable section
1	Ramky Infrastructure Ltd, Ramky Grandiose, 15th Floor, Sy No-136/2 & 4 Gachibowli, Hyderabad-500032	L74210TG1994PLC017356	Holding	-	2(46)
2	MDDA-Ramky Is Bus Terminal Ltd, 6-3-1089/G/10&11, 3rd Floor, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082.	U45202TG2003PLC041549	Subsidiary	100	2(87)
3	Ramky Engineering & Consulting Services FZC	NA	Subsidiary	100	2(87)
4	Ramky Food Park (Chattisgarh) Ltd, R-IX, Anupam Nagar, Raipur, Chattisgarh-492001	U45209CT2007PLC020373	Subsidiary	100	2(87)
5	Ramky Herbal & Medicinal Park (Chattisgarh) Ltd R-IX, Anupam Nagar, Raipur, Chattisgarh-492001	U24290CT2007PLC020374	Subsidiary	100	2(87)
6	Naya Raipur Gems & Jewellery SEZ Ltd R-IX, Anupam Nagar, Raipur, Chattisgarh-492001	U45209CT2007PLC020375	Subsidiary	100	2(87)
7	Ramky - MIDC Agro Processing Park Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082.	U01119TG2008PLC057808	Subsidiary	100	2(87)
8	Ramky Multi Product Industrial Park Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082.	U45209TG2010PLC071635	Subsidiary	100	2(87)
9	Ramky Food Park (Karnataka) Ltd Site No.25-30, 2nd cross, Raghavendra Nagar, Hennur Ring Road, Kalyan Nagar (Post), Bangalore-560043	U45201KA2010PLC056315	Subsidiary	100	2(87)
10	Sheore Kosimi Tollways Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082.	U45209TG2011PLC076271	Subsidiary	100	2(87)
11	Hospet Chitradurga Tollways Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082.	U45203TG2011PLC077823	Subsidiary	100	2(87)

(Contd.)

**PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (Contd.)**

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ /associate	% of shares held	Applicable section
12	Agra Etawah Tollways Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082.	U45203TG2011PLC077881	Subsidiary	100	2(87)
13	Jabalpur Patan Shahpura Tollways Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082	U45209TG2012PLC080110	Subsidiary	100	2(87)
14	Ramky Pharma City (India) Limited 6-3-1089/G/10&11, Gulmohar Avenue, Rajbhavan Road, Hyderabad-500082	U24239TG2004PLC042855	Subsidiary	51	2(87)
15	Gwalior Bypass Project Ltd 1107, Indraprakash Building, 21, Barakhamba Road, New Delhi-110001.	U70109DL2006PLC150027	Associate	26	2(6)
16	Ramky Elsamex Hyderabad Ring Road Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082	U45203TG2007PLC054825	Subsidiary	74	2(87)
17	Ramky Towers Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082	U45209TG2007PLC054907	Subsidiary	51	2(87)
18	Ramky Enclave Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082	U45200TG2007PLC056183	Subsidiary	89	2(87)
19	Srinagar Banihal Expressway Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082	U45200AP2010PLC070676	Subsidiary	74	2(87)
20	Frank Lloyd Tech Management Services Limited 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082	U74120TG2010PLC071143	Subsidiary	100	2(87)
21	Ramky Esco Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082	U40109TG2012PLC082948	Subsidiary	100	2(87)
22	Ramky Engineering and Consulting Services Gabon SA	Not Applicable	Step down Subsidiary	-	-
23	JNPC Pharma Innovation Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082	U73100TG2011PLC077628	Step down Subsidiary	-	-
24	Ramky Integrated Township Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082	U70102TG2007PLC056526	Associate	28.82	2(6)
25	NAM Expressway Ltd 6-3-1089/G/10&11, Gulmohar Avenue, rajbhavan Road, Somajiguda, Hyderabad-500082	U45209TG2010PLC068968	Associate	28.82	2(6)
26	Jorobot Shillong expressway Ltd The IL & FS Financia Center, Plot C-22, G Block, Bandra Kurla Complex, bandra (east), Mumbai-400051	U45203MH2010PLC204456	Associate	28.82	2(6)
27	Ramky Infrastructure SAC	NA	Subsidiary	-	-

#### IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

##### i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	38531152	0	38531152	67.36	38531152	0	38531152	67.36	Nil
b) Central Govt	0	0	0	0	0	0	0	0	Nil
c) State Govt(s)	0	0	0	0	0	0	0	0	Nil
d) Bodies Corp.	225000	0	225000	0.39	225000	0	225000	0.39	Nil
e) Banks/FI	0	0	0	0	0	0	0	0	Nil
f) Any other	0	0	0	0	0	0	0	0	Nil
<b>Sub-total(A)(1):</b>	<b>38756152</b>	<b>0</b>	<b>38756152</b>	<b>67.76</b>	<b>38756152</b>	<b>0</b>	<b>38756152</b>	<b>67.76</b>	<b>Nil</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	Nil
b) Other - Individuals	0	0	0	0	0	0	0	0	Nil
c) Bodies Corp.	0	0	0	0	0	0	0	0	Nil
d) Banks/FI	0	0	0	0	0	0	0	0	Nil
e) Any other	0	0	0	0	0	0	0	0	Nil
<b>Sub-total (A)(2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>Nil</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>38756152</b>	<b>0</b>	<b>38756152</b>	<b>67.76</b>	<b>38756152</b>	<b>0</b>	<b>38756152</b>	<b>67.76</b>	<b>Nil</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	1480782	0	1480782	2.59	848970	0	8,48,970	1.48	0.2
b) Banks / FI	567754	0	567754	0.99	365254	0	3,65,254	0.64	0.09
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	289356	0	289356	0.51	289356	0	289356	0.51	Nil
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	9341	0	9341	0.02	9341	0	9341	0.02	0.02
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.02
i) Others (specify)	0	0	0	0	5875724	0	5875724	10.27	10.27
<b>Sub-total (B)(1):</b>	<b>2347233</b>	<b>0</b>	<b>2347233</b>	<b>4.1</b>	<b>7388645</b>		<b>7388645</b>	<b>12.92</b>	
<b>(2) Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	3691845	0	3691845	6.45	7062644	0	3691845	12.35	0.37
ii) Overseas	5986991	0	5986991	10.47	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3789665	50822	3840487	6.71	3587692	50822	3638514	6.36	0.35
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1302859	0	1302859	2.28	3390130	0	3390130	5.92	3.64
c) Others (specify)	1272224	0	1272224	2.22	0	0	0	0	0
<b>Sub-total(B)(2):</b>	<b>16043584</b>	<b>50,822</b>	<b>16094406</b>	<b>28.14</b>	<b>16043584</b>	<b>50822</b>	<b>16094406</b>	<b>28.14</b>	<b>-0.6</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>18390817</b>	<b>50822</b>	<b>18441639</b>	<b>32.24</b>	<b>18390817</b>	<b>50822</b>	<b>18441639</b>	<b>32.24</b>	<b>Nil</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>57146969</b>	<b>50822</b>	<b>57197791</b>	<b>100</b>	<b>57146969</b>	<b>50822</b>	<b>57197791</b>	<b>100</b>	<b>Nil</b>



ii. SHAREHOLDING OF PROMOTERS:

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Alla Ayodhya Rami Reddy	3,45,56,122	60.42	37.02	3,45,56,122	60.42	38.71	Nil
2	A Dakshayani	18,76,000	3.28	0.00	18,76,000	3.28	0.00	Nil
3	Y R Nagaraja	16,74,480	2.93	0.00	16,74,480	2.93	0.00	Nil
4	Ramky Finance & Investment Pvt Ltd	2,25,000	0.39	0.00	2,25,000	0.39	0.00	Nil
5	A Ishaan	1,80,000	0.31	0.00	1,80,000	0.31	0.00	Nil
6	Sharan A	1,80,000	0.31	0.00	1,80,000	0.31	0.00	Nil
7	M. Venugopal Reddy	24,000	0.04	0.00	24,000	0.04	0.00	Nil
8	M. Vasudeva Reddy	14,700	0.03	0.00	14,700	0.03	0.00	Nil
9	A. Ramakrishna Reddy	12,000	0.02	0.00	12,000	0.02	0.00	Nil
10	Y R Nagakrishna	12,000	0.02	0.00	12,000	0.02	0.00	Nil
11	Peri Reddy. A	1,250	0.00	0.00	1,250	0.00	0.00	Nil
12	Y.R.Madhurani	600	0.00	0.00	600	0.00	0.00	Nil
	<b>Total</b>	<b>3,87,56,152</b>	<b>67.76</b>	<b>38.71</b>	<b>3,87,56,152</b>	<b>67.76</b>	<b>38.71</b>	<b>Nil</b>

iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No Change	No Change	No Change	No Change
	At the End of the year				

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>SA 1 HOLDING INFRASTRUCTURE COMPANY P LTD</b>				
	At the beginning of the year	4165884	7.28	4165884	7.28
	Date wise Increase / Decrease in Share holding during the year	Sold 58,100 shares on 25/03/2016			
	At the End of the year ( or on the date of separation, if separated during the year)	-	-	4054617	7.08
<b>2</b>	<b>TARA INDIA HOLDINGS A LTD</b>				
	At the beginning of the year	1821107	3.18	-	-
	Date wise Increase / Decrease in Share holding during the year	No Change	-	-	-
	At the End of the year ( or on the date of separation, if separated during the year)	-	-	1821107	3.18
<b>3</b>	<b>AADI FINANCIAL ADVISORS LLP</b>				
	At the beginning of the year	1812898	3.17	-	-
	Date wise Increase/Decrease in Share holding during the year	Sold 84,127 on 26.02.2016			
		Sold 6,09,259 on 26.02.2016			
	At the End of the year (or on the date of separation, if separated during the year)	-	-	1119512	1.96

**SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (Contd.)**

Sl. No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>4</b>	<b>UTI-MID CAP FUND</b>				
	At the beginning of the year	1064830	1.86	-	-
	Date wise Increase/Decrease in Share holding during the year	64252 sold on 25.03.2016		1000578	1.75
		151608 sold on 31.03.2016		848970	1.48
	At the End of the year (or on the date of separation, if separated during the year)	-	-	848970	1.48
<b>5</b>	<b>SHAAJI PALLIYATH</b>				
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in Share holding during the year	10000	Buy on 22.01.2016	10000	0.017
		18100	Buy on 19.02.2016	28100	0.049
		19900	Buy on 26.02.2016	48000	0.084
		52747	Buy on 04.03.2016	100747	0.176
		120274	Buy on 11.03.2016	221021	0.39
		16879	Buy on 18.03.2016	237900	0.42
		237900	Sold 31.03.2016	0	
		4320	Buy on 12.02.2016	4320	0.007
		9580	Buy 19.02.2016	13900	0.024
		638100	Buy on 26.02.2016	652000	1.14
		87186	Buy on 04.03.2016	739186	1.29
		27842	Buy on 11.03.2016	767028	1.34
		9972	Buy on 18.03.2016	777000	1.36
	At the End of the year (or on the date of separation, if separated during the year)	-	-	777000	1.36
<b>6</b>	<b>'VALLABH BHANSHALI</b>				
	At the beginning of the year	0	0	-	-
	Date wise Increase/Decrease in Share holding during the year	-	-	609259	1.06
	At the End of the year (or on the date of separation, if separated during the year)	-	-	609259	1.06
<b>7</b>	<b>'MANGAL BHANSHALI</b>				
	At the beginning of the year	551000	0.96	-	-
	Date wise Increase/Decrease in Share holding during the year	Not Applicable			
	At the End of the year (or on the date of separation, if separated during the year)	-	-	551000	0.96
<b>8</b>	<b>'ICICI PRUDENTIAL MIDCAP FUND</b>				
	At the beginning of the year	415952	0.73		
	Date wise Increase/Decrease in Share holding during the year	117761	Sold on 10.04.2015	298191	0.52
		7749	Sold on 22.05.2015	290442	0.51
		33013	Sold on 29.05.2015	257429	0.45
		7619	Sold on 06.05.2015	249810	0.44
		7291	12.06.2015	242519	0.42
		242519	Sold on 19.06.2015	0	0

**SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (Contd.)**

Sl. No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the End of the year (or on the date of separation, if separated during the year)	-	-	0	0
<b>9</b>	<b>'BANDIS INVESTMENTS PRIVATE LIMITED</b>				
	At the beginning of the year	381964	0.67	381964	0.67
	Date wise Increase/Decrease in Share holding during the year	63360	Sold on 24.04.2015	318604	0.56
		2752	Sold on 01.05.2015	315852	0.55
		163	Sold on 08.05.2015	315689	0.552
	At the End of the year (or on the date of separation, if separated during the year)	--	--	315689	0.551
<b>10</b>	<b>LATA BHANSHALI</b>				
	At the beginning of the year	339255	0.59	339255	0.59
	Date wise Increase/Decrease in Share holding during the year	139255	Sold on 26.02.2015	200000	0.35
	At the End of the year (or on the date of separation, if separated during the year)	-	--	200000	0.35

**v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>Alla Ayodhya Rami Reddy - Executive Chairman</b>				
	At the beginning of the year	34556122	60.42	34556122	60.42
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	34556122	60.42	34556122	60.42
<b>2</b>	<b>Y.R.Nagaraja - Managing Director</b>				
	At the beginning of the year	1674480	2.93	1674480	2.93
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	1674480	2.93	1674480	2.93
<b>3</b>	<b>A. G. Ravindranath Reddy - Director</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil
<b>4</b>	<b>V. Murahari Reddy - Director</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil
<b>5</b>	<b>Krishna Kumar G - Additional Director</b>				
	At the beginning of the year	34000	0.05	34000	0.05
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	34000	0.05	34000	0.05
<b>6</b>	<b>Rama Devi A - Additional Director</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil
<b>7</b>	<b>I.W.Vijay Kumar - Chief Financial Officer</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil
<b>8</b>	<b>V. Phani Bhushan - Company Secretary (Ceased w.e.f 04.04.2016)</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil

## V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,398.59	166.54	-	1,565.13
ii) Interest due but not paid	7.94	-	-	7.94
iii) Interest accrued but not due	1.70	3.45	-	5.15
<b>Total (i+ii+iii)</b>	<b>1,408.23</b>	<b>169.99</b>	<b>-</b>	<b>1,578.22</b>
Change in Indebtedness during the financial year				
Addition	96.32	2.71	-	99.03
Reduction	0.00	0.00	0.00	0.00
Net Change	96.32	2.71	-	99.03
Indebtedness at the end of the financial year				
i) Principal Amount	1,486.39	157.94	-	1,644.33
ii) Interest due but not paid	17.36	7.02	-	24.38
iii) Interest accrued but not due	0.80	7.74	-	8.54
<b>Total (i+ii+iii)</b>	<b>1,504.55</b>	<b>172.70</b>	<b>-</b>	<b>1,677.25</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total
		Y R Nagaraja	Alla Ayodhya Rami Reddy	Amount
1	Gross salary	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify	0	0	0
5	Others, please specify	0	0	0
	<b>Total (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Ceiling as per the Act - Minimum remuneration in case of inadequacy profits	0	0	0



**B. REMUNERATION TO OTHER DIRECTORS:**

Sl. No.	Particulars of Remuneration	Name of Directors				
		A. G. Ravindranath Reddy	V. Murahari Reddy	A. Rama Devi	G. Krishna Kumar	Total Amount
1	Independent Directors					
	Fee for attending board/committee meetings	2,80,000	2,80,000	2,00,000	0	7,60,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>2,80,000</b>	<b>2,80,000</b>	<b>2,00,000</b>	<b>0</b>	<b>7,60,000</b>
2.	Other Non-Executive Directors					
	Fee for attending board/committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (1+2)</b>	<b>2,80,000</b>	<b>2,80,000</b>	<b>2,00,000</b>	<b>0</b>	<b>7,60,000</b>
	Total Sitting Fees					<b>7,60,000</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	
		Mr. V. Phanibhushan*		
1	Gross salary	7,81,662	0	7,81,662
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,81,662	0	7,81,662
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	0	
2	Stock Option	0	0	
3	Sweat Equity	0	0	
4	Commission			
	- as % of profit	0	0	
	- others, specify	0	0	
5	Others, please specify	0	0	
	<b>Total</b>	<b>7,81,662</b>	<b>0</b>	<b>7,81,662</b>

\*resigned as company secretary w.e.f 04.04.2016

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

There were no Penalties, Punishment or Compounding of offences during the F.Y. ended 31st March, 2016.

Hyderabad  
September 1 , 2016

Sd/-  
**Y.R.Nagaraja**  
Managing Director  
(DIN:00009810)

Sd/-  
**Alla Ayodhya Rami Reddy**  
Executive Chairman  
(DIN: 00251430)

# Report on Corporate Governance

## 1. COMPANY'S PHILOSOPHY

Ramky Infrastructure Limited ('the Company') is committed to achieve transparency and accountability, the basic parameters of Corporate Governance norms, across the operations of the Company and in its interaction with all the stakeholders, to establish an enduring relationship with and maximize the wealth of stake holders. The Company believes that these practices will not only result in sustainable growth of the company but will also result in meeting every stake holder expectation.

## 2. BOARD OF DIRECTORS

The Board of Directors of the Company currently consists of Six Directors. The Company has an Executive Chairman. The Executive Chairman and the Managing Director manage the day-to-day affairs of the Company. The Board has an optimum combination of Executive and Non-Executive directors.

### a) Composition and Category of directors as on March 31, 2016

Category	No. of Directors
Promoter Directors	2
Non Executive Directors	1
Non-Executive Independent Directors	3
<b>Total</b>	<b>6</b>

The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### b) Attendance of each director at the Board meetings held during the year 2015-16 and at the last Annual General Meeting

Name of the Director	Category	Meetings held during the year	Meetings attended	Attendance at last AGM
Mr. Alla Ayodhya Rami Reddy	Promoter Executive Chairman	5	5	Present
Mr. Y. R. Nagaraja	Promoter, Managing Director	5	5	Present
Mr. V. Murahari Reddy	Non-Executive Independent Director	5	4	Absent
Mr. A.G. Ravindranath Reddy	Non-Executive Independent Director	5	5	Present
Mr. G. Krishna Kumar	Non-Executive Director	5	2	Absent
Mrs. A. Rama Devi	Non-Executive Independent Director	5	5	Present

### c) No. of other Boards/Board Committees in which the Directors are either Member or Chairman as at March 31, 2016

Name of the Director	Board		Committee	
	Chairman	Member	Chairman	Member
Mr. Alla Ayodhya Rami Reddy		1	-	-
Mr. Y. R. Nagaraja*	-	1	-	5
Mr. V. Murahari Reddy	-	2	-	4
Dr. A.G.Ravindranath Reddy*	-	3	4	6
Mr. G.Krishna Kumar*	-	2	1	4
Mrs. A. Rama Devi	-	1	-	-

\*excludes private companies, foreign companies and membership in other committees.

### d) Number of shares and convertible instruments held by non-executive director

Quarter	No. of Meetings	Dates on which held
April - June 2014	2	9th April, 2015 & 30th May, 2015
July - September 2014	1	13th August 2015
October - December 2014	1	13th November 2015
January - March 2016	1	13th February, 2016
<b>Total</b>	<b>5</b>	

Disclosure of relationships between directors inter-se:

Directors of the company are not related to each other and are independent of each other.

d) **No. of Board Meetings held and dates on which they were held during the year 2015-16**

S.No	Name of the Director	No: of equity Shares	No. of Convertible securities
1.	Dr. A.G. Ravindranath Reddy	--	--
2.	Mr. V. Murahari Reddy	--	--
3.	Mrs. Allam Rama Devi	--	--
4.	Mr.Krishna Kumar Gangadharan	34,000	--

Web link <http://ramkyinfrastructure.com/> where details of familiarization programmes imparted to independent directors is disclosed.

**Independent Directors Meeting**

A meeting of the Independent Directors was held on August 13th, 2015 which was attended by the Independent Directors. The Independent Directors have evaluated the performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Board. The Board was briefed on the deliberations made at the Independent Directors Meeting.

**Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees. Structured questionnaires were prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of participation in the meetings and contribution, independence of judgement, safeguarding the interest of the Company and other stakeholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. Further, the performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors.

**3. AUDIT COMMITTEE**

The Audit Committee was constituted in terms of Section 177 of the Companies Act, 2013 and as per the provisions of Regulation 18 of SEBI (LODR) Reg.2015. The Audit Committee consists of a combination of Non-Executive Director and Non-Executive Independent Directors and assists the Board in fulfilling its overall responsibilities. The Company Secretary acts as the Secretary of the Committee.

**i. Brief description of terms of reference**

The terms of reference of the Audit Committee include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Vigil mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and as per the role of committee specified under Part C of Schedule II.

Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 23 of SEBI (LODR) Regulations, 2015.

ii) **Composition, name of members and Chairperson**

Name of the Member	Status	Nature of Directorship
Dr. A G Ravindranath Reddy	Chairman	Independent & Non Executive
Mr. V Murahari Reddy	Member	Independent & Non Executive
Mr. G. Krishna Kumar	Member	Non-Executive

iii) **Meetings and attendance during the year 2015 - 16**

Name of the Member	Meetings held during the year	Meetings attended
Dr. A.G.Ravindranath Reddy	4	4
Mr. V. Murahari Reddy	4	4
Mr. G. Krishna Kumar	4	2

4. **NOMINATION AND REMUNERATION COMMITTEE**

a. **Brief description of terms of reference**

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity;
- To develop a succession plan for the Board and to regularly review the plan;

b. **Composition, name of members and Chairperson**

Name of the Director	Status	Nature of Directorship
Mr. V. Murahari Reddy	Chairman	Independent & Non Executive
Dr. A G Ravindranath Reddy	Member	Independent & Non-Executive
Mr. G Krishna Kumar	Member	Non-Executive

c. **Meetings and Attendance during the year 2015-16**

Name of the Member	Meetings held during the year	Meetings attended
Mr. V. Murahari Reddy	1	1
Dr. A.G.Ravindranath Reddy	1	1
Mr. G.Krishna Kumar	1	1

d. **Remuneration Policy**

The Company's remuneration policy is driven by the success and performance of the individual employee and the Company. Through its compensation programme, the Company endeavours to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

e. **Details of remuneration to the directors**

(₹ in Lakhs)

Particulars	Executive Directors		Non-Executive Independent Directors			
	Mr. Alla Ayodhya Rami Reddy	Mr. Y. R. Nagaraja	Mr. Krishna Kumar Gangadharan	Dr. A. G. Ravindranath Reddy	Mr. V. Murahari Reddy	Mrs. Allam Rama Devi
Salary	0	0	0	NA	NA	NA
Commission	0		0	NA	NA	NA
PF Contribution	0	0	0	NA	NA	NA
Sitting fees(per meeting)	0	0	0	2.8	2.8	2.0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2.8</b>	<b>2.8</b>	<b>2.0</b>

The Executive Directors are not paid sitting fees for any Board / Committee meetings attended by them.

The Non-Executive Independent Directors were paid the sitting fees for the meeting of the board or committee attended by them pursuant to the provisions of Section 2(78) & 197 of the companies Act, 2013, and sitting fees is not paid to Non-Executive Director during the Financial year 2015-16.

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has a Stakeholders Relationship Committee (SRC) of Directors to look into the Redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

Constitution and Composition of the Stakeholders' Relationship Committee

### a. Constitution and Composition of the Stakeholders' Relationship Committee

Name of the Director	Status	Nature of Directorship
Dr. A G Ravindranath Reddy	Chairman	Independent & Non-Executive
Mr. V. Murahari Reddy	Member	Independent & Non-Executive
Mr. Y R Nagaraja	Member	Executive

### b. Name, designation and address of the Compliance Officer

Mr. N. Madhu Sudhana Reddy  
Company Secretary  
Ramky Grandiose,  
15th Floor, Sy No 136/2 & 4,  
Gachibowli, Hyderabad - 500 032. Telangana.  
Phone: 040-23015000  
Fax: 040-23015444  
Email: investors@ramky.com

During the year the Company had received no complaints from the investors and all of them were resolved satisfactorily. There were no transfers pending at the close of the financial year:

Sl.	No. Description	Received	Resolved	Pending
1	Non receipt of Electronic Credits	0	0	0
2	Non receipt of Annual Reports	0	0	0
3	Non receipt of Dividend Warrants	0	0	0
4	Non receipt of Refund order	0	0	0
5	SEBI	0	0	0
6	Stock Exchanges	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

## 6. GENERAL BODY MEETINGS

### i. Location and date / time for last three Annual General Meetings were:

Annual General Meeting	Venue	Time & Date	Number of Special Resolutions passed	Details of Special Resolutions
2014-15	AVASA Hotel, Plot No-15,24,25&26, Sector -1, Survey No-64, Huda Techno Enclave, Madhapur, Hyderabad-500081.	03.00 p.m Wednesday September 30, 2015	0	NA
2013-14	AVASA Hotel, Plot No-15,24,25&26, Sector -1, Survey No-64, Huda Techno Enclave, Madhapur, Hyderabad-500081.	03.00 p.m Tuesday, September 30, 2014	3	Resolutions u/s 180(1)(a) and 180(1)(c), appointment of Mr. Aalla Ayodhya Rami Reddy as Executive chairman of the company.
2012-13	K.L.N. Prasad Auditorium, 3rd Floor, Federation House, FAPCCI Marg, 11-6-841, Red Hills, Hyderabad - 500 004	03.00 p.m Wednesday, August 14, 2013	0	NA

### (ii) Extraordinary General Meeting/Postal ballot

During the F.Y 2015-16 the company had not held any extra ordinary General Meeting. However, postal ballot was carried out for passing an ordinary resolution for appointment of M/s. Chaturvedi & Partners (Firm Reg. No:307068E) as Statutory Auditors to fill the casual vacancy caused by resignation of M/s. Walker Chandiok & Co LLP, Chartered Accountants for the financial year 2014-15. Mr. Manoj Kumar Koyalkar was appointed as Scrutiniser for conducting the postal ballot in a fair and transparent manner.

To widen the participation of shareholders in company decisions, the Securities and Exchange Board of India has directed top 500 listed companies to provide Remote e-voting facility to their shareholders from October, 2012 onwards, in respect of those businesses which are transacted through postal ballot.



Further, the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015 also requires a listed Company to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meetings.

- (iii) Whether any special resolution passed last year through postal ballot: *No special resolution was passed during the financial 2015-16 through postal ballot.*

## 7. DISCLOSURES

- (a) There are no significant related party transactions with the Company's Promoters, Directors, the Management or relatives that may have potential conflict with the interest of the Company at large. Related party transactions have been disclosed in Notes to the Annual Accounts (Refer Schedule 39). The Company has framed a Policy on Related Party Transactions and the same is available on website of the Company at [www.ramkyinfrastructure.com](http://www.ramkyinfrastructure.com).

Sr. No.	In the accounts of	Amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	Not Applicable
2	Subsidiary	Please refer to Note No. 40. of notes to accounts
3	Holding Company	Nil

- b. The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as the regulations and guidelines of SEBI. No other penalty or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years. The company was listed on the exchanges on October 08, 2010.
- c. The Company has established a Vigil mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of employees who avail of it and also for appointment of an Ombudsperson who will deal with the complaints received. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairperson of the Audit Committee. During the year, no employee was denied access to Chairman of the Audit Committee.
- d. The information on Directors seeking appointment/ re-appointment is provided in the notes to the notice of the Annual General Meeting under the heading "Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting".
- e. The Board has also constituted a committee named as "Board Committee" for undertaking the regular /day to day business activities. The following are the members of the Committee:

S.No	Name of the Director	Nature of Directorship
1.	Mr. Alla Ayodhya Rami Reddy	Executive Director
2.	Mr. Y.R. Nagaraja	Managing Director

The minutes of the Committee meetings are placed before every Board Meeting for its approval/ confirmation.

- f. The Company has complied with all the mandatory requirements of Compliance with Corporate Governance requirements specified in Regulation 17-27 and clauses (b) to (i) of Sub-regulation(2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- g. The shareholding of the Non -Executive Directors in the Company as on March 31, 2016 is as under:

S.No	Name of the Director	Shares held
1.	Krishna Kumar	34000

- h. Pecuniary transactions with Non-Executive Directors
- There were no pecuniary transactions with any of the Non-Executive Directors except for sitting fees paid as Directors for attending the meetings of the Company.
- i. As required under Schedule V E of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, practising company secretary certificate regarding compliance of corporate governance is given as an annexure to the Directors' Report.
- j. As required under Schedule V E of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the declaration issued by the Chief Executive officer is provided in the Annual Report.

## 8. MEANS OF COMMUNICATION

- (i) The Company does not send the quarterly results to each household of shareholders. The quarterly, half yearly, and annual results are intimated to the stock exchanges and also are published in prominent daily newspapers such as 'Financial Express(English) & Andhra Prabha (Telugu).
- (ii) The Company posts all the vital information relating to the Company and its performance / results including the press releases on its web site [www.ramkyinfrastructure.com](http://www.ramkyinfrastructure.com) for the benefit of the shareholders and public at large.
- (iii) The presentations made to the investors are also uploaded on the website of the company.
- (iv) SEBI Complaints Redressal System (SCORES): SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

- (v) The Management Discussion and Analysis Report is attached and forms part of the Annual Report
- (vi) Reconciliation of share capital Audit (Formerly Secretarial Audit Report): A qualified practicing company secretary carried out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Reconciliation of share capital Audit (Formerly Secretarial Audit Report) confirm that the total issued / Paid-up capital is in agreement with the total number of shares in physical form and the total number of Dematerialized shares held with NSDL and CDSL.
- (vii) As per the vigil mechanism applicable to the company, there is an ombudsman who is responsible for its implementation.
- (viii) A Dash board containing the risks identified if any, will be placed to the audit committee and measures taken by the management will be discussed to mitigate.

## 9. Measures for prevention of Insider trading

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2016, the company framed a Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information for its directors and designated employees. The code lays down guidelines, which mandates the directors and designated employees on the procedures to be followed and disclosures to be made while dealing with the shares of the company and also appraises the consequences for the violations. Details of the code for prevention of insider trading is available at the company's website vizwww.ramkyinfrastructure.com.

## 10. GENERAL SHAREHOLDER' INFORMATION:

i. Date, Time & Venue of AGM	Date: September 30, 2016 Time: 3.00 p.m Venue: AVASA Hotel, Plot No: 15,24,25 & 26 Sector - 1, Survey No: 64, Huda Techno Enclave, Madhapur, Hyderabad - 500081
ii. Financial Year	April 1 to March 31
iii. Listing on Stock Exchanges	National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra Kurla Complex, Andra (East), Mumbai - 400 051 Bombay Stock Exchange Ltd, (BSE) P.J Towers, Dalal Street, Mumbai - 400 001
iv. Stock Code/Symbol	NSE: RAMKY EQ BSE: 533262/RAMKY EQ
v. Annual Listing fees to Stock Exchanges (NSE/BSE)	Listing Fees as applicable have been paid.
vi. Dividend payment date	NA
vii. Registrar and Transfer Agents	Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032 P: 91 40 67161500; F : +91 40 23420814 Email: einward.ris@karvy.com
viii. Share Transfer System	All the transfers received are processed and approved by the Registrar and Transfer Agents and same is reviewed by the Stakeholders' Relationship Committee. The Share Transfer Committee approves the transfer of shares in the physical form and the share transfers are registered and returned within the stipulated time, if the documents are clear in all respects
ix. Distribution of Shareholding	As per Annexure 'C'
x. Dematerialisation of shares and Liquidity	As on March 31, 2016, 5,71,46,969 shares representing 99.91% of the shareholding have been dematerialized. The balance 50,822 equity shares representing 0.09% were in physical form. The Company's shares are compulsorily traded in dematerialised form and are regularly traded on NSE and BSE. The ISIN Number allotted for the Equity shares is INE874IO1013.
xi. Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity:	As on March 31, 2016, there were no outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments of the Company.
xii. Commodity price risk or foreign exchange risk and hedging activities;	Not Applicable
xiii. Plant locations/offices;	The company operates from various work sites spread across the country and the operations are centralised at the Registered /Head office at Ramky Grandiose, 15 <sup>th</sup> Floor, Sy No 136/2 & 4, Gachibowli, Hyderabad - 500 032 Investor correspondence may be addressed to: for Correspondence to the Company:
xiv. Registered Office/ address for correspondence	M/s. Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032. Phone: +91 40 44655000 Fax: +91 40 23420814 Email: einward.ris@karvy.com Ramky Infrastructure Limited, Ramky Grandiose, 15 <sup>th</sup> Floor, Sy No 136/2 & 4, Gachibowli, Hyderabad - 500 032, Telangana. Phone: 040-23015000 Fax : 040-23015444
xv. Market Price Data High, Low during each month in last Financial year	Please see Annexure 'A'
xvi. Performance in comparison to BSE Sensex and S&P CNX Nifty	Please see Annexure 'B'

#### Non-mandatory requirement

a. Reporting of Internal Auditor	The Internal Auditor reports directly to the Audit Committee
b. Shareholders/Shareholder's Rights	Quarterly financial results are published in leading newspapers, viz. The Financial Express, and vernacular -, Andhra Prabha. The audited results for the financial year are approved by the Board and then communicated to the members through the Annual Report and also published in the newspapers.
c. Separate posts of Chairman	The Company has a separate post of Chairman.
d. Other Non-Mandatory Requirement	At present, other non-mandatory requirements have not been adopted by the Company

#### Annexure A

##### i. Market Price Data

The monthly high/low prices of shares of the Company and number of shares traded during each month on NSE & BSE are given below:

Month & Year	Price		Total No of Shares Traded
	NSE		
	High (Rs.)	Low (Rs.)	
Apr-15	47.50	32.15	20,41,116
May-15	37.00	32.20	3,21,733
Jun-15	37.00	27.50	32,27,026
Jul-15	37.00	30.25	10,37,306
Aug-15	34.85	24.75	5,15,833
Sep-15	32.00	25.05	2,83,380
Oct-15	32.80	28.00	3,53,141
Nov-15	35.85	27.15	3,56,678
Dec-15	39.10	29.70	17,75,970
Jan-15	39.50	29.00	7,13,053
Feb-15	54.20	27.55	29,13,517
Mar-15	85.05	44.00	34,76,453

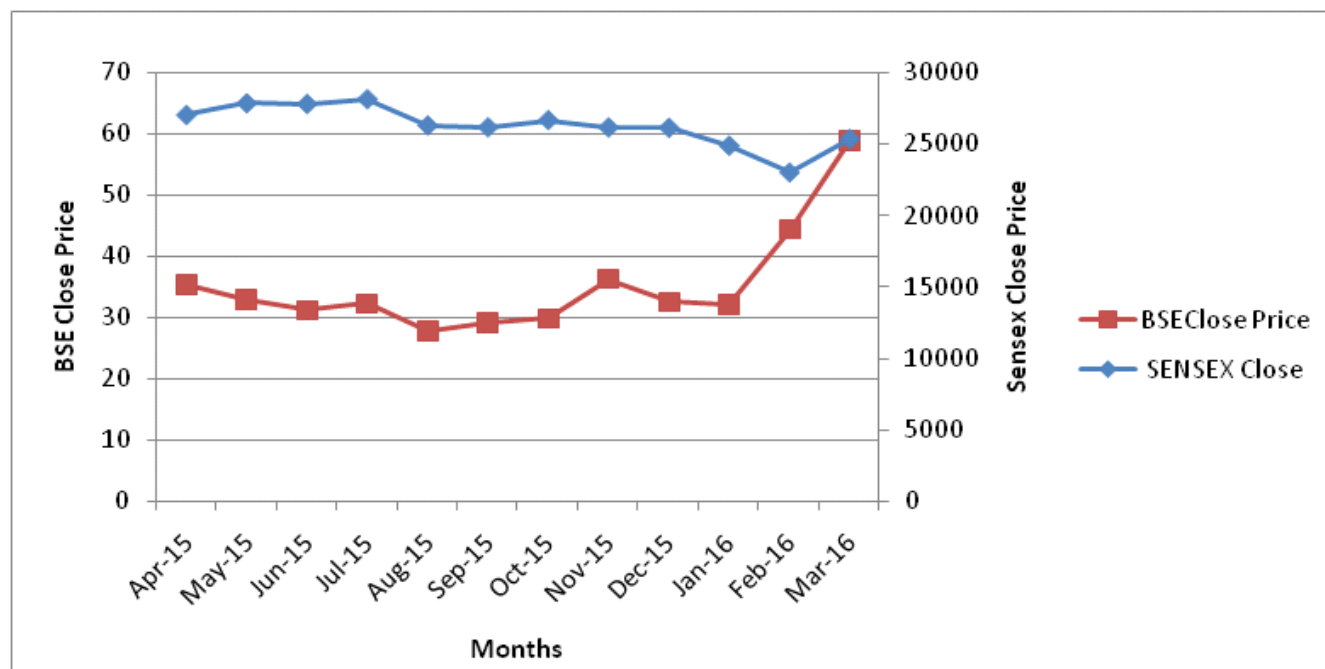
Source :www.nseindia.com

Month & Year	Price		Total No of Shares Traded
	BSE		
	High (Rs.)	Low (Rs.)	
Apr-15	55.8	46.1	432098
May-15	51.5	44.1	258363
Jun-15	48.7	30	443830
Jul-15	47.6	32	669162
Aug-15	40	30.1	97376
Sep-15	36.9	27.7	781508
Oct-15	39.5	30.5	310345
Nov-15	34.5	23.6	139902
Dec-15	32.5	25.1	224213
Jan-15	33.5	28.4	122672
Feb-15	36.3	27.3	127719
Mar-15	39	29.65	552153

Source: www.bseindia.com

Ramky infra share price movement vis-a vis BSE Sensex

### Annexure B



### Annexure C

Distribution of Shareholding as on March 31, 2016:

Slno	Category (Amount)	No.of Holders	% To Holders	Amount(Rs.)	% To Equity
1	1 - 5000	16345	92.10	18009760.00	3.15
2	5001 - 10000	667	3.76	5227630.00	0.91
3	10001 - 20000	320	1.80	4749370.00	0.83
4	20001 - 30000	140	0.79	3575240.00	0.63
5	30001 - 40000	48	0.27	1720120.00	0.30
6	40001 - 50000	51	0.29	2410810.00	0.42
7	50001 - 100000	71	0.40	5269550.00	0.92
8	100001 and above	105	0.59	531015430.00	92.84
	<b>TOTAL:</b>	<b>17747</b>	<b>100.00</b>	<b>571977910.00</b>	<b>100.00</b>

#### Unclaimed Dividend

In terms of section 124 and 125 of the Companies Act, 2013, the company is required to transfer the amount of dividend remaining unclaimed for a period of 7 years from the due date of payment to the Investor Education and Protection Fund (IEPF).

Shareholders are requested to ensure that they claim the dividends from the company before transfer to the IEPF.

For the financial year 2010-11, the company has declared dividend of ₹ 4.50 per equity share. The unpaid/unclaimed dividend lying in the unclaimed dividend account. The following table gives the information relating to the outstanding dividend accounts and the dates by which they can be claimed by the shareholders.

Financial Year	Date of Declaration	Date of Payment	Last Date for claiming unpaid Dividend.
<b>2010-11</b>	<b>August 12, 2011</b>	<b>September 05, 2011</b>	<b>August 11, 2018</b>

Total Unclaimed Dividend as on 31.03.2016 is Rs.2,90,231/-

#### Details of unclaimed shares

The Company is required to open an unclaimed suspense account with a depository participant and transfer all the unclaimed share certificates of members after giving three reminders.

As on March 31, 2016 your Company has 5,71,46,969 equity shares in dematerialised form and 50,822 equity shares in physical mode. There are no shares pending credit to the members. Hence, the balance in the unclaimed suspense account is nil.

## Green Initiative for Paperless Communications

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. In accordance with the recent circular bearing no.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents to their shareholders through electronic mode to the registered e-mail addresses of the shareholders. This is a golden opportunity for every shareholder of the Company to contribute to the Corporate Social Responsibility initiative of the Company.

This move by the Ministry is a welcome move, since it will benefit the society at large through reduction in paper consumption and contribution towards a greener environment. Additionally, it will avoid loss in postal transit, save time, energy and costs.

Pursuant to the said circular, the company has forwarded e-mail communication on June 13, 2011 to all share holders whose email id were registered in the Depository records that the company intends to use the said e-mail id to send various Notices/ Correspondences etc .

By Understanding the underlying theme of the above circulars, to support this green initiative of the Government in full measure, the company is sending the documents like notice convening general meetings, financial statements, directors reports, auditor's report etc to the email address registered with the depositories by the share holders holding shares in electronic form and for shareholders holding shares in physical form, the physical copy to the address registered with the Registrar and Share transfer Agents of the Company.

In this regard, we request shareholders who have not registered their email addresses, so far to register their email addresses, in respect of electronic holding with depository through their concerned depository participants and Members who hold shares in physical form are requested to 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.

### Depository Services

For guidance on depository services,  
National Securities Depository Ltd.  
Trade World, 4th Floor  
Kamala Mills Compound,  
SenapatiBapat Marg, LowerParel,  
Mumbai-400013.  
Tel : 091-022-24994200  
Fax:091-022-24972993/24976351  
Email : info@nsdl.co.in

Shareholders may write to the Company or to the respective Depositories:  
Central Depository Services (India) Ltd.  
PhirozeJeejeebhoy Towers,  
17th Floor, Dalal Street,  
Mumbai - 400023.  
Tel : 091-022-22723333  
Fax : 091-022-22723199  
Email: investors@cdslindia.com

### Code of Conduct for Board of Directors and Senior Management

The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A Declaration signed by the Managing Director is furnished here under as Annexure 'D'A copy of the Code of Conduct applicable for the Board and Senior Management has been placed on the Web site of the company viz: [www.ramkyinfrastructure.com](http://www.ramkyinfrastructure.com).

Hyderabad  
September 1st, 2016

Sd/-  
**Y.R.Nagaraja**  
Managing Director  
(DIN:00009810)

Sd/-  
**Alla Ayodhya Rami Reddy**  
Executive Chairman  
(DIN: 00251430)

### Annexure 'D'

#### DECLARATION

As stipulated under Schedule V D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2016.

Hyderabad  
September 1st, 2016

Sd/-  
**Alla Ayodhya Rami Reddy**  
Executive Chairman  
(DIN: 00251430)



## CEO/CFO CERTIFICATE

### Compliance Certificate by CEO and CFO

We, Mr. Y.R.Nagaraja, Managing Director and Mr. I.W.Vijaya Kumar, CFO of Ramky Infrastructure Limited certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief :
  - ii) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - iii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
  1. significant changes in internal control over financial reporting during the year;
  2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Hyderabad  
Date : 1st September, 2016

Sd/-  
**(Y.R.Nagaraja)**  
Managing Director

Sd/-  
**(I.W.Vijaya Kumar)**  
Chief Financial officer

## CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of  
Ramky Infrastructure Limited  
Ramky Grandiose, 15th Floor, Sy No 136/2 & 4,  
Gachibowli, Hyderabad - 500 032

I have examined the compliance of conditions of Corporate Governance by Ramky Infrastructure Limited ("the Company") for the year ended March 31, 2016, as stipulated in Regulation 17- 27 and clause (b) to (i) of Sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to review the procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with Listing Agreement.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

Sd/-  
**Manoj Kumar Koyalkar**  
Company Secretary  
M.No : 19445  
CP.No: 10004

Hyderabad, September 1st , 2016

# Management Discussion and Analysis Report

## INFRASTRUCTURE INDUSTRY - AN OVERVIEW & OUTLOOK

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Mr Nitin Gadkari, Minister of Road Transport and Highways, and Shipping, has announced the government's target of Rs 25 trillion (US\$ 376.53 billion) investment in infrastructure over a period of three years, which will include Rs 8 trillion (US\$ 120.49 billion) for developing 27 industrial clusters and an additional Rs 5 trillion (US\$ 75.30 billion) for road, railway and port connectivity projects.

Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development.

### Investments

India is witnessing significant interest from international investors in the infrastructure space.

Many Spanish companies are keen on collaborating with India on infrastructure, high speed trains, renewable energy and developing smart cities.

The Government of India has unveiled plans to invest US\$ 137 billion in its rail network over the next five years, heralding Prime Minister Narendra Modi's aggressive approach to building infrastructure needed to unlock faster economic growth.

The Government of India has announced highway projects worth US\$ 93 billion, which include government flagship National Highways Building Project (NHDP) with total investment of US\$ 45 billion over next three years.

### Government Initiatives

The Government of India is taking every possible initiative to boost the infrastructure sector.

Some of the steps taken in the recent past are being discussed hereafter.

- " The Reserve Bank of India (RBI) has allowed companies in the infrastructure sector to raise External Commercial Borrowings (ECB) with a minimum maturity of five years and with an individual limit of US\$ 750 million for borrowing under the automatic route.
- " The Securities and Exchange Board of India (SEBI) has allowed Foreign Portfolio Investors (FPI) to invest in units of real estate investment trusts (REITs), infrastructure investment trusts (InvITs), category III alternative investment funds (AIFs), and also permitted them to acquire corporate bonds under default.
- " The Government of Japan, through Japan International Cooperation Agency (JICA), has committed to provide a soft loan of JPY 19,064 billion (US\$ 161.2 million) to Government of India at an interest rate of 0.3 per cent per annum for the project of pollution abatement of Mula-Mutha river in Pune, Maharashtra under the National River Conservation Plan.
- " Government of India plans to use the new hybrid-annuity model for allocating contracts under the Public Private Partnership (PPP) projects in highways, Namami Gange and Railway Projects, which will help overcome the challenges faced by private developers in the Build-Operate-Transfer (BOT) Toll and BOT-Annuity models.
- " Budgetary allocation for Roads and Railways in the Union Budget 2016 has been increased to Rs 218,000 crore (US\$ 31.98 billion) with an aim to boost the private investment cycle.
- " The Ministry of Road Transport and Highways plans to build five more greenfield expressways across the country, which are expected to reduce travel time and propel economic growth.

- " The Union Ministry of Urban Development has approved an investment of Rs 495 crore (US\$ 72 million) under the Atal Mission for Rejuvenation and Urban Transformation (AMRUT) for FY 2015-16 which will be used for water supply, sewerage networks and septage management, storm water drains, urban transport and provision of green spaces in 13 cities spread over six states.
- " Prime Minister of India Mr Narendra Modi indicated that the government has rolled out stuck projects worth Rs 4 lakh crore (US\$ 58.69 billion) in the past six months (ending November 2015), while stating that infrastructure development is the government's top priority in order to improve economic growth.
- " The Union Cabinet has approved several reforms such as allowing National Highways Authority of India (NHAI) to extend the concession period for current incomplete projects in build-operate-transfer (BOT) mode.
- " Government of India plans to launch the National Infrastructure Investment Fund (NIFF) with an initial corpus of at least Rs 40,000 crore (US\$ 5.87 billion).
- " The Ministry of Urban Development has approved an investment of Rs 19,170 crore (US\$ 2.81 billion) for improving basic urban infrastructure in 474 cities in 18 states and Union Territories (UTs) under Atal Mission for Urban Rejuvenation and Transformation (AMRUT) for 2015-16.
- " Department of Industrial Policy and Promotion (DIPP) has set up an online monitoring system for on-going projects under the Industrial Infrastructure Up gradation Scheme (IIUS).
- " The Ministry of Urban Development has decided to allow the use of construction & demolition waste up to 20 per cent in construction of load bearing items and up to 100 per cent for non-load bearing purposes. This provision is expected to significantly help in reuse of such waste, in line with ongoing efforts under Swachh Bharat Mission (SBM).
- " The central government has approved amendments to 'The National Waterways Bill, 2015' which will provide for enacting a central legislation to declare 106 additional inland waterways, as the national waterways.
- " The Government of India plans to award 100 highway projects under the public-private partnership (PPP) mode in 2016, with expectations that recent amendments in regulations would revive investor sentiments in PPP projects in the infrastructure sector.
- " The Reserve Bank of India (RBI) has notified 100 per cent foreign direct investment (FDI) under automatic route in the construction development sector. The new limit came into effect in December 2014.
- " The Government of India has relaxed rules for FDI in the construction sector by reducing minimum built-up area as well as capital requirement. It has also liberalised the exit norms. In fact, the Cabinet has also approved the proposal to amend the FDI policy.
- " In the Budget 2015-16, the capital outlays for roads, and railways have been increased by Rs 140.3 billion (US\$ 2.05 billion) and Rs 100.5 billion (US\$ 1.47 billion) respectively.
- " Mr Nitin Gadkari, Union Minister of Road Transport & Highways and Shipping, has launched various online platforms such as ePACE (project appraisals portal), INFRACON (portal for infrastructure consultancy firms and personnel) and INAM PRO (web-based application for infrastructure and material providers), while also inviting stakeholders in the infrastructure sector to consciously use global best practices in road construction sector.
- " The Securities and Exchange Board of India (SEBI) has announced

norms for public issue of units of infrastructure investment trusts (InvITs) in order to facilitate infrastructure developers raise capital from public investors.

## **COMPANY PERSPECTIVE**

Ramky Infra operates through the following 3 principal business modes:

- i. Engineering, Procurement & Construction (EPC) Business which is operated by the Company,
- ii. Developer Business which is operated through 13 wholly owned subsidiaries, 6 Subsidiaries, 2 Jointly Controlled entities, 1 Association of person and 2 Associates & 3 step down subsidiaries of the Company. A majority of the development projects are Public Private Partnerships and are operated by separate special purpose vehicles (SPVs) promoted by the Company and other Companies/undertakings and
- iii. International Business which is operated through 100% wholly own subsidiary 'Ramky Engineering and Consulting Services', located in Sharjah, UAE.

## **EPC BUSINESS**

The Company operates the EPC business in the following sectors:

- i. Water and Waste Water projects such as water treatment plants, water transmission and distribution systems, elevated and ground level service reservoirs, sewage treatment plants, common effluent treatment plants, tertiary treatment plants, underground drainage systems and lake restorations;
- ii. Roads & Bridges projects such as expressways, highways, bridges, flyovers, rural roads, terminals and dedicated service corridors;
- iii. Building Construction, which includes commercial, residential, public, institutional and corporate buildings, mass housing, High-Rise, Healthcare Infrastructure, Integrated Townships projects and related infrastructure facilities such as hospitals and shopping malls; and
- iv. Irrigation projects such as cross-drainage works, barrages, lift irrigation projects, canals, feeder channels;
- v. Industrial construction projects such as aluminium, textile, Pharmaceuticals, Power, Petroleum, Industrial Parks, SEZs and related works;
- vi. Power Transmission and Distribution projects such as electricity transmission networks, substation feeder lines and low tension distribution lines.

The flagship company of the Ramky Group, Ramky Infrastructure Ltd. is one of the leading infrastructure companies in India with a wide sectorial presence. Determined continually to foray into fast-growing infrastructure segments across India, the Company has diverse and extensive execution experience across key sectors of growth. Over the years core competence has been further developed by the engineering, planning and project execution skills.

Ramky Infra has diversified its business portfolio which helps us in mitigate risk of slowdown in any one particular segment.

The Company is professionally managed with very well-qualified and experienced personnel in all following areas including but not limited to engineering, procurement, legal, secretarial, finance and administration combined with a full-fledged MIS system. As on 31st March, 2016, the Company has on its roll over 778 employees, which includes 434 experienced and skilled engineers.

## **Water and Waste Water Sector:**

At Ramky, we realize the importance of water in the present times. Our design experts constantly innovate and focus on Water / Waste Water treatment & Distribution to offer reliable and complete water management solutions. A pioneer in the environ-friendly sector and has been a part of key projects till date.

## **Roads & Bridges Sector:**

At Ramky, we know the vitality of roads for the development of the nation. Our Engineers ideate constantly to come up with the possible means of connectivity to make sure that India is powered with state-of-the-art road infrastructure. With a host of prestigious projects underway, the company accelerates towards fast-track progress.

## **Buildings Sector:**

Our construction experts walk in step with the emerging global design trends and construction techniques to ensure progress is built brick by brick. With expertise in building projects across various categories, we are at the forefront of the construction space.

## **Irrigation Sector:**

Our water management experts invest efforts in channelizing the available water sources to ensure that prosperity reaches everyone. Over the years, we have been executing key irrigation projects with established expertise in design, planning, construction and maintenance of irrigation channels.

## **Industrial Construction Sector:**

Our organizational experts constantly strive to improve and gain expertise procedures to deliver excellence to a cross-section of Industries. The company has specialized in delivering infrastructure and related services to empower industrial sector.

## **Power Transmission and Distribution Sector:**

At Ramky, we understand the need to make power available and accessible to better the quality of lives. Our project experts constantly derive sources of power to make sure that every house-hold experiences its share of light, the Company is focusing on strengthening the rural power supply system.

## **DEVELOPER BUSINESS**

The Company conducts its business through subsidiaries/special purpose vehicles/joint ventures/ Associates formed for the development of PPP projects and other projects.

## **OPPORTUNITIES & THREATS**

### **Strengths & Opportunities**

Ramky Infra is an Integrated Infrastructure company with inherent strengths of experienced management team with broad geographic and operational base. It has an execution expertise over diversified array of projects and being considered as one stop shop for end to end project execution.

- Growing Competition of Indian industry due to focus on efficient and quality.
- Vast export marked to explore.
- Growing recognition of "Made in India" brand in global market
- Major growth through outsourcing opportunities
- Presence of Deming award winning firms (Focus on quality)

### **Weakness & Threats**

- Presence of Vast Industrial sickness
- Outdated labor laws, and presence of too many political labor and trade union.
- Nascent Regulatory systems to check misuse of market power by firms.
- Dependency of Subsidies
- Inadequate and poor quality infrastructure cost and time delays.
- High corruption and inadequate environmental safety norms could affect sustainability.

## DISCUSSION ON FINANCIAL PERFORMANCE - STANDALONE

### Revenues

The turnover of the company for 2015-16 of Rs. 1792.85 crores as against Rs. 1079.74 in 2014-15.

### Expenditure

The expenses for 2015-16 of Rs. 2166.19 crores has increased, compared to Rs. 1,780.76 crores in 2014-15.

### Finance Costs

The finance costs for 2015-16 of Rs. 2356.02 crores have decreased, compared to Rs. 270.72 crores.

### Profit Before Tax

There is Profit before tax for 2015-16 of Rs.16.29 crores, compared to loss Before Tax of Rs. 666.10 crores in 2013-14.

### Profits after Tax

The Profit after tax for 2015-16 of Rs. 12.36 crores As against loss of Rs. 445.49 crores in the previous year 2014-15 .

### Earnings Per Share

The EPS for 2015-16 increased to Rs. 2.16 from Rs. (77.89) in Previous Year.

## DISCUSSION ON FINANCIAL PERFORMANCE - CONSOLIDATED

The consolidated financial statements have been prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, as amended, the provisions of Companies Act, 1956, other pronouncements of Institute of Chartered Accountants of India (ICAI) and guidelines issued by Securities and Exchange Board of India. The Current year results include the results of 27 Companies including 13 wholly owned subsidiaries, 6 Subsidiaries, 1 Association of Person, 2 Jointly Controlled entities and 2 Associate and 3 Step-down Subsidiary. These companies broadly operate in Roads, Bus Terminal, Industrial Parks and others sectors.

### Revenue

The consolidated turnover of the company for 2015-16 is Rs. 2,342.08 Crores, has increased by 58% over the year, compared to Rs. 1644.13 crores in 2014-15.

### Profits after Tax

The consolidated Profit after Tax for 2015-16 is Rs. 17.30 crores, compared to consolidated loss of Rs. 482.96 crores in 2014-15.

### Earnings per Share

The consolidated EPS for 2015-16 increased to Rs. 3.02 from Rs. (84.44) in Previous Year.

## RISKS AND CONCERNS:

Risk is a multi-facet concept. In the context of construction industry, it could be the likelihood of the occurrence of a definite event/factor or combination of events/factors which occur during the whole process of construction to the detriment of the project a lack of predictability about structure outcome or consequences in a decision or planning situation, the uncertainty associated with estimates of outcomes - there is a chance that results could be better than expected as well as worse than expected etc. In addition to the different definitions of risk, there are various ways for categorizing risk for different purposes too. Some categorize risks in construction projects broadly into external risks and internal risks while others classify risk in more detailed categories of political risk, financial risk, market risk, intellectual property risk, social risk, safety risk, etc. The typology of the risks seems to depend mainly upon whether the project is local (domestic) or international. The internal risks are relevant to all projects irrespec-

tive of whether they are local or international. International projects tend to be subjected to the external risk such as unawareness of the social conditions, economic and political scenarios, unknown and new procedural formalities, regulatory framework and governing authority, etc. Risk is inherent and difficult to deal with, and this requires a proper management framework both of theoretical and practical meanings. Significant improvement to construction project management performance may be achieved from adopting the process of risk assessment. The types of exposure to risk that an organization is faced with are wide-ranging and vary from one organization to another. These exposures could be the risk of business failure, the risk of project financial losses, the occurrences of major construction accidents, default of business associates and dispute and organization risks. It is desirable to understand and identify the risks as early as possible, so that suitable strategy can be implemented to retain particular risks or to transfer them to minimize any likely negative aspect they may have. The risk management process begins with the initial identification of the relevant and potential risks associated with the construction project. It is of considerable importance since the process of risk analysis and response management may only be performed on identified potential risks. Risk analysis and evaluation is the intermediate process between risk identification and management. It incorporates uncertainty in a quantitative and qualitative manner to evaluate the potential impact of risk. The evaluation should generally concentrate on risks with high probabilities, high financial consequences or combinations thereof which yield a substantial financial impact.

Once the risks of a project have been identified and analyzed, an appropriate method of treating risk must be adopted. Within a framework of risk management, contractors also should decide how to handle or treat each risk and formulate suitable risk treatment strategies or mitigation measures. These mitigation measures are generally based on the nature and potential consequences of the risk. The main objective is to remove as much as possible the potential impact and to increase the level of control of risk. More the control of one mitigation measure on one risk, the more effective the measure of risk the process of risk management does not aim to remove completely all risks from a project. Its objective is to develop an organized framework to assist decision makers to manage the risks, especially the critical ones, effectively and efficiently.

Risks can be viewed as business, technical, or operational. A technical risk is the inability to build the product that will satisfy requirements. An operational risk is the inability of the customer to work with core team members. Risks are either acceptable or unacceptable. An acceptable risk is one that negatively affects a task on the non-critical path. An unacceptable risk is one that negatively affects the critical path. Risks are either short or long term. A short-term risk has an immediate impact, such as changing the requirements for a deliverable. A long-term risk has an impact sometime in the distant future, such as releasing a product without adequate testing. Risks are viewed as either manageable or unmanageable. A manageable risk is one you can live with, such as a minor requirement change. An unmanageable risk is impossible to accommodate, such as a huge turnover of core team members. Risk factors for this study are classified into eight categories namely.

- Construction Risk
- Design Risk
- Environmental Risk
- Financial Risk
- Management Risk
- Political Risk
- Procurement Risk
- Sub-Contractors Risk
- Technology Risk.

#### Construction Risk:

- Disputes between labours
- Changing sequences in construction activity
- Non availability of resources
- Revision of design
- Availability of camp for labours
- Change in quantities of work
- In Time work permissions for executing work

- Safety of workers
- Stoppage of work due to Medical outbreak

#### **Design Risk:**

- Late changes of design from client side
- Will the level of details of design delivered by the owner affect over all construction time?
- Improper specifications
- Inadequate and incomplete design

#### **Environmental Risk:**

- Impact of weather condition on completion of project
- Pollution by construction waste
- Procedure to facilitate construction waste clean-up or disposal

#### **Financial Risk:**

- Delay from clients
- Increment for staff benefits
- Unprecedented price in raw materials
- Fluctuations in Estimated finance than expected

#### **Management Risk:**

- Documents and process directed as per agreement for mitigation of risk
- Project team discussions on risk
- Use of WBS and project milestones to help identify project risks
- Time for planning
- Loosing of critical staff at crucial point of construction
- Documented process for identifying project risks

#### **Political Risk:**

- Pressure from any political party
- Local bodies (political/rowdies) compelling to use their resources
- Union Issue

#### **Procurement Risk:**

- Temporary demand of increase in price of materials
- Specialized labour for fixation/Installation
- Is there a chance of procurement team to know the sales chart of client?

#### **Sub-Contractors Risk**

- Chances of sub-contractor walk out
- Delay in work execution of sub-contractor
- Revision of price

#### **Technology Risk**

- Knowledge on equipment's
- Service for damaged equipment's
- Loss of data or software/hardware of computer

The construction companies need to include risk as an integral part of their project management. Decision making such as risk assessment in construction projects is very important in the construction management. The identification and assessment of project risk are the critical procedures for projecting success.

### **INTERNAL CONTROL SYSTEMS**

The Company has an internal control system, which provides protection to all its assets against loss from unauthorised use and for correct reporting of transactions. The internal control systems are further supplemented by internal audit carried out by an independent firm of Chartered Accountants and periodical review by the management. The company has put in place Proper controls, which are reviewed at regular intervals to ensure that transactions are properly authorized & correctly reported and assets are safeguarded. The Audit Committee of the Board addresses issues raised by both the Internal and Statutory Auditors. The internal control systems are implemented to safeguard the Company's assets from loss or damage. To keep constant check on cost structure and to provide adequate financial and accounting controls and implement accounting standards

### **HUMAN RESOURCES DEVELOPMENT:**

Human Resource Department has been partnering with the business in portraying the image of the organization. Revisiting HR basics and team building is the need of the day. Restructuring of the team and its modus operandi

Despite economic turmoil and uncertain Industrial Scenario, refurbished HR Strategies adopted by our organization created buzz in the industry and well

received by our employees. We have put faith in our resources and they are reciprocating with the same zeal through enhanced productivity.

All resources effectively adopted Job enlargement and enrichment, making it a lean and swift organization. We take pride in saying Ramky Infrastructure Limited is an Equal Opportunity Employer.

The Company continues to invest in talent development through a well-established academic interface programme, providing internships, inducting leadership pipeline through campus recruitments, in-house classroom-based training and OJTs.

Workforce well-being remained a priority and we continues to invest in various initiatives starting from comprehensive health insurance for its employees, life insurance and other standard associated welfare activities in the industry.

HR compliance is approached from both reactive and proactive standpoints. HR continues to track the changes in employment and labour laws in the country for statutory compliance. Reactive compliance efforts focus on preventing, limiting or mitigating the risks and liabilities. Proactive compliance initiatives are considering measures such as changes in policies and procedures as well as changes in the legal environment for mitigating future risks, and enhancing the compliance awareness of our leaders.

To inculcate the spirit of camaraderie, various events were conducted regularly where in employees & their families had an opportunity to understand the finer aspects of competition, recognitions and teamwork.

Open house meetings, skip level meetings and group interactions, enhanced the alignment in the Company, accelerating the thrust and drive to reach farther than others.

### **FORWARD LOOKING STATEMENTS**

This communication contains statements that constitute 'forward looking statements' including, without limitation, statements relating to the implementation of strategic initiatives and other statements relating to our future business developments and economic performance.

While these forward looking statements represent the management's judgments and future expectations concerning the development of our business, a number of risks, uncertainties and other important factors could cause actual developments and results to differ materially from our expectations.

These factors include, but are not limited to general market, macro-economic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments and other key factors that could adversely affect our business and financial performance.

Ramky Infra undertakes no obligation to publicly revise any forward looking statements to reflect future events or circumstances.

Sd/-  
**Y.R.Nagaraja**  
Managing Director  
(DIN:00009810)

Hyderabad  
September 1, 2016

Sd/-  
**Alla Ayodhya Rami Reddy**  
Executive Chairman  
(DIN: 00251430)



# Independent Auditors' Report

The Members of  
**RAMKY INFRASTRUCTURE LIMITED**

We have audited the accompanying Standalone financial statements of **RAMKY INFRASTRUCTURE LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information for the year then ended.

## Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

## Basis for Qualified Opinion

We refer to Note 31 of the standalone financial statements with regard to recognition of deferred tax assets on unabsorbed depreciation, business losses and other timing differences, amounting to ₹ 396.02 Crore incurred by the Company. Based on unexecuted orders on hand, the Management is confident that sufficient future taxable income will be available against which such deferred tax assets will be realized. However, in our opinion, in absence of virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which the deferred tax assets can be realized, such recognition is not consistent with the principles enunciated under Accounting Standard 22, "Accounting for Taxes on Income" (AS 22). Had the aforesaid deferred tax assets not been recognised, profit after tax for the period ended would have been lower by ₹ 396.02 Crore.

## Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the basis for qualified opinion paragraph above, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash Flows for the year ended on that date.

## Emphasis of Matters

### Attention is invited to

- a. Note 32 to the standalone financial statements in respect of existence of material uncertainties over the realisability of certain construction work in progress, trade receivables and loans and advances aggregating to ₹ 508.49 Crore, which are subject matters of arbitration proceedings/negotiations with the customers and contractors due to foreclosure of contracts and other disputes. The management of the Company, keeping in view the status of negotiations and the outcome of arbitration proceedings and the basis of which steps to recover these amounts are currently in process, is confident of recovering the aforesaid dues. In view of pending billing of project WIP/slow progress/termination of these projects, and lack of other alternate audit evidence to corroborate management's assessment of recoverability of these balances, we are unable to comment on the extent to which these balances are recoverable.
- b. Note 33 to the standalone financial statements in respect of recognition of a claim of ₹ 225.04 Crore during the year and related trade receivable and other current assets aggregating to ₹ 225.04 Crore as at March 31, 2016, on account of cost overrun and additional quantities executed in respect of an EPC contract with its subsidiary concessionaire. The claim of the concessionaire company is assessed by the lenders independent engineer and the concessionaire is in the process of availing additional funding/refinance from the lenders.

- c. Note 34 to the standalone financial statements with regard to insurance claim due to floods on one of the Company's project in Srinagar, Jammu and Kashmir, the company has recognized insurance claim revenue aggregating to ₹ 62.94 Crore to the extent measured reliably and accounted/charged off related additional costs incurred towards damage by floods.
- d. Note 35(a) to the standalone financial statements in respect of write back of the 'liabilities no longer required' outstanding for a long period aggregating to ₹ 164.95 Crore. The management is confident that the liabilities no longer required and no material adjustment will be required.

Our opinion is not qualified in respect of these matters.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by Central Government in terms of section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a. We have sought and except for the matter described in the "Basis for qualified opinion" paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. Except for the effects of the matters described in the "Basis for qualified opinion" paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. in our opinion, except for the effects of matters described in the "Basis for qualified opinion" paragraph, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. The matters described in the basis for qualified opinion and

matter described in para 'a', 'b' & 'd' of "emphasis of matters" paragraph above, in our opinion, may have adverse effect on the functioning of the company.

- f. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 27 to the financial statements;
  - ii. Except for the effects of matters described in the basis for qualified opinion paragraph, the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company for the year ended March 31, 2016.

**For CHATURVEDI & PARTNERS.**  
Chartered Accountants  
Firm Registration No.307068E

Sd/-

**RAVINDRA NATH CHATURVEDI**  
Partner  
Membership No.092087

Hyderabad  
May 30, 2016

## "ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- I (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Fixed Assets were physically verified during the year by the management in accordance with a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. According to the information and explanation given to us, the discrepancies noticed on such verification were not material and have been properly dealt with the books of account.
- (c) According to the information and explanation given to us, the title deeds of the immovable properties are held in the name of the company.
- II According to the information and explanation given to us, the management has conducted physical verification of inventory at reasonable intervals during the year. The discrepancies noticed on verification between physical stocks and book records were not material and have been properly dealt with in the books of account.
- III The Company has granted unsecured loans to 7 companies (out of which loans granted to 2 companies are interest free) covered in the register maintained under section 189 of the Act, in respect of such loans;
  - (a) In our opinion, the terms and conditions of the loans granted by the company are not prejudicial to the company's interest except for in the case of interest free unsecured loan granted to 2 parties, aggregating to ₹ 76.25 Crore as at March 31, 2016, having regard to the cost of funds to the company, are prejudicial to the interest of the company.
  - (b) The receipt of principal amount and interest, wherever stipulated is regular other than an amount disclosed in(c) below. Further, in case of interest free loan granted to 2 parties where the schedule of repayment of the principal and payment of interest has not been stipulated, hence, we are unable to comment as to whether repayments are regular.
  - (c) In case of loans carrying interest, there is an overdue interest amounting to ₹ 6.06 Crore for more than 90 days. As per the information and explanation given to us by the management, the company has made reasonable steps to recover overdue interest portion. Further, in case of interest free unsecured loans granted to 2 parties, as the schedule of repayment has not been stipulated, we are unable to comment whether any amount is overdue and whether any steps for recovery of the principal is required.
- IV According to information and explanation given to us and based on the legal opinion obtained by the company that the company being a company is engaged in the business of providing infrastructure facilities in terms of Section 186, the company has comply with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of grant of loans, making investments and providing guarantees and security as applicable.
- V According to the information and explanation given to us, the Company has not accepted any deposits within the meaning of Section 73 to 76 of the act, and the rules framed there under to the extent notified.
- VI We have broadly reviewed the cost records maintained by the company pursuant to the rules made by the Central government under section 148(1) of the companies act, 2013 and are of the opinion that prime facie prescribed accounts and records have been made and maintained. We have, however, not made detailed examination of the records with a view to determining whether they are accurate or complete.
- VII (a) According to information and explanations given to us and records of the Company examined by us, amounts deducted/accrued in the books of accounts in respect of Undisputed

statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Value added Tax, Cess and any other material statutory dues as applicable have been actually/regularly deposited with the appropriate authorities and there have been delays in number of cases. As explained to us, the company did not have any dues on the account of excise duty and customs duty. Further, no undisputed amounts payable in respect of these statutory dues were outstanding as at March 31, 2016 for a period of more than six months from the date they become payable except for the sales tax, value added tax and service tax as set out in Appendix-I.

- (b) According to the information and explanations given to us and records of the Company examined by us, Particulars of dues outstanding in respect of sales tax, service tax and value added tax which have not been deposited on account of any dispute are given in Appendix-II to this report.

- VIII In our opinion and according to the information and explanations given to us, the Company has defaulted in the repayment of certain dues to financial institutions and banks. The details of such delay are set out in Appendix III to the Reports. Further, as stated in note 41 of the financial statements, the lenders banks, consequent to approval of Debt restricting under Joint lender forum, have restructured the repayment of principal and interest thereon as mentioned in Appendix III and waived the default or penal interest charged by them up to the date of restructuring. There are no loans or borrowings payable to the Government and debenture holders.
- IX According to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Term loans have been applied by the Company during the year for the purposes for which they were obtained.
- X According to the information and explanations given to us, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- XI According to the information and explanations given to us, no managerial remuneration has been paid or provided by the Company during the year. Accordingly, the provisions of Para 3 (xi) of the Order are not applicable to the Company and hence not commented upon.
- XII In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of Para 3 (xii) of the Order are not applicable to the Company.
- XIII In our opinion and according to the information and explanation given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- XIV According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- XV According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of Para 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- XVI In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

**For CHATURVEDI & PARTNERS**  
Chartered Accountants  
Firm Registration No.307068E  
Sd/-

**RAVINDRA NATH CHATURVEDI**  
Partner  
Membership No.092087

Hyderabad  
May 30, 2016

## Appendix I as referred to in Para vii(a) of Annexure A to the Independent Auditors' report

Name of statue	Nature of Due	Period to which amount relates (₹ in crore)					
		Upto 2014-15	April'15	May'15	June'15	July'15	August'15
The Jammu and Kashmir Value added Tax Act, 2005	Value Added Tax (VAT)	16.12	-	-	0.29	-	3.67
	Due date	30th April	-	-	31st July	-	31st Oct
Value added tax- Jharkhand	WCT Deducted at source	2.23	-	-	-	-	-
	Due date	15th April	-	-	-	-	-
Value added tax-Bihar	WCT Deducted at source	1.36	-	0.005	0.005	0.104	0.154
	Due date	15th April	-	15th June	15th July	15th Aug	15th Sept
Value added tax-Delhi	WCT Deducted at source	0.07	-	-	-	-	0.0005
	Due date	20th April	-	-	-	-	20th Sept
Value added tax - Uttar Pradesh	WCT Deducted at source	0.21	-	0.04	-	-	-
	Due date	20th April	-	20th June	-	-	-
Value added tax - West Bengal	Work contract Tax Deducted at source	0.37	-	-	-	0.07	0.03
	Due date	30th April	-	-	-	31stAug	30thSept

## Appendix II as referred to in Para vii (b) of Annexure A to the Independent Auditors' report

Name of the statue	Nature of the dues	Amount (₹ in crore)	Period to which it pertain	Forum where dispute pending
Andhra Pradesh General sales Tax Act, 1957	Tax	0.91 (0.45)*	2002-03	The Deputy Commissioner, Panjagutta
Andhra Pradesh VAT Act, 2005	Tax	6.30 (1.29)*	2005-09	High Court of Andhra Pradesh
Andhra Pradesh VAT Act, 2005	Tax	5.69 (6.17)*	2005 -07	Sales Tax Appellate Tribunal, Hyderabad
Andhra Pradesh VAT Act, 2005	Tax and Penalty	1.19 (0.43)*	2007-09	Sales Tax Appellate Tribunal, Hyderabad
Andhra Pradesh VAT Act, 2005	Tax and Penalty	4.32 (0.69)*	2009-10	ADC(Appeals), Hyderabad
Andhra Pradesh VAT Act, 2005	Tax	6.31	2010-11	High Court, Andhra Pradesh
Bihar VAT Act, 2005	Penalty	4.46	2010-12	DCCT(Appeal), Patna
Bihar VAT Act, 2005	Tax	0.15	2010-12	DCCT, Patna
JVAT Act	Tax and Penalty	3.52	2012-14	DCCT, Jamshedpur
Karnataka Value Added Tax, 2003	Tax	0.88 (0.88)*	2005-06	Joint Commissioner of CT- Appeal
Madhya Pradesh Value Added Tax, 2002	Tax	10.78 (1.70)*	2010-14	Appellate Tribunal
Maharashtra Value Added Tax	Tax	26.44 (0.15)*	2008-12	Appellate DY Commissioner
The Punjab Value Added Tax, 2005	Tax	0.35	2006-07	VAT Tribunal, Punjab, Chandigarh
The Punjab Value Added Tax, 2005	Tax	0.34	2008-09	AETC (Appeal)
West Bengal Value Added Tax	Tax	26.16 (0.04)*	2005-13	The Additional Commissioner Commercial taxes, Kolkata
West Bengal Value Added Tax	Tax	8.52 (0.10)*	2010-13	DCCT, Bureau of Investigation, Kolkata
West Bengal Value Added Tax	Tax	1.05	2013-14	Joint Commissioner Appeals
<b>Service tax</b>				
Finance Act, 1994	Tax	0.19	1-02-2010 to 31-03-2011	Additional Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Hyderabad
Finance Act, 1994	Tax	0.52	2011-12	Additional Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Tamilnadu

(Contd.)

Name of the statute	Nature of the dues	Amount (₹ in Crore)	Period to which it pertain	Forum where dispute pending
Finance Act, 1994	Tax	0.19	1-10-2011 to 31-03-2012	Additional Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Tamilnadu
Finance Act, 1994	Tax	0.20	Upto 31-3-2008	Asst. Commissioner (Audit), Service Tax Cell, Visakhapatnam
Finance Act, 1994	Tax	3.05	2004-05 to 2006-07	Central Excise & Service Tax Appellate Tribunal (CESTAT), Bangalore
Finance Act, 1994	Tax	44.23 (0.23)*	2004-05 to 2007-08	Central Excise & Service Tax Appellate Tribunal (CESTAT), Bangalore
Finance Act, 1994	Tax	0.98	1-06-2007 to 31-03-2009	Central Excise & Service Tax Appellate Tribunal (CESTAT), Bangalore
Finance Act, 1994	Tax	15.06 (0.28)*	1-04-2004 to 30-09-2008	Central Excise & Service Tax Appellate Tribunal (CESTAT), Kolkata
Finance Act, 1994	Tax	18.38	1-06-2007 to 31-03-2012	CESTAT, New Delhi
Finance Act, 1994	Tax	7.46	2004-05	Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Bangalore
Finance Act, 1994	Tax	1.79	2005-07	Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Orissa
Finance Act, 1994	Tax	0.43	01-02-2008 to 31-03-2010	Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Hyderabad
Finance Act, 1994	Tax	0.88	01-02-2007 to 31-07-2009	Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Hyderabad
Finance Act, 1994	Tax	2.81	01-07-2005 to 30-06-2010	Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Hyderabad
Finance Act, 1994	Tax	1.39	01-04-2005 to 01-06-2009	Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Hyderabad
Finance Act, 1994	Tax	20.08 (0.40)*	01-04-2007 to 31-03-2012	Commissioner of Customs, Central Excise & Service Tax (CCCE&S)
Finance Act, 1994	Tax	2.17	01-10-2007 to 31-03-2012	Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Hyderabad
Finance Act, 1994	Tax	0.04	2007-08	Commissioner of Customs, Central Excise & Service Tax (CCCE&S) (Appeals), Chennai
Finance Act, 1994	Tax	4.86	2009-12	Commissioner of Customs, Central Excise & Service Tax (CCCE&S), Hyderabad
Finance Act, 1994	Tax	6.13 (0.10)*	01-06-2007 to 31-03-2009	High Court, Andhra Pradesh
Finance Act, 1994	Tax	9.82	2010-12	Commissioner, Service Tax II, Kolkata
Finance Act, 1994	Tax	2.71	2009-12	Service Tax Commissioner, Hyderabad
Finance Act, 1994	Tax	2.74	2010-13	Hyderabad II Service Tax Commissionerate
Finance Act, 1994	Tax	1.30	2010-12	Commissioner Servicetax, Shillong

### Appendix III as referred to in para viii of Annexure A to the Independent Auditor's Report:

A. Details of Delay in repayment of dues to banks and others, which were outstanding as at March 31, 2016.(i.e. continuing default)

#### i. Cash credit facilities

Nature of Dues	Amount of Default/overdrawn (₹ in crore)	Period of default/overdrawn (in days)
State Bank of Hyderabad	34.66 to 43.41	38
Ing Vysya Bank	5.05 to 9.47	275
Ing Vysya Bank (Interest on Loan)	5.91	365

**(ii) Short Term Loan**

Nature of Dues	Amount of Default (Amount ₹ in crore)	Period of Default (in days)
Ing Vysya Bank(Repayment of Principal)	22.22	362
Ing Vysya Bank(Interest On loan )	4.77	457

**(iii) Hire Purchase Loan**

Particular	Total amount of principal outstanding (₹ in crore)	Total amount of interest outstanding (₹ in crore)	No. of installment outstanding	Period of Default (in days)
Magma Finance corporation Limited	12.31	0.81	150	11 to 547
SREI equipment finance Ltd	0.76	0.01	5	152 to 275
Shriram Equipment Finance	5.07	0.44	34	132 to 711

- B. Details of delays in repayment of principal and interest against the borrowing facilities during the year ended March 16, (i.e., defaults during the year made good on or before March 31, 2016)

**(i) Cash Credit facilities and working capital demand loans(WCDL)**

Nature of Dues	Amount of Default/ overdrawn (₹ in crore)	Period of default/ overdrawn (in days)
State bank of Hyderabad	0.06 to 2.51	3 to 53
ICICI Bank	0.1 to 0.23	1 to 6
State Bank of India	2.09	2
Punjab National Bank	0.03 to 1.08	1 to 10
Standard Chartered Bank	1.99 to 16.13	275
Yes Bank	0.01	14
Standard Chartered Bank(Interest on Loan)	10.39	365

**(ii) Hire purchase Loan**

Particular	Total amount of principal delayed (Amount ₹ in crore)	Total amount of interest delayed (Amount ₹ in crore)	No. of Installment Outstanding	Range for Period of Default (in days)
Magma Finance corporation Limited	1.99	0.17	3	1 to 62
SREI equipment finance Ltd	1.10	0.04	7	92 to 183
Shriram Equipment Finance	0.15	0.01	1	2
Tata motor Finance Ltd	2.35	0.07	29	38 to 265
Tata Capital Financial Services	1.31	0.26	34	13 to 178
HDFC Bank Ltd	1.24	0.08	65	3 to 217
Axis Bank Ltd	0.02	0.00	4	29 to 59
ICICI Bank Ltd	0.75	0.05	22	3 to 78

**Amount of default made good under corporate debt restructuring scheme.**

Nature of Dues	Period of default during the year (In days)	Amount (₹ in crore)
Cash credit	73	124.53
Term Loan	73	118.94



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF RAMKY INFRASTRUCTURE LIMITED

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of RAMKY INFRASTRUCTURE LIMITED ("the Company") as on March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being

made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Basis for Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2016:

The Company did not have appropriate internal controls over (a) assessment of virtual certainty of sufficient future income to set off the deferred tax assessment recognized on accumulated losses. (b) Timely estimate review of balance costs to complete in respect of work projects, which could potentially result into inaccurate estimation of foreseeable losses on works contracts (c) The Company did not have appropriate internal controls over review, supervision and follow up of projects receivables for realisation, which could potentially result into non recovery of such projects receivables.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

#### Qualified Opinion

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has in all material respect maintained adequate internal financial controls over financial reporting as on March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India and were operating effectively as on March 31, 2016.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2016 standalone financial statements of the Company, and these material weaknesses have not affected our opinion on the standalone financial statements of the Company in respect of these matters.

**For CHATURVEDI & PARTNERS.**  
Chartered Accountants  
Firm Registration No.307068E

Sd/-  
**RAVINDRA NATH CHATURVEDI**  
Partner  
Membership No.092087

Hyderabad  
May 30, 2016

# Balance Sheet

(All amounts are ₹ in crore unless otherwise stated)

Particulars	Note	As at 31 March 2016	As at 31 March 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
Share capital	3	57.20	57.20
Reserves and surplus	4	163.67	151.31
		<b>220.87</b>	<b>208.51</b>
<b>2. Non-current liabilities</b>			
Long-term borrowings	5	1,016.28	194.61
Other long-term liabilities	6	24.78	28.66
Long-term provisions	7	4.01	1.31
		<b>1,045.07</b>	<b>224.58</b>
<b>3. Current liabilities</b>			
Short-term borrowings	8	532.11	1,161.93
Trade payables	9	799.88	954.20
Other current liabilities	10	740.54	879.63
Short-term provisions	11	15.80	37.86
		<b>2,088.33</b>	<b>3,033.62</b>
<b>TOTAL</b>		<b>3,354.27</b>	<b>3,466.71</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
Fixed assets:			
(a) Tangible assets	12	211.46	262.88
(b) Intangible assets		-	0.05
(c) Capital work-in-progress		0.01	5.38
		<b>211.47</b>	<b>268.31</b>
Non-current investments	13	404.28	404.38
Deferred tax asset, net	14	396.02	409.08
Long-term loans and advances	15	338.13	290.21
Other non-current assets	16	1.83	7.78
		<b>1,351.73</b>	<b>1,379.76</b>
<b>2 Current assets</b>			
Inventories	17	457.40	771.95
Trade receivables	18	844.21	653.61
Cash and bank balances	19	74.62	45.05
Short-term loan and advances	20	584.62	595.72
Other current assets	21	41.69	20.62
		<b>2,002.54</b>	<b>2,086.95</b>
<b>TOTAL</b>		<b>3,354.27</b>	<b>3,466.71</b>
<b>Significant accounting policies and Notes to accounts</b>	1 to 50		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for **CHATURVEDI & PARTNERS**

Chartered Accountants

Firm Registration No. 307068E

**RAVINDRA NATH CHATURVEDI**

Partner

Membership No: 92087

Hyderabad

30 MAY 2016

for and on behalf of the Board of Directors of

**RAMKY INFRASTRUCTURE LIMITED**

Sd/-

**ALLA AYODHYA RAMI REDDY**

Executive Chairman

(DIN : 00251430)

Sd/-

**I W VIJAYA KUMAR**

Chief Financial Officer

Sd/-

**Y R NAGARAJA**

Managing Director

(DIN : 00009810)

Sd/-

**N. MADHU SUDHANA REDDY**

Company Secretary

# Statement of Profit and Loss

(All amounts are ₹ in crore unless otherwise stated)

Particulars	Note	Year ended 31 March 2016	Year ended 31 March 2015
I Revenue from construction activities		1,792.85	1,079.74
II Other income	22	138.37	34.93
III <b>Total Revenue (I+II)</b>		<b>1,931.22</b>	<b>1,114.67</b>
IV <b>Expenses:</b>			
Change in contract work-in-progress		225.30	116.78
Contract expenses	23	1,472.55	1,163.17
Employee benefits expense	24	40.95	47.38
Finance Costs	25	235.60	270.72
Depreciation and amortization expense	12	52.23	63.59
Other expenses	26	139.56	119.12
<b>Total expenses</b>		<b>2,166.19</b>	<b>1,780.76</b>
V <b>Profit/(Loss) before exceptional items and tax (III-IV)</b>		<b>(234.97)</b>	<b>(666.09)</b>
VI <b>Exceptional items (refer note 35 &amp; 41)</b>		251.29	-
VII <b>Profit/(Loss) before tax (V+VI)</b>		16.29	(666.09)
VIII <b>Tax expense</b>			
- Current tax	14	13.32	(208.57)
- Previous year tax		(9.39)	(12.04)
		<b>3.93</b>	<b>(220.61)</b>
IX <b>Profit/(Loss) after tax (VII-VIII)</b>		<b>12.36</b>	<b>(445.48)</b>
Earnings per equity share - par value of ₹10 per share	2		
- Basic and diluted		2.16	(77.89)
Significant accounting policies and Notes to accounts	1 to 50		

As per our report of even date attached

for **CHATURVEDI & PARTNERS**

Chartered Accountants

Firm Registration No. 307068E

**RAVINDRA NATH CHATURVEDI**

Partner

Membership No: 92087

Hyderabad

30 MAY 2016

for and on behalf of the Board of Directors of  
**RAMKY INFRASTRUCTURE LIMITED**

Sd/-

**ALLA AYODHYA RAMI REDDY**

Executive Chairman

(DIN : 00251430)

Sd/-

**I W VIJAYA KUMAR**

Chief Financial Officer

Sd/-

**Y R NAGARAJA**

Managing Director

(DIN : 00009810)

Sd/-

**N. MADHU SUDHANA REDDY**

Company Secretary

# Cash Flow Statement for the year ended March 31, 2016

(All amounts are ₹ in crore unless otherwise stated)

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
<b>A. Cash flow from operating activities</b>		
(Loss)/Profit before tax	16.29	(666.09)
Adjustments		
Add:		
Depreciation and amortization expenses	52.23	63.59
Interest expenses	235.60	270.72
Loss on sale of fixed assets	4.75	10.01
Provision for doubtful receivable	32.63	11.82
Provision for doubtful advances	8.98	18.54
Provision for foreseeable losses	-	6.04
Prior period items	-	33.64
Fixed Assets written off	-	-
Advances W/off	63.29	-
Less:		
Interest income	(53.84)	(19.91)
Dividend Income	(13.40)	-
Liability/Provision no longer required written back	(251.26)	-
<b>Operating profit/(loss) before working capital changes</b>	<b>95.27</b>	<b>(271.64)</b>
<b>Change in working capital</b>		
(Increase)/decrease in loans and advances	(103.93)	(109.33)
(Increase)/decrease in other current assets	(14.06)	9.09
(Increase)/decrease in trade receivables	(215.33)	272.21
(Increase)/decrease in inventories	314.55	204.43
Increase/(decrease) in provisions	2.05	(0.09)
Increase/(decrease) in trade payables	(15.98)	80.49
Increase/(decrease) in other liabilities	(156.78)	(32.33)
	<b>(189.48)</b>	<b>424.47</b>
Cash generated from operations	(94.21)	152.83
Net income taxes (paid)/refund	4.29	17.28
Net cash-flow from operating activities	<b>(89.92)</b>	<b>170.11</b>
<b>B. Cash flow from investing activities</b>		
Purchase of investment	(0.10)	(3.00)
Interest received	44.84	15.11
Dividend received	13.40	-
(Increase)/decrease in other bank balance not considered as cash and cash equivalent	(0.45)	(0.19)
Purchase of fixed assets	(5.75)	(1.29)
Proceeds from sale of fixed assets	5.60	22.18
<b>Net cash flow from investing activities</b>	<b>57.54</b>	<b>32.81</b>
<b>C. Cash flow from financing activity</b>		
Proceeds/(repayment) from long term borrowings	879.44	61.78
Proceeds/(repayment) of short term borrowings	(629.84)	(20.93)
Interest paid	(188.10)	(274.49)
<b>Net cash flow (used in) financing activities</b>	<b>61.50</b>	<b>(233.64)</b>
<b>Net increase/(decrease) in cash and cash equivalent</b>	<b>(A+B+C) 29.12</b>	<b>(30.72)</b>
Cash and cash equivalent at the beginning of the year	23.27	53.99
Cash and cash equivalent at the end of the year (refer note 19)	<b>52.39</b>	<b>23.27</b>
Note: Figures in brackets represents cash outflows.		
<b>See accompanying notes forming part of the financial statements 1 to 50</b>		

As per our report of even date attached  
for **CHATURVEDI & PARTNERS**

Chartered Accountants  
Firm Registration No. 307068E

**RAVINDRA NATH CHATURVEDI**  
Partner  
Membership No: 92087

Hyderabad  
30 MAY 2016

for and on behalf of the Board of Directors of  
**RAMKY INFRASTRUCTURE LIMITED**

Sd/-  
**ALLA AYODHYA RAMI REDDY**  
Executive Chairman  
(DIN : 00251430)

Sd/-  
**I W VIJAYA KUMAR**  
Chief Financial Officer

Sd/-  
**Y R NAGARAJA**  
Managing Director  
(DIN : 00009810)

Sd/-  
**N. MADHU SUDHANA REDDY**  
Company Secretary

# Notes to financial statements

## 1. Company Overview

Ramky Infrastructure Limited ("the Company") is an integrated construction, infrastructure development and management company headquartered in Hyderabad, India. The Company, is diversified in a range of construction and infrastructure projects in various sectors such as water and waste water, transportation, irrigation, industrial construction and parks (including SEZs), power transmission and distribution, and residential, commercial and retail property. A majority of the development projects of the Company are based on Public-Private Partnerships (PPP) and are operated by separate Special Purpose Vehicles (SPV) promoted by the Company, joint venture partners and respective Governments.

## 2. Significant accounting policies

### 2.1 Basis of preparation of financial statements

The financial statements are prepared under historical cost convention in accordance with the generally accepted accounting principles in India ("Indian GAAP") and comply in all material respects with the Accounting Standards specified under Section 133 of the Companies Act 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 and other pronouncements of the Institute of Chartered Accountants of India ("ICAI"). The accounting policies applied by the Company are consistent with those used in the previous year, unless otherwise stated.

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company in accordance with the guidance as set out in the Schedule III to the Companies Act, 2013.

Operating cycle for the business activities of the Company covers the duration of the specific project/contract/project line/service including defect liability period, wherever applicable and extends up to the realizations of receivables (including retention money) within the agreed credit period normally applicable to the respective project.

### 2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the balances of assets and liabilities and disclosures relating to contingent liabilities as at the reporting date of the financial statements and amounts of income and expenses during the period of account. Examples of such estimates include contract costs expected to be incurred to complete construction contracts, provision for doubtful debts, provision for foreseeable losses, income taxes and future obligations under employee retirement benefit plans. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

### 2.3 Inventories

- (i) Inventories are carried at the lower of cost and net realisable value.
- (ii) Cost of inventories comprises of all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The method of

determination of cost is as follows:

- (a) **Materials and supplies:** on a weighted average method.
- (b) **Contract work-in-progress:** Work-in-progress for projects under execution as at balance sheet date are valued at cost less provision, if any, for estimated losses. The costs of projects in respect of which revenue is recognized under the Company's revenue recognition policies but have not been billed are adjusted for the proportionate profit recognised. The cost comprises of expenditure incurred in relation to execution of the project. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on current estimates.

### 2.4 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

### 2.5 Cash and cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 2.6 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

Revenue from long term construction contracts is recognised on the percentage of completion method as mentioned in Accounting Standard (AS) 7 "Construction contracts" notified by the Companies Accounting Standards Rules, 2006. Percentage of completion is determined on the basis of physical proportion of work completed and measured at the balance sheet date as compared to the overall work to be performed on the projects as in the opinion of the management, this method measures the work performed reliably. However, profit is not recognised unless there is reasonable progress on the contract. Where the probable total cost of a contract is expected to exceed the corresponding contract revenue, such expected loss is provided for.

Dividend income is recognised when the unconditional right to receive the payment is established. Interest income is recognised on the time proportionate method taking into account the amount outstanding and the rate applicable.

### 2.7 Fixed assets and depreciation

Fixed assets are carried at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes purchase price, non-refundable taxes, duties, freight and other incidental expenses related to the acquisition or installation of the respective assets. Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial

period of time to get ready for their intended use are capitalised.

Depreciation on fixed assets is provided based on the useful life of the assets as estimated by the management which coincides with rates prescribed in Schedule II to the Companies Act, 2013 except the following which are depreciated based on useful life determined by the Company.

Name of the asset	Estimated useful life
Shuttering materials	5 years
Pump sets	5 years
Vibrators and needles	5 years

## 2.8 Foreign exchange transactions

Foreign currency transactions are recorded using the exchange rates prevailing on the date of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognised in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date, not covered by forward exchange contracts, are translated at year-end rates. The resultant exchange differences are recognised in the statement of profit and loss. Non-monetary assets are recorded at the rates prevailing on the date of the transaction.

## 2.9 Derivative instruments and hedge accounting

The Company uses foreign exchange forward contracts to mitigate its risk of changes in foreign currency exchange rates and does not use them for trading or speculative purposes.

The premium or discount on foreign exchange forward contracts is amortized as income or expense over the life of the contract. The exchange difference is calculated and recorded in accordance with AS-11 (revised). The exchange difference on such a forward exchange contract is calculated as the difference of the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognised in the statement of profit and loss in the reporting period in which the exchange rates change.

## 2.10 Government Grants

Government grants are recognised only when it is reasonably certain that the related entity will comply with the attached conditions and the ultimate collection is not in doubt.

Where the government grants are of the nature of promoter's contribution and no repayment is ordinarily expected in respect thereof, the grants are treated as capital reserve which can be neither distributed as dividend nor considered as deferred income.

Where the government grants relates to specific fixed assets are treated as deferred government grants, which is recognised in the statement of profit and loss in proportion to the depreciation charge over the useful life of the related asset.

## 2.11 Investments

Long-term investments are carried at cost less any other than temporary diminution in value, determined separately for each individual investment.

Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

## 2.12 Employee benefits

Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss on accrual basis. Contributions to superannuation fund, which is a defined contribution scheme, are made at pre-determined rates to the Life Insurance Corporation of India on a monthly basis. Employee gratuity and long term compensated absences, which are defined benefit schemes, are accrued based on actuarial valuation at the balance sheet date, carried out by an independent actuary and are charged to the statement of profit and loss. All actuarial gains and losses arising during the year are recognised in the statement of profit and loss.

## 2.13 Borrowing costs

Borrowing costs directly attributable to the acquisition/construction of the qualifying asset are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

## 2.14 Leases

Leases where the lessor effectively retains substantially all the risks and rewards of ownership of the leased asset are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

## 2.15 Earnings per share

The basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

## 2.16 Taxation

Income tax expense comprises current tax, deferred tax and Minimum Alternative Tax. The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Company.

### Deferred tax

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the year. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual



certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and is written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

**Minimum Alternate Tax (MAT) Credit entitlement**

Minimum Alternative Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

**2.17 Impairment of assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of amortised historical cost.

**2.18 Accounting for interest in joint ventures**

In respect of work sharing joint venture arrangements revenues, expenses, assets, liabilities and contingent liabilities are accounted for in the Company's books to the extent work is executed by the Company.

In respect of jointly controlled entities, the share of profits or losses is accounted as and when dividend/share of profit or loss is declared by the entities.

**2.19 Provisions and contingent liabilities**

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number	Amount	Number	Amount
<b>Note 3: Share capital</b>				
<b>Authorised capital</b>				
Equity shares of ₹ 10 each	70,000,000	70.00	70,000,000	70.00
<b>Issued, Subscribed and Paid-up</b>				
Equity shares of ₹ 10 each, fully paid-up	57,197,791	57.20	57,197,791	57.20
<b>Total</b>		<b>57.20</b>		<b>57.20</b>

**3a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:**

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number	Amount	Number	Amount
<b>Equity Shares:</b>				
Balance at the beginning and end of the year	57,197,791	57.20	57,197,791	57.20

**3b. Rights, preferences and restrictions attached to the equity shares:**

The Company has only one class of equity shares having par value of ₹ 10 each. Each shareholder is eligible for one vote per share held. The dividend, if proposed by the Board of Directors, is subject to the approval of the shareholders in the ensuing general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by equity shareholders.

**3c. The details of shareholders holding more than 5% shares in the Company:**

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number	% of holding	Number	% of holding
Alla Ayodhya Rami Reddy:	34,556,122	60.42%	34,556,122	60.42%
SA1 Holding Infrastructure Company Private Limited	4,165,884	7.28%	4,165,884	7.28%

Particulars	As at		As at	
	31 March 2016		31 March 2015	
<b>Note 4: Reserves and surplus</b>				
<b>Securities premium account:</b>				
Balance at the beginning and end of the year		408.13		408.13
<b>General Reserves:</b>				
Balance at the beginning and end of the year		20.00		20.00
<b>Surplus in statement of profit and loss account:</b>				
Balance at the beginning of the year		(276.82)		109.60
Add: Net profit after tax transferred from statement of profit and loss		12.36		(445.48)
Less: Effect of Depreciation on opening Reserve		-		(3.41)
Add: Provision for tax of earlier years		-		62.47
<b>Balance at the end of the year</b>		<b>(264.46)</b>		<b>(276.82)</b>
		<b>163.67</b>		<b>151.31</b>
<b>Note 5: Long-term borrowings (refer note 5.1, 5.2, 5.3 &amp; 41)</b>				
<b>(a) From banks:</b>				
- Term loans		-		50.00
- Working capital term loan-1 (WCTL-1)		404.37		-
- Working capital term loan-2 (WCTL-2)		37.15		-
- Priority Debt		128.30		-
- Funded Interest Term Loan (FITL)		166.74		-
- Other term loan		121.67		-
- Equipment and vehicle loans		-		2.15
<b>(b) From others:</b>				
- Equipment and vehicle loans		0.11		3.11
<b>Unsecured</b>				
- From related parties		157.94		139.35
		<b>1,016.28</b>		<b>194.61</b>

## 5.1 Terms of security

- a) Working capital limits (Cash credit/LC/BG) are secured first pari-passu charge on entire (both present and future) current assets and non-current assets of the Company and second pari-passu charge on unencumbered (both present and future) fixed assets of the Company.
- b) Term Loan, Short Term Loans, Priority Debt, FITL and WCTL are secured by first pari-passu charge on unencumbered (both present and future) fixed assets of the company and second pari-passu charge on entire (both present and future) current assets and non-current assets of the company.
- c) Entire term loans, short terms loans, HP Loans (Axis Bank and ICICI Bank), Priority Debt, FITL, WCTL, fund based and non-fund based working capital limits are further secured by personal guarantee of Promoter (i.e. A Ayodhya Rami Reddy). Further, working capital loans and term loans from State Bank of India (SBI) are further secured by personal guarantee of M Venu Gopal Reddy (Relative of promoter) and personal guarantee of Promoter of the Company (i.e. A Ayodhya Rami Reddy) and corporate guarantee of certain subsidiary companies (refer note 39)

## 5.2 Terms of interest and repayment

As morefully described in note 41, the Board of Directors of the Company in its meeting held on February 13, 2015 had accorded its approval for restructure of the debts of the Company under Joint lender Forum (JLF). The proposal is only for the company and not for any of its subsidiaries and associates. JLF in its meeting held on June 12, 2015 has approved the scheme submitted by the Company. Effect of debt restructuring scheme in the books of account has been given as follows.

### a) Working Capital Term Loan – I

Overdrawn in working capital limits, comprising devolved Letter of Credits (pre and post Cut-off Date {(COD) i.e October 1, 2014} upto June 12, 2015), invoked Bank Guarantees, interchangeability/other irregularity and shortfall in Drawing Power amounting to ₹ 453.76 Crore has been carved out as Working Capital Term Loan - I (WCTL - I). WCTL - I shall be repaid after a moratorium of 8 Quarters from COD in 30 structured quarterly installments, commencing from quarter ending December 31, 2016. WCTL - I carries rate of interest, SBI Base Rate plus 100 basis points p.a. from cut-off date with annual reset.

### b) Working Capital Term Loan – II

Invoked Bank Guarantees from COD to March 31, 2015 amounting to ₹ 37.34 Crore (₹ 8.31 Crore upto June 12, 2015) has been carved out as Working Capital Term Loan - II (WCTL - II). WCTL - II shall be repaid after a moratorium of 8 Quarters from COD in 30 structured quarterly instalments, commencing from quarter ending December 31, 2016. WCTL - II carries rate of interest SBI Base Rate plus 100 basis points p.a. from cut-off date with annual reset).

### c) Priority Debt

₹ 128.94 Crore has been availed out of ₹ 250 Crore Priority Debt sanctioned. Priority Debt shall be repaid after a moratorium of 8 Quarters from the date of disbursement, in 6 structured quarterly instalments, commencing from quarter ending December 31, 2016. Priority Debt carries rate of interest, SBI Base Rate plus 100 basis points from cut-off date with annual reset.

### d) Funded Interest term Loan

₹ 167.58 Crore have been availed out of ₹ 288.03 Crore. FITL shall be repaid after a moratorium of 8 Quarters from COD in 6 structured quarterly instalments, commencing from quarter ending December 31, 2016.

### e) Other term loans

Term loan of ₹ 76.90 Crore has been availed out of ₹ 199.13 Crore. Other term loan shall be repaid after a moratorium of 8 Quarters from COD in 2 structured annual installments, commencing from quarter ending December 31, 2016. TL carries rate of interest SBI Base Rate plus 100 basis points p.a. from cut-off date with annual reset. Further, Term loan of ₹ 44.78 Crore has been availed out of ₹ 80 Crore and it shall be repaid after a moratorium of 8 Quarters from COD in 16 structured Quaterly installments, commencing from quarter ending December 31, 2016.

### f) Equipment and vehicle loans

These loans are repayable in equated monthly instalments (i.e. 30 to 60 EMIs) beginning along the month subsequent to the receipt of the loan along with interest in the range of 8.85% p.a. to 13.06% p.a. against loans taken from others. Equipment and vehicle Loan from others are secured by way of hypothecation of respective equipment/vehicle.

### g) Unsecured from related parties

In respect of unsecured loans from related parties, loan aggregating to ₹ 84.35 Crore (interest rate 14% per annum) is payable within 36 months or at the earliest convenience of the borrower after a moratorium of 2 years from the date of first disbursement (i.e. April 30, 2015). Further, as agreed with lender of term loan aggregating to ₹ 55 Crore (interest rate 14% per annum), and ₹ 18.59 Crore (interest rate 18% per annum), it shall not be repayable within 12 months from balance sheet date.

### h) Cash Credit

₹ 532.11 Crore stands outstanding as on March 31, 2016. CC shall be repaid (i.e. March 31, 2016) after a moratorium of 6 Quarters from COD. TL carries rate of interest SBI Base Rate plus 100 basis points p.a. from cut-off date with annual reset.

## 5.3 Details of continuing default as at March 31, 2016

## i) Equipment loan from Others (Hire purchase Loan)

(₹ in crore)

Particular	Total amount of principal delayed	Total amount of interest delayed	No. of installment outstanding	Period of Default (in days)
From others	12.31	0.81	150	11 to 547
From others	0.76	0.01	5	152 to 275
From others	5.07	0.44	34	132 to 711

## ii) Cash credit facilities(i.e. Overdrawn)

Nature of Dues	Amount of default/overdrawn	Period of default/overdrawn (In days)
Cash credit from Bank	34.66 to 43.41	38
Cash credit from Bank	5.05 to 9.47	275
Interest on Loan	5.91	365

## iii) Short Term Loan from ING Vysya

Nature of Dues	Amount of default/overdrawn	Period of default/overdrawn (In days)
Repayment of Principal	22.22	362
Interest On loan from Bank	4.77	457

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 6: Other long-term liabilities</b>		
Trade payables (refer note below)	5.59	10.74
Mobilisation and other advances	3.94	4.02
Other payables	15.25	13.90
	<u>24.78</u>	<u>28.66</u>
<b>Note:</b> Trade payables includes retention money payable of ₹ 1.75 crore (previous year ₹ 2.25 crore).		
<b>Note 7: Long-term provisions</b>		
Provision for employee benefits:		
- Gratuity (refer to note 42)	2.66	0.91
- Compensated absences	1.35	0.40
	<u>4.01</u>	<u>1.31</u>
<b>Note 8: Short-term borrowings (refer note 5.1, 5.2, 5.3 &amp; 41)</b>		
<b>Secured loans</b>		
<b>From banks:</b>		
<b>(a) Loans repayable on demand:</b>		
- Term Loans	-	70.00
- Cash credit	532.11	1,064.74
	<u>532.11</u>	<u>1,134.74</u>
<b>Unsecured</b>		
- From related parties	-	27.19
	<u>532.11</u>	<u>1,161.93</u>

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 9: Trade payables (refer note 42)</b>		
- due to other than micro, small and medium enterprises	799.88	954.20
	<u>799.88</u>	<u>954.20</u>
<b>Note:</b>		
Trade payables include retention money payable of ₹ 442.87 crore (previous year ₹ 427.75 crore).		
<b>Note 10: Other current liabilities</b>		
<b>Current maturities of long-term debts:</b>		
- Term loans (refer note 5.1,5.2,5.3 & 41)	77.42	170.62
- Equipment and vehicle loans (refer note 5.1,5.2,5.3 & 41)	18.52	37.96
	<u>95.94</u>	<u>208.58</u>
Mobilisation and other advances	489.08	532.49
Security deposits received	5.92	6.17
Dues to statutory/government authorities	62.19	60.13
Capital creditors	2.41	2.41
Interest accrued and due on borrowings	24.38	7.94
Interest accrued but not due	8.54	5.15
Unclaimed dividend	0.03	0.03
Accrued salaries,wages and benefits	9.46	11.73
Provision for expenses	20.90	21.08
Other payables	21.69	23.92
	<u>740.54</u>	<u>879.63</u>
<b>Note 11. Short-term provisions</b>		
Provision for foreseeable loss	15.15	36.57
Provision for employee benefits:		
- Gratuity (refer to note 42)	0.40	0.14
- Compensated absences	0.25	1.15
	<u>15.80</u>	<u>37.86</u>

## Note 12: Fixed assets

(All amounts are ₹ in crore unless otherwise stated)

Description	Gross block				Accumulated depreciation and amortization					Net block	
	As at 1 April 2015	Additions	Deletions	As at 31 March 2016	As at 1 April 2015	Charge for the year	Deletions	Against Opening Reserves	As at 31 March 2016	As at 31 March 2016	As at 31 March 2015
<b>Tangible assets:</b>											
(Owned)											
Freehold land	1.93	-	-	1.93	-	-	-	-	-	1.93	1.93
Buildings	2.81	-	-	2.81	0.44	0.09	-	-	0.53	2.28	2.37
Plant and equipments	386.45	10.74	16.13	381.06	168.74	41.13	7.43	-	202.44	178.62	217.71
Furniture and fixtures	4.99	0.05	-	5.04	3.34	0.45	-	-	3.79	1.25	1.65
<b>Vehicles:</b>											
- Construction vehicles	61.13	-	3.42	57.71	34.76	7.01	1.88	-	39.89	17.82	26.37
- Other vehicles	15.42	-	0.20	15.22	8.34	1.84	0.09	-	10.09	5.13	7.08
Office equipment	12.17	0.12	-	12.29	6.54	1.53	-	-	8.07	4.21	5.63
Computer equipment	9.80	0.20	-	10.00	9.66	0.13	-	-	9.79	0.22	0.14
<b>Total tangibles assets</b>	<b>494.70</b>	<b>11.11</b>	<b>19.75</b>	<b>486.06</b>	<b>231.82</b>	<b>52.18</b>	<b>9.40</b>	<b>-</b>	<b>274.60</b>	<b>211.46</b>	<b>262.88</b>
Previous year	539.25	2.41	46.96	494.70	163.61	63.02	14.69	19.90	231.82	262.88	375.64
<b>Intangible assets:</b>											
(Owned)											
Computer software	2.87	-	-	2.87	2.82	0.05	-	-	2.87	-	0.05
<b>Total intangibles assets</b>	<b>2.87</b>	<b>-</b>	<b>-</b>	<b>2.87</b>	<b>2.82</b>	<b>0.05</b>	<b>-</b>	<b>-</b>	<b>2.87</b>	<b>-</b>	<b>0.05</b>
Previous year	2.87			2.87	4.58	0.57		0.67	2.82	0.05	1.29

Particulars	Currency	Face Value	Number of shares	As at 31 March 2016	As at 31 March 2015
<b>Note 13: Non-current investments</b>					
<b>Unquoted trade investments at cost in:</b>					
<b>a. Equity instruments of subsidiaries:</b>					
MDDA-Ramky IS Bus Terminal Limited (refer to note a below)	INR	10	1,06,51,817	14.26	14.26
Ramky Elsamex Hyderabad Ring Road Limited (refer to note b below)	INR	10	1,48,00,000	14.80	14.80
Ramky Engineering and Consulting Services (FZC) (refer to note j below)	AED	100	87926	11.21	11.21
Ramky Pharma City (India) Limited (refer to note c below)	INR	10	91,80,000	9.18	9.18
Ramky-MIDC Agro Processing Park Limited (refer to note j below)	INR	10	22,28,686	6.59	6.59
Ramky Multi Product Industrial Park Limited	INR	10	50,00,000	5.00	5.00
Naya Raipur Gems and Jewellery SEZ Limited(refer to note j below)	INR	10	8,40,684	2.42	2.42
Ramky Herbal and Medicinal Park (Chhattisgarh) Limited (refer to note j below)	INR	10	5,13,897	1.44	1.44
Ramky Food Park (Chhattisgarh) Limited (refer to note j below)	INR	10	4,36,397	1.21	1.21
Ramky Towers Limited (refer to note j below)	INR	10	26,458	0.18	0.18
Ramky Food Park (Karnataka) Limited (refer to note j below)	INR	10	54,665	0.05	0.05
Ramky Enclave Limited (refer to note j below)	INR	10	44,505	0.04	0.04
Srinagar Banihal Expressway Limited (refer to note d below)	INR	10	38,891	0.04	0.04
Sehore Kosmi Tollways Limited (refer to note f below)	INR	10	1,20,20,000	12.02	12.02
Frank Lloyd Tech Management services Limited (refer to note j below)	INR	10	76,000	0.08	0.08
Agra Etawah Tollways Limited (refer to note g and j below)	INR	10	50,000	-	0.05
Hospet Chitradurga Tollways Limited (refer to note h and j below)	INR	10	1,70,22,000	17.02	17.02
Jabalpur Patan Shahpura Tollways Limited (refer to note j below)	INR	10	50,000	-	0.05
Ramky Esco Limited (refer to note j below)	INR	10	50,000	0.05	0.05
				<b>95.59</b>	<b>95.69</b>



(All amounts are ₹ in crore unless otherwise stated)

Particulars	Currency	Face Value	Number of shares	As at 31 March 2016	As at 31 March 2015
<b>b) Equity instruments of associates:</b>					
Ramky Integrated Township Limited	INR	10	18,241	0.02	0.02
Gwalior Bypass Project Limited (refer to note e and k below)	INR	10	25,500	0.02	0.02
				<b>0.04</b>	<b>0.04</b>
<b>c) Equity instruments of jointly controlled entities:</b>					
N.A.M. Expressway Limited (refer to note l)	INR	10	11,67,55,000	116.76	116.76
Jorabat Shillong Expressway Limited (refer to note m)	INR	10	42,000,000	42.00	42.00
				<b>158.76</b>	<b>158.76</b>
<b>d) Equity instruments of others:</b>					
Delhi MSW Solutions Limited	INR	10	5000	0.01	0.01
Triteus Holdings Private Limited	INR	10	40,000	0.04	0.04
				<b>0.05</b>	<b>0.05</b>
<b>e) Preference instruments of subsidiaries:</b>					
Ramky Elsamex Hyderabad Ring Road Limited Cumulative redeemable optionally convertible (refer to note b below)	INR	10	250,00,000	25.00	25.00
Ramky Enclave Limited cumulative convertible optionally redeemable (refer to note i below)	INR	10	78,000	19.50	19.50
Ramky Multi Product Industrial Park Limited 0.001%, cumulative convertible redeemable	INR	10	15,00,000	15.00	15.00
Ramky Multi Product Industrial Park Limited 0.001%, cumulative non-convertible redeemable	INR	10	40,00,000	40.00	40.00
Naya Raipur Gems and Jewellery SEZ Limited (refer to note i below) 0.001%, cumulative convertible redeemable	INR	10	2,95,133	0.89	0.89
Srinagar Banihal Expressway Limited 0.001%, non-cumulative non-convertible redeemable	INR	10	6,15,47,445	61.55	61.55
Frank Lloyd Tech Management Services Limited (refer to note i below) 0.001%, non-cumulative non-convertible redeemable	INR	10	54,99,140	5.50	5.50
				<b>167.44</b>	<b>167.44</b>
<b>f) Preference instruments of associates:</b>					
Gwalior Bypass Project Limited (Refer to note k below) 0.01%, cumulative redeemable	INR	100	2240	0.09	0.09
Total non-current investments (a+b+c+d+e+f)				<b>421.97</b>	<b>422.07</b>
<b>Aggregate book value of unquoted non-current investments</b>				421.97	422.07
<b>Less : Impairment Made</b>					
Ramky Herbal and Medicinal Park (Chhattisgarh) Limited		10	513,897	0.51	0.51
Ramky Food Park (Chhattisgarh) Limited		10	436397	0.16	0.16
Hospet Chitradurga Tollways Limited		10	17022000	17.02	17.02
<b>Total Impairment Made</b>				<b>17.69</b>	<b>17.69</b>
<b>Total non-current investments</b>				<b>404.28</b>	<b>404.38</b>

**Aggregate value of unquoted investment****Notes :**

- 9,660,009 (previous year: 9,660,009) equity shares have been pledged in favour of Infrastructure Development Finance Company Limited for the loan availed by MDDA-Ramky IS Bus Terminal Limited.
- 14,800,000 (previous year: 14,800,000) equity shares and 2,950,000 (previous year : 2,950,000) preference shares have been pledged in favour of IDBI Trusteeship Services Limited for loans availed by Ramky Elsamex Hyderabad Ring Road Limited.
- 9,129,000 (previous year: 9,129,000) equity shares have been pledged in favour of Infrastructure Development Finance Company Limited for loan availed by Ramky Pharma City (India) Limited.
- 15,766 (previous year: 15,766) equity shares of Srinagar Banihal Expressway Limited pledged in favour of ICICI bank Limited for the loan availed by Srinagar Banihal Expressway Limited.
- 13,005 (previous year: 13,005) equity shares have been pledged in favour of Infrastructure Development Finance Company for loan availed by Gwalior Bypass Project Limited.

## Notes to financial statements (Continued)

- f) 6,130,200 (previous year: 6,130,200) equity shares have been pledged in favour of IDBI Trusteeship Services Limited for the loan availed by Sehore Kosmi Tollways Limited. 61,30,200 (previous year: Nil) equity shares have been pledged in favour of IDBI Trusteeship Services Limited for the loan availed by Sehore Kosmi Tollways Limited.
- 61,30,200 (previous year: Nil) equity shares have been pledged in favour of IDBI Trusteeship Services Limited for the loan availed by Sehore Kosmi Tollways Limited. 61,30,200 (previous year: Nil) equity shares have been pledged in favour of IDBI Trusteeship Services Limited for the loan availed by Sehore Kosmi Tollways Limited. 61,30,200 (previous year: Nil) equity shares have been pledged in favour of IDBI Trusteeship Services Limited for the loan availed by Sehore Kosmi Tollways Limited.
- g) 25,500 (previous year: 25,500) equity shares have been pledged in favour of Oriental Bank of Commerce for the loan availed by Agra Etawah Tollways Limited.
- h) 8,681,220 (previous year: 8,681,220) equity shares have been pledged in favour of Axis Bank Limited for the loan availed by Hospet Chitradurga Tollways Limited.
- i) Preference shares of these companies have been pledged in favour of State Bank of India for the loan availed by the Company.
- j) The following equity shares have been pledged in favour of State Bank of India for the loan availed by the Company:

Entity name	Number of shares as at	
	31 March 2016	31 March 2015
Agra Etawah Tollways Limited	0	24,494
Frank Lloyd Tech Management Services Limited	75,994	75,994
Hospet Chitradurga Tollways Limited	8,340,774	8,340,774
Naya Raipur Gems and Jewellery SEZ Limited	840,678	840,678
Ramky-MIDC Agro Processing Park Limited	2,228,680	2,228,680
Ramky Enclave Limited	44,500	44,500
Ramky Engineering and Consulting Services (FZC)	87,926	87,926
Ramky Food Park (Chhattisgarh) Limited	436,391	436,391
Ramky Food Park (Karnataka) Limited	54,659	54,659
Ramky Herbal and Medicinal Park (Chhattisgarh) Limited	513,891	513,891
Ramky Towers Limited	26,458	26,458
Ramky Esco Limited	49,994	49,994
Jabalpur Patan Shahpura Tollways Limited	0	49,994

- k) Became an associate effective from 31 March 2014 due to further investment by other shareholders.
- l) In the previous year, 46,701,998 equity shares have been pledged in favour of SBICAP trustee company ltd, 7,005,300 equity shares have been pledged in favour of ICICI bank for the loan availed by NAM Expressway Ltd.
- m) In the previous year 39,000,000 equity shares have been pledged in favour of SBICAP trustee company ltd

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 14: Deferred tax assets (net) (refer note 31)</b>		
<b>Deferred tax assets</b>		
Provision for doubtful receivables and advances	106.29	107.56
Accrued employee benefits	1.51	0.84
Unabsorbed depreciation and business losses	233.33	309.29
Other timing differences	68.03	7.66
	<b>409.16</b>	<b>425.35</b>
<b>Deferred tax liability</b>		
timing difference on depreciation allowed	(13.14)	(16.27)
Net deferred tax assets	<b>396.02</b>	<b>409.08</b>

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 15: Long-term loans and advances</b> (refer note 32)		
<b>Unsecured, considered good:</b>		
Capital advances	10.65	11.35
Loans and advances to related parties (refer note 39)	187.05	145.07
Advances recoverable in cash or in kind or for value to be received	0.00	-
Security deposits	7.66	6.98
Other loans and advances:		
- Earnest money deposit	-	-
- Receivables from statutory/government authorities	39.13	38.53
- Receivables from income tax authority	93.30	88.20
- Prepaid expenses	0.35	0.07
	<b>338.14</b>	<b>290.21</b>
<b>Unsecured, considered doubtful:</b>		
Earnest money deposit	0.79	0.79
Advances recoverable in cash or in kind or for value to be received	10.66	10.66
	<b>11.45</b>	<b>11.45</b>
<b>Provision for doubtful advances:</b>		
Earnest money deposit	(0.79)	(0.79)
Advances recoverable in cash or in kind or for value to be received	(10.66)	(10.66)
	<b>(11.45)</b>	<b>(11.45)</b>
	<b>338.14</b>	<b>290.21</b>
<b>Note 16: Other non-current assets</b> (refer note 32)		
<b>Trade receivables:</b>		
(refer note a below)		
- Unsecured, considered good	1.12	6.67
- Unsecured, considered doubtful	44.28	39.23
	<b>45.40</b>	<b>45.90</b>
Less: Provision for doubtful trade receivables	(44.28)	(39.23)
	<b>1.12</b>	<b>6.67</b>
Long-term bank deposits (refer note b below)	0.51	0.85
Interest accrued but not due	0.20	0.26
	<b>1.83</b>	<b>7.78</b>
<b>Notes:</b>		
a. Trade receivables before provision includes retention money receivable of ₹ 10.02 crore (previous year: ₹ 10.02 crore). Provision for doubtful trade receivables includes provision for retention money receivables amounting to ₹ 8.90 crore (previous year: ₹ 5.55 crore).		
b. Long-term bank deposits represents margin money against bank guarantees and other commitments.		
<b>Note 17: Inventories</b> (refer note 32)		
(Valued at the lower of cost and net realisable value)		
Raw materials and components	127.53	216.78
Contract work-in-progress	329.87	555.17
	<b>457.40</b>	<b>771.95</b>

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 18: Trade receivables (refer note 32)</b>		
Outstanding for period exceeding six months:		
- Unsecured, considered good	475.23	476.31
- Unsecured, considered doubtful	178.38	153.69
	<b>653.61</b>	<b>630.00</b>
Less: Provision for doubtful trade receivables	(178.38)	(153.69)
	<b>475.23</b>	<b>476.31</b>
Other debts		
- Unsecured, considered good	368.98	177.30
	<b>844.21</b>	<b>653.61</b>
<b>Note:</b>		
Trade receivables before provision includes retention money receivable of ₹ 501.10 crore (previous year ₹ 489.52 crore). Provision for doubtful trade receivables includes provision for retention money receivables amounting to ₹ 61.93 crore (previous year: ₹ 35.53 crore).		
<b>Note 19: Cash and bank balances</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	0.16	0.31
Cheques on hand	0.04	-
Balances with banks:		
- in current accounts	51.89	13.46
- in deposit accounts*	0.30	9.50
<b>Other bank balances</b>		
Deposits with maturity more than 3 months but less than 12 months*	22.20	21.75
Balances with bank for unclaimed dividend	0.03	0.03
	<b>74.62</b>	<b>45.05</b>
* Includes amount of ₹ 22.50 crore (previous year: ₹ 31.25 crore) held as margin money or security deposit against bank guarantees and other commitments.		
<b>Note 20: Short-term loans and advances (refer note 32)</b>		
<b>Unsecured, considered good:</b>		
Loans and advances to related parties* (refer note 39)	31.89	3.85
Mobilisation and material advances	135.19	156.67
Advances recoverable in cash or in kind or for value to be received	345.42	315.82
Security deposits	6.72	5.28
Other loans and advances:		
- Earnest money deposit	9.26	9.30
- Balances with statutory/government authorities	48.25	93.67
- Prepaid expenses	2.65	4.95
- Loans and advances to employees	3.43	3.64
- Other advances	1.81	2.54
	<b>584.62</b>	<b>595.72</b>
<b>Considered doubtful:</b>		
Loans and advances to related parties	-	8.86
Mobilisation and material advances	1.51	2.06
Advances recoverable in cash or in kind or for value to be received	41.16	31.75
	<b>42.67</b>	<b>42.67</b>
<b>Provision for doubtful debts:</b>		
Loans and advances to related parties	-	(8.86)
Mobilisation and material advances	(1.51)	(2.06)
Advances recoverable in cash or in kind or for value to be received	(41.16)	(31.75)
	<b>(42.67)</b>	<b>(42.67)</b>
	<b>584.62</b>	<b>595.72</b>

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 21: Other current assets (refer note 32)</b>		
<b>Non-trade receivables:</b>		
Unsecured Considered good	15.44	3.16
Unsecured Considered doubtful	33.14	30.25
	<b>48.58</b>	<b>33.41</b>
Less: Provision for doubtful current assets	(33.14)	(30.25)
	<b>15.44</b>	<b>3.16</b>
Interest accrued but not due	26.25	17.46
	<b>41.69</b>	<b>20.62</b>

Particulars	Year ended 31 March 2015	Year ended 31 March 2014
<b>Note 22: Other income</b>		
Interest income	53.84	19.91
Dividend income	13.40	-
Insurance Claim	62.97	-
Other non-operating income:		
- Liabilities no longer required written back	-	0.06
- Miscellaneous income	8.16	14.96
	<b>138.37</b>	<b>34.93</b>
<b>Note 23: Contract expenses</b>		
Contract materials and supplies consumed	549.80	346.01
Sub-contractor expenses	572.08	545.26
Labour contract charges	184.21	142.85
Rate and taxes	78.91	53.66
Other Project costs	2.49	5.10
Hire charges	25.37	18.02
Power and fuel	6.25	17.32
Contract recoveries	28.49	12.96
Transport expenses	4.77	3.94
Repairs and maintenance - plant and machinery	14.61	6.28
Consumables and other site expenses	5.57	11.77
	<b>1,472.55</b>	<b>1,163.17</b>
<b>Note 24: Employee benefits expense</b>		
Salaries, wages and bonus	36.95	44.20
Contribution to provident fund and other funds	2.00	1.24
Workmen and staff welfare expenses	2.00	1.94
	<b>40.95</b>	<b>47.38</b>
<b>Note 25: Finance costs</b>		
Interest expenses	222.07	248.40
Other borrowing costs	13.53	22.32
	<b>235.6</b>	<b>270.72</b>

(All amounts are ₹ in crore unless otherwise stated)

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
<b>Note 26: Other expenses</b>		
Legal and professional charges (refer note 28)	9.29	7.92
Rent (refer note 29)	4.65	5.90
Security charges	7.99	7.75
Traveling and conveyance	2.52	2.47
Insurance	2.07	2.66
Electricity charges	2.25	2.93
Rates and taxes	3.07	3.51
Communication expenses	0.91	1.09
Repairs and maintenance	1.53	2.17
Provision for doubtful trade receivables	32.63	11.82
Provision for doubtful loans and advances	8.88	0.85
Provision for dimunition in value of long term investments	0.10	17.69
Provision for foreseeable loss	-	6.04
Loss on sale of fixed assets, net	4.75	10.01
Prior period expenses (refer note 37)	(6.16)	33.64
Advances no longer required W/off	63.29	-
Miscellaneous expenses	1.79	2.67
	<b>139.56</b>	<b>119.12</b>

**Note 27: Contingent liabilities and commitments (to the extent not provided for)****1. Contingent liabilities**

Particulars	As at 31 March 2016	As at 31 March 2015
(a) Claims against the Company not acknowledged as debts in respect of:		
(i) Indirect tax and other matters	276.98	172.87
(ii) Disputed claims from customers and vendors	54.44	27.51
(b) Guarantees		
(i) Performance guarantees issued On behalf of the subsidiaries, associate and others	4.99	65.57
(ii) Corporate guarantees to banks and financial institutions against credit facilities extended to Subsidiaries, step-down subsidiary and jointly controlled entity (Against loan aggregating to ₹ 132.68 crore)	197.37	197.37
(iii) Bank guarantee and letter of credits	1042.38	649.54

**(c) Impact of pending legal cases**

The Company is party to several legal suits on construction contract terms related disputes with vendors and contractee/clients, pending before various courts in India as well as arbitration proceedings. It is not possible to make a fair assessment of the likely financial impact of these pending disputes / litigations until the cases are decided by the appropriate authorities.

**2. Commitments**

Particulars	As at 31 March 2016	As at 31 March 2015
(a) Estimated amounts of contract remaining to be executed on capital account and not provided for Other commitments	-	-
(b) Equity commitments towards subsidiaries and jointly controlled entities	33.40	33.40

**Note 28: Legal and professional charges includes the Statutory Auditor's remuneration as given below (excluding service tax):**

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Audit fees	0.22	0.15
Other services	0.16	0.38
Out of pocket expenses	0.03	0.06
<b>Total</b>	<b>0.41</b>	<b>0.59</b>



**29. Leases**

The Company is obligated under cancellable operating lease agreements. Total rental expense for the period under cancellable leases was ₹ 4.65 crore (previous year: ₹ 5.90 crore) has been disclosed as 'Rent' in the statement of profit and loss.

**30. (Loss)/earning per share (EPS):**

The computation of earnings/ (loss) per share is set out below:

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Amount of Net (loss)/profit for the year attributable to equity shareholders (₹ in crore)	12.36	(445.48)
Weighted average number of equity shares for basic EPS (Nos)	57,197,791	57,197,791
Weighted average number of equity shares for diluted EPS (Nos)	57,197,791	57,197,791
Face value per share (Rs)	10	10
Basic and diluted EPS*	<b>2.16</b>	<b>(77.89)</b>

\*The Company has no dilutive instruments during the year ended March 31, 2016. As such Diluted Earnings per share equals to Basic Earnings per share.

31. As at March 31, 2016, the Company has recognized deferred tax asset aggregating to ₹ 396.02 Crore including an amount of (₹13.07) crore recognized during the year on account of timing differences on unabsorbed depreciation, business losses and other timing differences incurred by the Company during the year. Based on unexecuted orders on hand, which in the opinion of the management does meet the criteria of establishing the virtual certainty of sufficient future taxable income for realisation of deferred tax assets as enunciated in Accounting Standard 22 "Accounting for Taxes on Income" (AS 22). (refer note 14).
32. As at March 31 2016, certain Trade Receivable, retention money, withheld money, security deposit, non-moving inventory/ work in progress and various loans & advances aggregating to ₹ 508.49 Crore are outstanding which are subject matters of arbitration procedures/negotiations with the customers and contractors due to foreclosure of contracts and other disputes. The management of the Company is in continuous engagement/ negotiation with the respective contractee / clients to recover such amounts, in opinion of the management such receivables are good and no material adjustments would be required against this in future.
33. During the year, the Company has recognized a claim of ₹ 225.04 Crore on account of cost overrun and additional quantities executed in respect of a contract. The Company has revised EPC contract entered into with the concessionaire in respect of such overrun and additional quantities. The claim is assessed by the lenders' independent engineer and the concessionaire is in the process of availing additional funding/refinance from the lenders and to comply with such other conditions precedent to no objection given by the employer.
34. During the year the Company has recognized insurance claim Income aggregating to ₹ 62.94 Crore to the extent measured reliably and accounted/ charged off related additional costs incurred towards damage by floods in respect of insurance claim lodged by concessionaire of the Project, a subsidiary Company due to flood on Company's road project, at Srinagar in Jammu and Kashmir. The management of the company does not expect any material adjustment in this respect in future.
35. Liabilities no longer required written back
  - a. During the year the management has written back liabilities no longer required aggregating to ₹ 164.95 Crore which were outstanding for a long period of time and being carried by the management as a measure of prudence. Such written back liabilities include trade payables, security deposits, retention money and withheld moneys which were outstanding against the projects related work could not be certified by the contractee/customer. The management is confident that the no material adjustment will be required in future.
  - b. During the year the Company has entered into a settlement agreement with one of the lender which has resulted into write back of loan liability aggregating to ₹ 58.59 Crore over and above the settlement amount. This has been disclosed as exception items.
36. During the year ended March 31, 2016 the Company has a Net profit of ₹ 12.36 Crore and accumulated losses of ₹ 264.46 Crore (₹ 276.72 Crore as March 31, 2015). To meet out its cashflow requirement and reduce its finance and other cost, the company has plans to sale/divest its stake in certain subsidiaries and confident of achieving profitable operations and meet its obligation.
37. Prior period income aggregating to ₹ 6.16 Crore represents interest charged on the loans and advances given in earlier years (Refer Note 26).

**38. Segment information****a) Business Segment:**

The services rendered by the Company primarily consist of execution of civil contracts on turnkey basis. The Company is managed organizationally as a unified entity and not along product lines and accordingly, there is only one business segment.

**b) Geographical Segment:**

During the year under report, the Company has engaged in its business primarily within India. The conditions prevailing in India being uniform, no separate geographical disclosure is considered necessary.

## 39. Related party disclosures

## a) List of related parties:

## i) Subsidiary Companies including a step down subsidiary Company

Name of the related party	Name of the related party
1 Ramky Pharma City (India) Limited	13 Ramky Multi Product Industrial Park Limited
2 MDDA-Ramky IS Bus Terminal Limited	14 Ramky Food Park (Karnataka) Limited
3 Ramky Food Park (Chhattisgarh) Limited	15 SehoreKosmiTollways Limited
4 Naya Raipur Gems and Jewellery SEZ Limited	16 Agra EtawahTollways Limited
5 Ramky Herbal and Medicinal Park (Chhattisgarh) Limited	17 Hospet Chitradurga Tollways Limited
6 Ramky - MIDC Agro Processing Park Limited	18 Frank Lloyd Tech Management Services Limited
7 Ramky Engineering and Consulting Services (FZC)	19 Jabalpur Patan Shahpura Tollways Limited
8 Ramky Elsamex Hyderabad Ring Road Limited	20 Ramky Infrastructure SociedadAnonimaCerradda (Step-down subsidiary company)
9 Ramky Towers Limited	21 JNPC Pharma Innovation Limited (Step-down subsidiary company)
10 Ramky Enclave Limited	22 Ramky Engineering and Consulting Services Gabon SA (Step-down subsidiary company)
11 Ramky Esco Limited	
12 Srinagar Banihal Expressway Limited	

## ii) Key management personnel (KMP)

S.No.	Name of the KMP	Designation
1	A Ayodhya Rami Reddy	Executive Chairman (Joined on June 20, 2014)
2	Y R Nagaraja	Managing Director

## iii) Enterprise where KMP have significant influence

S.No.	Name of the related party	S.No.	Name of the related party
1	Ramky Enviro Engineers Limited	7	Ramky Wavoo Developers Private Limited
2	Ramky Estates and Farms Limited	8	Delhi MSW Solutions Limited
3	Mumbai Waste Management Limited	9	Smilax Laboratories Limited
4	West Bengal Waste Management Limited	10	Ramky Foundation
5	Ramky Energy & Environment Limited	11	Hyderabad Integrated MSW Limited
6	Ramky Advisory Services Limited	12	Chhattisgarh Energy Consortium (India) Private Limited

## iv) Enterprises where significant influence exists (Associates)

S. No.	Name of the related party
1	Ramky Integrated Township Limited
2	Gwalior Bypass Project Limited

## V) Enterprises where joint control exists (jointly controlled entities)

S. No.	Name of the related party
1	N.A.M. Expressway Limited
2	Jorabat Shillong Expressway Limited
3	Ramky - SMC JV
4	Bilil-RIL JV
5	Ramky-Barbrik JV

## vi) Joint ventures (JV)

S. No.	Name of the related party
1	Ramky - Elsamex JV
2	Ramky-VSM JV
3	Srishti -Ramky JV
4	Ramky -WPIL JV
5	Somdutt Builders-Ramky JV
6	ZVS Ramky Progressive
7	Ramky ECAIPL JV

## b) Particulars of related party transactions

(All amounts are ₹ in crore unless otherwise stated)

Sl. No.	Name of the related party	Relationship	Nature of transactions	2015-16		2014-15	
				Transactions during the year	Amount receivable/ (payable) as at 31 March 2016	Transactions during the year	Amount receivable/ (payable) as at 31 March 2015
1	Ramky Pharma City (India) Limited	Subsidiary	Contract revenue	21.65	-	-	-
			Unsecured loan taken	-	-	(61.69)	(27.19)
			Unsecured loan repaid	8.60	(18.59)	34.50	
			Investment in equity shares	-	9.18	-	9.18
			Interest Paid	4.87	(7.74)	3.73	(3.35)
			Mobilisation advance received	27.22	(30.11)	0.66	(2.88)
2	MDDA-Ramky IS Bus Terminal Limited	Subsidiary	Contract revenue	-	11.63	-	14.93
			Retention money receivable/SD paid	-	2.94	-	2.94
			Unsecured Loan Given	(2.50)	-	2.50	2.50
			Investments in equity shares	-	14.26	-	14.26
			Corporate guarantee given by the Company	-	9.75	-	9.75
3	Ramky Elsamex Hyderabad Ring Road Limited	Subsidiary	Contract revenue	3.13	2.70	1.09	0.49
			Retention money receivable	-	2.64	(0.28)	2.64
			Loan given	7.55	44.50	29.60	33.13
			Interest income	4.24		3.92	
			Investment in equity shares	-	14.80	-	14.80
			Investment in preference shares	-	25.00	-	25.00
4	Ramky Towers Limited	Subsidiary	Unsecured Loan Given	3.83	2.86	-	-
			Unsecured Loan Repaid	1.28		-	-
			Interest income	0.35		-	-
			Mobilisation advance received/ (adjusted against bills)	1.73	-	(1.22)	(1.73)
			Retention money receivable	-	-	(37.66)	-
			Investment in equity shares	-	0.18	-	0.18
5	Ramky Enclave Limited	Subsidiary	Contract revenue	-	4.07	-	5.01
			Retention money receivable	-	13.79	-	13.79
			Investment in equity shares	-	0.04	-	0.04
			Investment in preference shares	-	19.50	-	19.50
6	Ramky Engineering and Consultancy Services (FZC)	Subsidiary	Contract revenue	-	0.80	-	0.80
			Dividend Income	13.40	-	-	-
			Investment in equity shares	-	11.21	-	11.21
			Corporate guarantee given by the Company	-	15.00	(54.31)	15.00
7	Gwalior Bypass Project Limited	Associate	Investment in equity shares	-	0.02	-	0.02
			Investment in preference shares	-	0.09	-	0.09
8	Ramky Food Park (Chattisgarh) Limited#	Subsidiary	Investment in equity shares	-	1.21	-	1.21
			Advance Received	-	(0.90)	0.90	(0.90)
9	Naya Raipur Gems and Jewellery SEZ Limited#	Subsidiary	Investment in equity shares	-	2.42	-	2.42
			Investment in preference shares	-	0.89	-	0.89
			Advance Received	-	(0.06)	0.06	(0.06)
10	Ramky Herbal and Medicinal Park (Chattisgarh) Limited#	Subsidiary	Investment in equity shares	-	1.44	-	1.44
			Advance Received	-	(0.88)	0.88	(0.88)
11	Ramky - MIDC Agro Processing Park Limited#	Subsidiary	Investment in equity shares	-	6.59	-	6.59
12	Srinagar Banihal Expressway Limited	Subsidiary	Contract revenue	311.47	-	78.62	-
			Retention money receivable	10.85	11.16	(17.23)	0.32
			Mobilisation advance received	15.82	(167.52)	15.79	(151.71)
			Investment in equity shares	-	0.04	-	0.04
			Investment in preference shares	-	61.55	-	61.55
			Unsecured Loan given	25.00	65.00	40.00	40.00
			Corporate guarantee given by the Company	-	117.50	-	117.50

(Contd.)

## Particulars of related party transactions (Contd.)

(All amounts are ₹ in crore unless otherwise stated)

Sl. No.	Name of the related party	Relationship	Nature of transactions	2015-16		2014-15	
				Transactions during the year	Amount receivable/ (payable) as at 31 March 2016	Transactions during the year	Amount receivable/ (payable) as at 31 March 2015
13	Ramky Multi Product Industrial Park Limited	Subsidiary	Contract Revenue	46.44	62.00	-	18.82
			Loan given	0.60	12.98	0.33	12.38
			Interest income and interest accrued	1.63	5.54	1.55	4.07
			Investment in equity shares	-	5.00	-	5.00
			Investment in preference shares	-	55.00	-	55.00
14	Ramky Food Park (Karnataka) Limited#	Subsidiary	Investment in equity shares	-	0.05	-	0.05
15	SehoreKosmiTollways Limited	Subsidiary	Mobilisation advance received / (adjusted against bills)	0.30	-	0.30	(0.30)
			Retention money receivable	0.02	0.02	-	-
			Investment in equity shares	-	12.02	-	12.02
			Loan given	-	11.25	1.27	11.25
			Short term Loan received	6.19	-	-	-
			Short term Loan repaid	6.19	-	-	-
			Corporate guarantee given by the Company	-	5.12	-	5.12
16	Agra EtawahTollways Limited	Subsidiary	Contract revenue	-	11.25*	-	11.25*
			Loan given	8.86	-	0.02	8.86
			Investment in equity shares	0.05	-	-	0.05
			Corporate guarantee given by the Company	-	-	(577.50)	-
17	HospetChitradurga Tollways Limited	Subsidiary	Contract revenue	-	7.27*	-	7.27*
			Loan given	-	-	(93.14)	-
			Mobilisation advance received	-	-	103.08	-
			Investment in equity shares	-	-	(17.02)	-
			Corporate guarantee given by the Company	-	-	(69.16)	-
18	Frank Lloyd Tech Management Services Limited#	Subsidiary	Consultancy charges paid	1.03	2.22	1.72	(1.27)
			Investment in equity shares	-	0.08	-	0.08
			Investment in preference shares	-	5.50	-	5.50
19	Jabalpur PatanShahpura Tollways Limited#	Subsidiary	Investment in equity shares	0.05	-	-	0.05
20	Ramky Esco Limited#	Subsidiary	Other advances and deposits paid	(0.03)	-	0.02	0.03
21	Ramky Engineering and Consulting Services Gabon SA	Step-down subsidiary	Investment in equity shares	-	0.05	-	0.05
22	N.A.M Expressway Limited	JCE	Corporate guarantee given by the Company	-	-	-	50.00
			Contract revenue	261.19	211.79	31.69	7.05
			Mobilisation advance received/ (adjusted against bills)	-	-	2.57	-
			Unsecured Loan given	8.83	60.66	42.83	51.83
			Loan received back	-	-	-	-
			Interest income	13.68	8.79	-	8.79
			Retention money receivable	1.57	2.52	(11.24)	0.95
			Investment in equity shares	-	116.76	-	116.76
			Unsecured Loan received	-	(84.35)	84.35	(84.35)
23	Jorabat Shillong Expressway Limited	JCE	Interest paid	11.84	-	10.67	-
24	Ramky Integrated Township Limited	Associate	Mobilisation advance received	-	(0.68)	-	(0.68)
			Investment in equity shares	-	42.00	3.00	42.00
			Capital advance paid/ (received back)	(0.70)	10.65	-	11.35
			Contract revenue	11.25	3.22	-	-
			Retention money receivable / (realised)	0.56	0.56	-	-
			Investment in equity shares	-	0.02	-	0.02
			Mobilisation advance received	0.32	-	0.32	(0.32)

(Contd.)

Notes to financial statements (Continued)

Particulars of related party transactions (Contd.)

(All amounts are ₹ in crore unless otherwise stated)

Sl. No.	Name of the related party	Relationship	Nature of transactions	2015-16		2014-15	
				Transactions during the year	Amount receivable/(payable) as at 31 March 2016	Transactions during the year	Amount receivable/(payable) as at 31 March 2015
25	Ramky Estates and Farms Limited	SIE	Contract revenue	91.19	-	34.60	-
			Retention money receivable / (realised)	0.19	5.01	2.01	4.82
			Rent paid	1.32	-	0.12	(1.32)
			Interest Income	3.23	2.91	-	-
			Interest Paid	7.81	(7.02)	-	-
			Rent deposit/(adjusted against payable)	-	0.28	-	0.28
			Unsecured Loan given	27.25	27.25	-	-
			Mobilisation advance received/ (adjusted against bills)	16.77	(0.79)	(16.97)	(17.58)
			Unsecured Loan Received	-	(55.00)	55.00	(55.00)
26	Ramky Enviro Engineers Limited	SIE	Contract revenue	-	3.00	9.82	3.00
			Subcontract expenses	0.72	(1.02)	1.99	1.02
			Mobilisation advance paid / (recovered)	(0.01)	0.94	(0.17)	0.95
			Mobilisation advance received, net	27.81	(28.40)	9.13	(0.59)
			Retention money payable	-	(7.89)	1.08	(7.89)
			Retention money receivable	-	2.56	0.21	2.56
27	Mumbai Waste Management Limited	SIE	Contract revenue	-	-	-	0.36
			Unsecured loan received	2.50	(0.48)	10.00	-
			Unsecured loan paid	2.98	-	10.00	-
			Interest Income	0.05	0.05	-	-
			Interest paid	-	-	0.15	-
28	Hyderabad Integrated MSW Limited	SIE	Contract revenue	-	-	-	0.63
			Sale of asset	-	0.05	0.08	0.05
29	West Bengal Waste Management Limited	SIE	Unsecured loan received	-	-	-	-
			Unsecured loan repaid	-	-	10.00	-
			Interest paid	-	(0.27)	0.30	(0.27)
30	Ramky Advisory Services Limited	SIE	Advance paid/ (recovered)	-	-	(0.60)	-
31	Delhi MSW Solutions Limited	SIE	Contract revenue	6.49	1.54	-	-
			Retention money receivable	-	0.65	-	0.65
			Advance Received	-	-	0.77	(0.77)
			Investment in equity shares	-	0.01	-	0.01
32	Chhattisgarh Energy Consortium (India) Private Limited	SIE	Unsecured loan taken	-	-	-	-
			Unsecured loan repaid	-	-	15.20	-
			Interest paid	-	(0.41)	0.45	(0.41)
33	Smilax Laboratories Limited	SIE	Mobilisation advance received	(49.85)	(50.13)	(0.19)	(0.30)
34	Ramky Foundation	SIE	Donation	0.17	-	0.15	-
35	Dakshayani Academy	SIE	Other advances	-	1.15	-	1.15
36	Ramky Wavoo Developers Private Limited	SIE	Contract revenue	-	5.44	1.43	5.44
			Mobilisation advance received/ (adjusted against bills)	-	(0.17)	0.70	(0.17)
			Retention money receivable	-	0.66	0.26	0.66
37	A Ayodhya Rami Reddy	KMP	Remuneration	-	-	-	-
38	Y R Nagaraja	KMP	Remuneration	0.04	-	0.24	(0.04)

# Corporate guarantee given to State Bank of India

\*provision made in the books of accounts.

**40. Loans and advances in the nature of loans to subsidiaries, associates and jointly controlled entities(JCE):****Loans where there is no repayment schedule:**

(All amounts are ₹ in crore unless otherwise stated)

Name of the entity	Relationship	Balance as on		Maximum amount outstanding during	
		31 March 2016	31 March 2015	2015-16	2014-15
Ramky Multi Product Industrial Park Limited	Subsidiary	12.98	12.38	12.98	12.38
Sehore KosmiTollways Limited**	Subsidiary	11.25	11.25	11.25	11.25
Hospet Chitradurga Tollways Limited	Subsidiary	-	-	-	93.14
Agra Etawah Tollways Limited*	Subsidiary	-	8.86	8.86	8.86
Srinagar Banihal Expressway Ltd**	Subsidiary	65.00	-	65.00	-
N.A.M. Expressway Limited	JCE	60.66	51.83	60.66	61.43
Ramky Elsamex Hyderabad Ring Road Limited	Subsidiary	37.15	29.60	37.15	37.58
Ramky Towers Limited	Subsidiary	2.87	-	3.83	-

\* Provision made during the year amounting to NIL (previous year: ₹ 0.02 crore)

\*\*Interest free loan.

- 41.** The Company has executed the final debt restructuring under Joint lender forum/other definitive documents on June 12, 2015 with the majority of participating lenders banks, consequent to approval from Joint lender forum. In accordance with the debt restructuring scheme, the lenders have waived the obligation of the Company to pay any liquidated damages, default or penal interest /interest/further interest charged by the Lenders in excess of the concessional rates approved under debt restructuring scheme with effect from October 1, 2014 (the "cut-off date", the "COD").

Pursuant to debt restructuring scheme, from COD the interest on the restructured debts has been recomputed and provided at the effective interest rates as per the debt restructuring scheme on the balances of lender banks as appearing in the books of account. Accordingly, the interest payable to these banks has been recalculated in accordance with the debt restructuring scheme. The Company has accounted for debt restructuring scheme (reclassifications and interest calculations) in the books for the year ended March 31, 2016 as follows:

- The rate of interest has been changed/ revised and reduced to State Bank of India (SBI) base rate plus 100 Basis points (currently effective rate is 11% per annum with effect from the COD). Further, a sum of ₹ 27.69 crore, which represents reduction in interest for the period from the COD to the date of giving effect of debt restructuring scheme by the respective banks as adjusted for the interest payments made during the period to the lenders, has been recorded as exceptional item.
- The interest due and accrued with effect from the COD to March 31, 2016 on cash credit facilities and up to September 30, 2016 on other term borrowings shall be funded and converted into Funded Interest Term Loan (FITL), accordingly till March 31, 2016, ₹ 167.58 crore has been converted into FITL. Further, the lenders shall have the option to convert 25% of FITL into equity in March 2016 but the same has not been exercised by the Lenders. Further the State Bank of India (SBI) has approved the waiver of conversion of FITL into equity subject to certain conditions and the company is in process of complying with such conditions.

Further debt restructuring scheme envisage:

**Cash credit/LC/BG;**

- First pari-passu charge on entire (both present and future) current assets and non-current assets of the company.
- Second pari-passu charge on unencumbered (both present and future) Fixed assets of the company.

**Term Loans, Priority debt, FITL and WCTL;**

- First pari-passu charge on unencumbered (both present and future) Fixed assets of the company.
- Second pari-passu charge on entire (both present and future) current assets and non-current assets of the company.

**Promoter contribution:**

Promoter contribution and additional funds bought by them should be higher of 25 % of lenders sacrifice or 2% of restructured debt which is ₹ 53.96 crore. Additional promoter contribution should be brought from the net proceeds of the five major operating subsidiaries.



**42. Employee benefit plans**

The following tables set out the status of the gratuity plan as required under AS 15

**Reconciliation of opening and closing balances of the present value of the defined benefit obligation**

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Opening defined benefit obligation</b>	1.05	0.75
Current service cost	0.49	0.19
Interest cost	0.08	0.07
Actuarial loss	1.51	0.25
Past service cost	-	-
Benefits paid	(0.02)	(0.21)
<b>Closing defined benefit obligation</b>	3.11	1.05

**Change in the fair value of plan assets**

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Fair value of plan assets at the beginning of the year</b>	0.02	0.02
Employer contributions	0.05	0.21
Benefits paid	(0.02)	(0.21)
<b>Fair value of plan assets at the end of the year</b>	0.05	0.02

**Amount recognised in balance sheet**

Particulars	As at 31 March 2016	As at 31 March 2015
Present value of funded obligations	3.11	1.05
Fair value of plan assets	0.05	0.02
<b>Net Liability</b>	3.06	1.03
<b>Amounts in the balance sheet</b>		
Short-term provision	0.40	0.14
Long-term provision	2.66	0.91

**Expense recognised in statement of profit and loss**

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Current service cost	0.49	0.19
Interest cost on benefit obligation	0.08	0.07
Net actuarial loss/(gain)	1.51	0.25
<b>Net benefit expense / (provision written back)</b>	2.08	0.51

**Summary of actuarial assumptions**

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Discount rate	7.85%	9.25%
Expected rate of return	8.00%	8.75%

**Discount rate:** The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

**Expected rate of return on plan assets:** This is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

**Salary escalation rate:** The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

## Experience adjustment table for five years:

(All amounts are ₹ in crore unless otherwise stated)

Particulars	Year ended 31 March 2016	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012
Defined benefit obligation	3.11	1.05	0.75	1.89	2.43
Plan assets	0.05	0.02	0.02	0.39	0.56
Surplus/(Deficit)	(3.06)	(1.03)	(0.73)	(1.50)	(1.87)
Experience adjustment on plan liabilities	1.51	0.25	(0.99)	(0.95)	0.33

43. There is no micro or small enterprises, under the Micro, Small and Medium Enterprises Development Act, 2006, to whom the Company owes dues, which are outstanding as at March 31, 2016 (FY 14-15: ₹ NIL). The Company has not received any claim for interest from any supplier under the said Act.

## 44. Disclosures pursuant to Accounting Standard (AS) 7 - Construction Contracts:

In terms of the disclosures required to be made under the Accounting Standard 7 for 'Construction Contracts' as notified in the Companies (Accounting Standards) Rules, 2006, the amounts considered in the financial statements up to the Balance Sheet date are as follows:

(All amounts are ₹ in crore unless otherwise stated)

Particulars	2015-16	2014-15
(i) Contract revenue recognized	1792.85	1079.74
<b>In case of contracts in progress as at the reporting date:</b>		
(ii) Aggregate amount of contract cost incurred and recognised profits (less recognised losses) up to the reporting date	10447.78	10283.24
(iii) Advances received, net of recoveries from progressive bills	329.07	400.03
(iv) Gross amount due from customers for contract works	405.76	165.85
(v) Retention money	394.90	383.41

45. Contract revenue earned in foreign currency on accrual basis during the year is Nil.
46. Value of imports on C.I.F. basis (on accrual basis) in respect of Plant & equipment for current is Nil.
47. Imported and indigenous material consumed

Materials	For the year ended 31 March 2016		For the year ended 31 March 2015	
	Value (₹ in crore)	% of total consumption	Value (₹ in crore)	% of total consumption
Imported	-	-	-	-
Indigenous	549.80	100%	346.00	100.00%
<b>Total</b>	<b>549.80</b>	<b>100.00%</b>	<b>346.00</b>	<b>100.00%</b>

## 48. Interest in joint ventures:

The Company has formed the following joint ventures in India as given below which are in the nature of work sharing joint venture arrangements. The descriptions of interest in these joint venture arrangements areas below:

Joint Venture	Company's share of interest	Joint Venture	Company's share of interest
<b>Ramky - Elsamex JV</b>		<b>Somdatt Builders - Ramky JV</b>	
31-Mar-16	90%	31-Mar-16	26%
31-Mar-15	90%	31-Mar-15	26%
<b>Ramky - VSM JV</b>		<b>ZVS Ramky Progressive JV</b>	
31-Mar-16	75%	31-Mar-16	20%
31-Mar-15	75%	31-Mar-15	20%
<b>Srishti - Ramky JV</b>		<b>Ramky ECAIPL JV</b>	
31-Mar-16	70%	31-Mar-16	76%
31-Mar-15	70%	31-Mar-15	76%
<b>Ramky WPIL JV</b>			
31-Mar-16	Based on work allocation		
31-Mar-15			

**Interest in Jointly controlled entities:**

The Company's interest in jointly controlled entities, its proportionate share in the assets, liabilities, income, expenses, contingent liabilities (before eliminations) are given below:

(₹ in Crore)

Jointly controlled entity	Company's share	Assets	Liabilities	Income	Expenses	Contingent liabilities
<b>N.A.M.Expressway Limited</b>						
N.A.M.Expressway Limited						
31-Mar-16	50%	1080.28	697.72	213.94	222.53	46.54
31-Mar-15	50%	954.99	570.13	94.74	94.41	61.91
<b>JorbatShillong Expressway Limited</b>						
31-Mar-16	50%	717.44	606.41	106.13	73.18	164.37
31-Mar-15	50%	612.55	534.48	187.90	191.57	158.62
<b>Ramky - SMC JV</b>						
31-Mar-16	70%	23.75	12.09	22.05	21.24	-
31-Mar-15	70%	22.76	21.04	47.44	45.49	-
<b>Ramky-Bilil</b>						
31-Mar-16	49%	3.42	3.39	8.11	8.07	-
31-Mar-15	-	-	-	-	-	-
<b>Ramky-Barbrik</b>						
31-Mar-16	70%	2.07	2.07	13.63	13.63	-
31-Mar-15	-	-	-	-	-	-

49. Additional information as required under paragraph 5 of the part II of the Schedule III to the Act to the extent either "Nil" or "Not Applicable" has not been furnished.

**50. Comparative figures**

Previous year's figures have been regrouped/reclassified, where necessary, to confirm to current year's classification.

As per our report of even date attached

for **CHATURVEDI & PARTNERS**

Chartered Accountants

Firm Registration No. 307068E

**RAVINDRA NATH CHATURVEDI**

Partner

Membership No: 92087

Hyderabad

30 MAY 2016

for and on behalf of the Board of Directors of

**RAMKY INFRASTRUCTURE LIMITED**

Sd/-

**ALLA AYODHYA RAMI REDDY**

Executive Chairman

(DIN : 00251430)

Sd/-

**I W VIJAYA KUMAR**

Chief Financial Officer

Sd/-

**Y R NAGARAJA**

Managing Director

(DIN : 00009810)

Sd/-

**N. MADHU SUDHANA REDDY**

Company Secretary

# Independent Auditors' Report

The Members of

**RAMKY INFRASTRUCTURE LIMITED**

## 1. Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of RAMKY INFRASTRUCTURE LIMITED (hereinafter referred to as "the Holding Company" or "the Company"), its subsidiaries (Holding Company and its subsidiaries together referred to as "the group"), its associates and jointly control entities which comprising the consolidated Balance sheet as at March 31, 2016, the consolidated Statement of profit and loss and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information for the year then ended.

## 2. Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group its associates and jointly controlled entities, in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The Holding Company's Board of Directors, and the respective Board of Directors/management of the subsidiaries included in the Group, and of its associates and jointly controlled entities are responsible for the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. Further, in terms with the provisions of the Act, the respective Board of Directors of the Holding Company and its subsidiaries, associates and jointly controlled entities, which are incorporated in India are responsible for maintenance of adequate accounting records; safeguarding the assets; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

## 3. Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the

audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

## 4. Basis for Qualified Opinion

We refer to Note 35 of the consolidated financial statements with regard to recognition of deferred tax assets on unabsorbed depreciation, business losses and other timing differences, amounting to ₹ 396.02 Crore, incurred by the Company. Based on unexecuted orders on hand, the Management is confident that sufficient future taxable income will be available against which such deferred tax assets will be realised. However, in our opinion, in absence of virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which the deferred tax assets can be realized, such recognition is not consistent with the principles enunciated under Accounting Standard 22, "Accounting for Taxes on Income" (AS 22). Had the aforesaid deferred tax assets not been recognised, profit after tax for the year ended would have been lower by ₹ 396.02 Crore.

## 5. Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the paragraph 1 of the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the group, its associates and jointly controlled entity as at March 31, 2016 and of their consolidated profit and their consolidated cash flows for the year ended on that date.

## 6. Emphasis of Matters

1. Attention to Note 36 to the consolidated financial statements in connection with the existence of material uncertainties over the realisability of certain construction work in progress, trade receivables and loans and advances aggregating to ₹ 508.49 Crore, which are subject matters of arbitration proceedings/

negotiations with the customers and contractors due to foreclosure of contracts and other disputes. The management of the Company, keeping in view the status of negotiations and the outcome of arbitration proceedings and the basis of which steps to recover these amounts are currently in process, is confident of recovering the aforesaid dues. In view of pending billing of project WIP/slow progress/termination of these projects, and lack of other alternate audit evidence to corroborate management's assessment of recoverability of these balances, we are unable to comment on the extent to which these balances are recoverable.

2. Attention to Note 37 consolidated financial statements in respect of recognition of a claims of ₹ 225.04 Crore (after elimination of during the year and related trade receivable and other current assets aggregating to ₹ 225.04 Crore as at March 31, 2016, on account of cost overrun and additional quantities executed in respect of a EPC contract of the Holding Company with a related party (Concessionaire)). The claim of the concessionaire Company is assessed by the lenders independent engineer and the concessionaire is in the process of availing additional funding/refinance from the lenders.
3. Attention to Note 38 consolidated financial statements with regard to insurance claim due to floods on one of the Holding Company's project in Srinagar, Jammu and Kashmir, the company has recognized insurance claim income aggregating to ₹ 62.94 Crore to the extent measured reliably and accounted/charged off related additional costs incurred towards damage by floods.
4. Attention to Note 39 (a) consolidated financial statements in respect of write back of the 'liabilities no longer required' outstanding for a long period aggregating to ₹ 164.95 Crore. The management of the Holding Company is confident that the liabilities no longer required and no material adjustment will be required.
5. We refer to Note 32 to the consolidated financial statements in respect of recognition of revenue and receivables of ₹ 597.55 Crore on the basis of adoption of guidance note on service concession arrangements by the group which requires internal evaluation by the management and/or technical evaluation by experts with respect to estimates of the fair value of construction services rendered, future operating and maintenance costs, unit of usage, toll rates, provision for overlay and timings thereof.
6. Attention is invited note 44(1) (a) and 44(1) (b) to the consolidated financial statements in respect of M/s Ramky Pharma City (India) Limited ("RPCIL"), a subsidiary, whereby the auditors have reported that
  - a. the uncertainty in connection with the charge sheet filed by Central Bureau of Investigation (CBI) and attachment order of the Enforcement Directorate in respect of certain assets of the company. The management believes that it has complied with the provisions of the concession agreement. Accordingly, any consequential financial impact of the said regulatory action will be known only when the matter is resolved.

- b. in respect of the insurance claim filed by the Company, towards loss caused by HUDHUD cyclone. The consequential financial impact of the said loss will be known only the insurance claim is settled.

7. Attention is invited to note 44 (2) to 44 (5) and note 44 (7) to 44 (8) to the consolidated financial statements in respect of contract terminated/foreclosed by certain subsidiaries and no business being carried out by a subsidiary and no business in hand which affect the going concern assumption of those companies.
8. Attention is invited to note 44 (6) of consolidated statement in respect of Srinagar Banihal Expressway Limited, a Subsidiary Company whereby the Statutory Auditors of the said subsidiary have drawn attention
  - a. Company has suffered damages due to floods and recoveries from insurance company are under assessment. However, no material financial impact is expected in the financial statements as these damages are to be borne by the EPC contractor as per EPC agreement.
  - b. There is cost overrun on the project to the extent of ₹ 92.98 Crore during the year.
9. Attention is invited to Note 44 (10) of consolidated statement in respect of N.A.M. Expressway Limited, a Subsidiary Company whereby the Statutory Auditors of the said subsidiary have drawn attention there is cost overrun on the project to the extent of ₹ 225.04 Crore during the year.
10. Attention is invited to Note 44 (11) of consolidated statement in respect of Ramky Elsamex Hyderabad Ring Road Limited, a Subsidiary Company whereby the Statutory Auditors of the said subsidiary have drawn attention regarding receivables/retentions of which realization is not in line with terms of concession agreement with HMDA. Management believes that these amounts are recoverable in full. Matter is pending before arbitral tribunal. So, consequential financial impact will be known only when the matter is resolved.

Our opinion on the consolidated financial statements is not qualified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

## 7. Other matters

- a. The accompanying consolidated financial statements include total assets of ₹ 3275.16 Crore (net of elimination) as at March 31, 2016, and revenues from operation and net cash outflow of ₹ 549.23 Crore (net of elimination) and ₹ 8.89 Crore (net of elimination) respectively for the year ended on that date, in respect of 19 subsidiaries and 5 jointly controlled entity, which have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Further, the consolidated financial statements also include the Company's share of net profit of ₹ 0.04 crore for the year ended March 31, 2016, in respect of a associates, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Further, consolidated financial statement includes

unaudited consolidated financial statements of three foreign subsidiary, including two step down subsidiaries. The consolidated net assets of these three subsidiaries as at March 31, 2016 and their consolidated net result included in the consolidated financial statement amounted to ₹ 105.30 Crore and Nil respectively. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, associates and jointly controlled entity, is based solely on the reports of such other auditors.

- b. The Consolidated statements of the company does not include Company's share of profit in respect of one associate in which company has investment aggregating to ₹ 1.51 Crore (previous year ₹ 1.51 Crore) as at March 31, 2016.
- c. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

## 8. Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, to the extent applicable, we report that:
  - a. We have sought and except for the matters described in the Basis for Qualified Opinion paragraph, we/the other auditors whose reports we have relied upon obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and the reports of the other auditors.
  - c. the consolidated Balance Sheet, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. Except for the effects of the matters described in the Basis for Qualified Opinion paragraph, In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. The matters described in the Basis for Qualified Opinion and the matters described under para "1", "2", "4" & "6" under Emphasis of Matters paragraph above, in our

Hyderabad  
May 30, 2016

opinion, may have an adverse effect on the functioning of the group and jointly controlled entities.

- f. On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
- g. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
- h. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the auditors' reports of the Holding company and subsidiary companies incorporated in India. Our report express a qualified opinion and disclaimer of opinion on the adequacy and operating effectiveness in respect of three subsidiary companies' internal financial control over financial reporting.
- i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us,
  - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position Group, its associates and jointly controlled entity- Refer Note 29 to the consolidated financial statements.
  - ii. except for the effects of matters described in the basis for qualified opinion paragraph, the group has made provision as at March 31, 2016, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts. The group did not have any derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, jointly controlled entities and its associates incorporated in India.

**For CHATURVEDI & PARTNERS**  
Chartered Accountants  
Firm Registration No.307068E

Sd/-

**RAVINDRA NATH CHATURVEDI**  
Partner  
Membership No. 092087



## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF RAMKY INFRASTRUCTURE LIMITED

### 1. Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of RAMKY INFRASTRUCTURE LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, as of that date.

### 2. Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### 3. Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified opinion on the IFCoFR

of the Holding Company, its subsidiary companies, associate companies and jointly controlled companies as aforesaid.

### 4. Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

### 5. Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### 6. Basis for Qualified Opinion

According to the information and explanations given to us and based on our audit and based on the reports of other auditors of subsidiaries, associates and jointly controlled entities incorporated in India, the following material weaknesses have been identified as at March 31, 2016:

The Holding Company did not have appropriate internal controls over (a) assessment of virtual certainty of sufficient future income to set off the deferred tax assessment recognized on accumulated losses. (b) Timely estimate review of balance costs to complete in respect of work projects, which could potentially result into inaccurate estimation of foreseeable losses on works contracts (c) Review, supervision and follow up of projects receivables for realisation, which could potentially result into non recovery of such projects receivables.

### 7. Qualified Opinion

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Holding Company, subsidiary companies, associates and jointly controlled entities incorporated in India have in all material respect maintained adequate internal financial controls over financial reporting as on March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in

the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India and were operating effectively as of March 31, 2016.

We have considered the material weaknesses identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the March 31, 2016 standalone financial statements of the Company, and material weakness described under para 6 (a) of "basis of qualified opinion" has affected our opinion on the standalone financial statements of the Company and we have expressed a qualified opinion in respect of this matter.

#### **8. Disclaimer of Opinion in respect of three subsidiary Companies**

The auditors of three subsidiary companies (namely Srinagar Benihal Expressway Limited, N.A.M Expressway Limited & Hospet Chitradurga Tollways Limited) have stated that the respective Companies have not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2016. The auditors have further stated that they have considered above disclaimer in determining the nature, timings and extent of audit tests applied in their audit of financial statements of the abovementioned subsidiaries and the disclaimer does not affect their

opinion on the financial statements of these subsidiary Companies.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

#### **9. Other matters**

- i. Our aforesaid report under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 19 subsidiary Companies, 5 jointly controlled entities and 1 associate company, which are incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.
- ii. The Consolidated statements of the company does not include Company's share of profit in respect of one associate in which company has investment aggregating to ` 1.51 Crore as at March 31, 2016. We are unable to comment on the same on our reporting under section 143(3)(e) of the Act in the case of the consolidated financial statement.

#### **For CHATURVEDI & PARTNERS**

Chartered Accountants  
Firm Registration No.307068E

Sd/-

#### **RAVINDRA NATH CHATURVEDI**

Partner  
Membership No. 092087

Hyderabad  
May 30, 2016

# Consolidated Balance Sheet

(All amounts are ₹ in crore unless otherwise stated)

Particulars	Note	As at 31 March 2016	As at 31 March 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share capital	3	57.20	57.20
(b) Reserves and surplus	4	678.62	744.80
		<b>735.82</b>	<b>802.00</b>
Minority interest		129.62	117.45
<b>2. Non-current liabilities</b>			
(a) Long-term borrowings	5	3,245.02	2,026.81
(b) Deferred tax liabilities (net)	34	33.22	33.63
(c) Other long-term liabilities	6	52.57	62.09
(d) Long-term provisions	7	10.81	2.29
		<b>3,341.62</b>	<b>2,124.82</b>
<b>3. Current liabilities</b>			
(a) Short-term borrowings	8	752.74	1,350.10
(b) Trade payables	9	923.33	1,119.30
(c) Other current liabilities	10	933.70	1,011.76
(d) Short-term provisions	11	20.28	43.02
		<b>2,630.05</b>	<b>3,524.18</b>
		<b>6,837.11</b>	<b>6,568.45</b>
<b>II. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets:			
(i) Tangible assets	12	322.23	379.57
(ii) Intangible assets		1,051.72	933.17
(iii) Capital work-in-progress		0.04	7.40
(iv) Intangible assets under development		3.68	3.68
		<b>1,377.67</b>	<b>1,323.82</b>
b) Non-current investments	13	9.82	104.81
(c) Deferred tax assets, net	34	403.46	412.28
(d) Long-term loans and advances	14	262.84	245.63
(e) Other non-current assets	15	1,919.06	1,519.18
(f) Goodwill on consolidation		2.13	2.13
		<b>3,974.98</b>	<b>3,607.85</b>
<b>2. Current assets</b>			
(a) Inventories	16	684.97	1,040.76
(b) Trade receivables	17	1,037.72	979.21
(c) Cash and bank balances	18	144.07	125.38
(d) Short-term loans and advances	19	844.75	709.95
(e) Other current assets	20	150.62	112.28
		<b>2,862.13</b>	<b>2,960.60</b>
<b>TOTAL</b>		<b>6,837.11</b>	<b>6,568.45</b>

Significant accounting policies and Notes to consolidated financial statements 1 to 51

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for **CHATURVEDI & PARTNERS**

Chartered Accountants

Firm Registration No. 307068E

**RAVINDRA NATH CHATURVEDI**

Partner

Membership No: 92087

Hyderabad

30 MAY 2016

for and on behalf of the Board of Directors of

**RAMKY INFRASTRUCTURE LIMITED**

Sd/-

**ALLA AYODHYA RAMI REDDY**

Executive Chairman

(DIN : 00251430)

Sd/-

**I W VIJAYA KUMAR**

Chief Financial Officer

Sd/-

**Y R NAGARAJA**

Managing Director

(DIN : 00009810)

Sd/-

**N. MADHU SUDHANA REDDY**

Company Secretary

# Consolidated Statement of Profit and Loss

(All amounts are ₹ in crore unless otherwise stated)

Particulars	Note	Year ended 31 March 2016	Year ended 31 March 2015
I Revenue from operations	21	2,342.08	1,644.13
II Other income	22	195.35	62.08
III <b>Total Revenue (I+II)</b>		<b>2,537.43</b>	<b>1,706.21</b>
IV <b>Expenses:</b>			
Change in contract work-in-progress		225.30	116.78
Cost of traded materials consumed	23	0.21	0.18
Construction and development expenses	24	1,715.11	1,462.60
Employee benefits expense	25	53.99	55.05
Finance costs	26	513.74	514.97
Depreciation and amortization expense	12	82.61	91.85
Other expenses	27	165.23	177.09
<b>Total expenses</b>		<b>2,756.19</b>	<b>2,418.52</b>
V <b>(Loss)/ Profit before tax (III-IV)</b>		(218.76)	(712.31)
VI <b>Exceptional items (refer note 30 (1) &amp; 39 )</b>		251.26	-
VII <b>Profit/(Loss) before tax (V+VI)</b>		32.50	(712.31)
VI <b>Tax expense:</b>			
- Current tax		3.91	0.80
- Deferred tax		8.42	(218.24)
- Taxes for prior years		(9.25)	(12.19)
		<b>3.08</b>	<b>(229.63)</b>
VII <b>(Loss)/ Profit for the year before minority interest and share of loss from associate companies (V-VI)</b>		<b>29.42</b>	<b>(482.68)</b>
Minority interest		12.16	0.17
Transfer of profit/ (loss) on accounts of change in shareholding		-	-
Share of loss from associate companies		(0.04)	0.11
<b>(Loss)/ Profit for the year</b>		<b>17.30</b>	<b>(482.96)</b>
Earnings per equity share - par value of ₹10 per share			
- Basic and diluted	33	3.03	(84.44)
<b>Significant accounting policies and Notes to financial statements</b>	1 to 51		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for **CHATURVEDI & PARTNERS**  
Chartered Accountants  
Firm Registration No. 307068E

**RAVINDRA NATH CHATURVEDI**  
Partner  
Membership No: 92087

Hyderabad  
30 MAY 2016

for and on behalf of the Board of Directors of  
**RAMKY INFRASTRUCTURE LIMITED**

Sd/-

**ALLA AYODHYA RAMI REDDY**  
Executive Chairman  
(DIN : 00251430)

Sd/-

**I W VIJAYA KUMAR**  
Chief Financial Officer

Sd/-

**Y R NAGARAJA**  
Managing Director  
(DIN : 00009810)

Sd/-

**N. MADHU SUDHANA REDDY**  
Company Secretary

# Consolidated Cash Flow Statement

(All amounts are ₹ in crore unless otherwise stated)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014
<b>A. Cash flow from operating activities</b>		
(Loss)/ Profit before tax	32.50	(712.31)
Adjustments:		
Depreciation and amortization expense	82.61	91.85
Fixed assets written off	-	17.95
Prior period items	-	65.59
Interest expenses	513.74	514.97
Provision for doubtful trade receivables	34.33	11.82
Provision for foreseeable loss	-	6.70
Provision for doubtful loans and advances	8.88	12.22
(Profit)/Loss on sale of fixed assets, net	4.75	10.02
Interest income	(57.67)	(28.44)
Dividend income	(13.40)	(1.80)
Advances W/off	63.29	-
Liability/Provision no longer required written back	(251.26)	-
<b>Operating profit/ (loss) before working capital changes</b>	<b>417.77</b>	<b>(11.43)</b>
Change in working capital		
(Increase)/decrease in loans and advances	(226.64)	4.07
(Increase)/decrease in other current assets	(417.28)	(452.19)
(Increase)/decrease in trade receivables	(83.18)	(1.33)
(Increase)/decrease in inventories	355.79	306.65
Increase/(decrease) in provisions	7.90	(66.55)
Increase/(decrease) in trade payables	(57.65)	105.41
Increase/(decrease) in other liabilities	(108.62)	124.69
	<b>(529.67)</b>	<b>20.75</b>
<b>Cash generated from operations</b>	<b>(111.90)</b>	<b>9.32</b>
(Increase)/decrease in receivable due to service concession agreement	(17.09)	127.80
Income taxes paid, net	(1.36)	12.17
<b>Net cash used in operating activities A</b>	<b>(130.35)</b>	<b>149.29</b>
<b>B. Cash flows from investing activities:</b>		
Proceeds from sale of investment	-	6.15
Interest received	48.76	24.06
(Increase)/decrease in other bank balance not considered as cash and cash equivalent	(1.55)	(2.38)
Purchase of fixed assets	(146.81)	(21.05)
Proceeds from sale of fixed assets	5.61	22.22
Dividend received	13.40	-
<b>Net cash used in investing activities B</b>	<b>(80.59)</b>	<b>29.00</b>
<b>C. Cash flows from financing activities:</b>		
Proceeds from government grants	5.53	3.55
Proceeds/(repayment) from long term borrowings	1,275.99	253.17
Proceeds/(repayment) of short term borrowings	(597.35)	96.75
Interest paid	(452.99)	(511.44)
<b>Net cash provided by financing activities C</b>	<b>231.18</b>	<b>(157.97)</b>
<b>Net increase in cash and cash equivalents</b>	<b>20.24</b>	<b>20.32</b>
Cash and cash equivalents at the beginning of the year	101.43	81.08
Effect of exchange gain on cash and cash equivalents	-	0.03
<b>Cash and cash equivalents at the end of the year (refer note 18 )</b>	<b>121.67</b>	<b>101.43</b>
Note: figures in brackets represents cash outflows.		
<b>See accompanying notes forming part of the financial statements</b>	1 to 51	

As per our report of even date attached

for **CHATURVEDI & PARTNERS**

Chartered Accountants

Firm Registration No. 307068E

**RAVINDRA NATH CHATURVEDI**

Partner

Membership No: 92087

Hyderabad

30 MAY 2016

for and on behalf of the Board of Directors of  
**RAMKY INFRASTRUCTURE LIMITED**

Sd/-  
**ALLA AYODHYA RAMI REDDY**  
Executive Chairman  
(DIN : 00251430)

Sd/-  
**I W VIJAYA KUMAR**  
Chief Financial Officer

Sd/-  
**Y R NAGARAJA**  
Managing Director  
(DIN : 00009810)

Sd/-  
**N. MADHU SUDHANA REDDY**  
Company Secretary

# Notes to the consolidated financial statements

## 1. Corporate information

Ramky Infrastructure Limited ("the Holding Company" or "the Company") is an integrated construction, infrastructure development and management company headquartered in Hyderabad, India. The Holding Company, its subsidiaries (collectively referred to as the "Group"), associates and jointly controlled entities are engaged in diversified range of construction and infrastructure projects in various sectors such as water and waste water, transportation, irrigation, industrial construction and parks (including SEZs), power transmission and distribution, and residential, commercial and retail property. A majority of the development projects of the Company are based on Public-Private Partnerships (PPP) and are operated by separate Special Purpose Vehicles (SPV) promoted by the Company, joint venture partners and respective Governments.

## 2. Basis of preparation of financial statements

The consolidated financial statements of the Company and its subsidiaries (together the 'Group') and jointly controlled entities have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention.

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company and as per the guidance as set out in the Schedule III to the Companies Act, 2013.

### 2.1 Use of estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the consolidated financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in the current and future periods.

### 2.2 Principles of consolidation

The consolidated financial statements relate to the Company and its subsidiary companies, associates and jointly controlled entities. The Consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealised profits in full. Unrealised losses resulting from intra-group transactions have also been eliminated in full as per AS-21 "Consolidated Financial Statements" issued under Companies (Accounting Standards)

Rules, 2014. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries.

- The consolidated foreign subsidiary has been identified as non integral operations in accordance with the requirements of AS -11 "The Effect of Changes in Foreign Exchange rates" which is effective for the accounting periods commencing on or after 1 April 2004. In accordance with AS -11, the financial statements of such non-integral foreign operations are translated into Indian rupees as follows:
  - ◆ All assets and liabilities, both monetary and non-monetary, are translated using the closing rate.
  - ◆ Revenue items are translated at the respective monthly average rates.
  - ◆ The resulting net exchange difference is credited or debited to a foreign currency translation reserve.
  - ◆ Contingent liabilities are translated at the closing rate.
- Minority interest in the net assets of consolidated subsidiaries consists of: (a) the amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and (b) the minorities' share of movements in equity since the date the parent subsidiary relationship came into existence.
- The Group accounts for investments by the equity method of accounting in accordance with AS-23 "Accounting for Investment in Associates in Consolidated Financial Statements" issued under Companies (Accounting Standards) Rules, 2014 where it is able to exercise significant influence over the operating and financial policies of the investee. Inter company profits and losses have been proportionately eliminated until realised by the investor or investee.
- Interest in jointly controlled entities have been consolidated by using the 'proportionate consolidation' method as per Accounting Standard (AS) 27 - 'Financial Reporting of Interests in Joint Ventures' notified by the Companies (Accounting Standards) Rules, 2014.
- The excess / deficit of cost to the parent company of its investment in the subsidiaries, associates and jointly controlled entities over its portion of equity at the respective dates on which investment in such entities were made is recognised in the financial statements as goodwill / capital reserve. The parent company's portion of equity in such entities is determined on the basis of the book values of assets and liabilities as per the financial statements of such entities as on the date of investment and if not available, the financial statements for the immediately preceding period adjusted for the effects of significant transactions, up to the date of investment.
- The financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31 March 2016.



- The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.
- The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

## 2.3 Inventories

- Inventories are carried at the lower of cost and net realisable value.
- Cost of inventories comprises of all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The method of determination of cost is as follows:
  - Materials and supplies:** On a weighted average method.
  - Uncertified contract work-in-progress:** At cost.
  - Inventories:** In case of the real estate activity, the inventories comprise of lands, development of lands, plots, houses and flats. It is valued at direct development cost including related incidental expenditure attributable to the said property to bring it to the marketable stage.

## 2.4 Consolidated Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information. Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## 2.5 Fixed assets and depreciation

Fixed assets are carried at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes purchase price, non-refundable taxes, duties, freight and other incidental expenses related to the acquisition or installation of the respective assets. Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.

Depreciation on fixed assets is provided using the straight-line method at the rates specified in Schedule II to the Companies Act, 2013, except for construction accessories included in plant and equipment which are depreciated at rates given below based on useful life determined by the Management. In the opinion of the Management, the rates specified in Schedule II reflect the economic useful lives of the all other assets. Intangible assets are amortised on straight-line basis over their estimated useful lives not exceeding ten years from the date when the assets is available for use.

Name of the asset	Estimated useful life
Shuttering materials	5 years
Pump sets	5 years
Vibrators and needles	5 years

Depreciation is calculated on a pro-rata basis from/upto the date the assets are purchased/sold. Individual assets costing less than ₹ 5,000 are depreciated in full in the year of acquisition.

## 2.6 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

Revenue from long term construction contracts is recognised on the percentage of completion method as prescribed in Accounting Standard (AS) 7 "Construction contracts" notified by the Companies Accounting Standards Rules, 2014. Percentage of completion is determined on the basis of physical proportion of work completed and measured at the balance sheet date as compared to the overall work to be performed on the projects as in the opinion of the management, this method measures the work performed reliably. However, profit is not recognised unless there is reasonable progress on the contract. Where the probable total cost of a contract is expected to exceed the corresponding contract revenue, such expected loss is provided for.

In case of project related development activities, revenue is recognised by reference to the stage of completion of the development activity as at the balance sheet date as laid down in "Guidance note on Recognition of Revenue by Real Estate Developers" read with Accounting Standard - 7 "Accounting for Construction Contracts". The stage of completion is determined at the proportion cost incurred to date to the total estimated cost of the project.

The Company builds infrastructure facilities (roads) under public-to-private Service Concession Arrangements (SCAs) which it operates and maintains for periods specified in the SCAs. These projects that are in the nature of 'Build Operate and Transfer' (BOT) meet the characteristics of a public-to-private service concession arrangement. The Group recognises and measures revenue in accordance with Accounting Standard (AS) 7 'Construction Contracts' and Accounting Standard (AS) 9 'Revenue Recognition' for the construction or upgrade and operating and maintenance services it performs under the contract or arrangement as prescribed in the Exposure Draft Guidance note on Accounting for Service Concession Arrangements.

The financial asset model applies when the operator has an unconditional right to receive cash or another financial asset from the grantor. The Group has recognised a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from the grantor for the construction and operation and maintenance services. Such financial assets are classified as "Receivables under Service Concession Arrangements". Interest income arising on account of the Receivables under Service Concession Arrangements is recognised in the statement of profit and loss using the effective interest rate method.

The intangible asset model applies where the operator is paid by the users or where the concession grantor has not provided a contractual guarantee in respect of the recoverable amount. The intangible asset corresponds to the right granted by the concession grantor to the operator to charge users of the public service. The Group has recognised an intangible asset to the extent that it has an unconditional contractual right to receive the revenue from toll collections from the users of the public service developed by the group. Such intangible assets are classified as "Concession intangibles" under fixed assets.

Income from other operation and maintenance contracts is recognised on the basis of utilisation of the facility by the clients and is based on the agreements entered into with the clients.

Dividend income is recognised when the unconditional right to receive the income is established. Income from interest on deposits and interest bearing securities is recognised on the time proportionate method taking into account the amount outstanding and the rate applicable.

## 2.7 Foreign currency transactions

Foreign currency transactions are recorded using the exchange rates prevailing on the date of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognised in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date, not covered by forward exchange contracts, are translated at year-end rates. The resultant exchange differences are recognised in the statement of profit and loss. Non-monetary assets are recorded at the rates prevailing on the date of the transaction.

## 2.8 Derivative instruments and hedge accounting

The Group uses foreign exchange forward contracts to mitigate its risk of changes in foreign currency exchange rates and does not use them for trading or speculative purposes.

The premium or discount on foreign exchange forward contracts is amortized as income or expense over the life of the contract. The exchange difference is calculated and recorded in accordance with AS-11 (revised). The exchange difference on such a forward exchange contract is calculated as the difference of the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognised in the statement of profit and loss in the reporting period in which the exchange rates change.

## 2.9 Government Grants

Government grants are recognised only when it is reasonably certain that the related entity will comply with the attached conditions and the ultimate collection is not in doubt. Where the government grants are of the nature of promoter's contribution and no repayment is ordinarily expected in respect thereof, the grants are treated as capital reserve which can be neither distributed as dividend nor considered as deferred income.

Where the government grants relates to specific fixed assets are treated as deferred government grants, which is recognised in the statement of profit and loss in proportion to the depreciation charge over the useful life of the related asset.

## 2.10 Investments

Long-term investments are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

## 2.11 Employee benefits

Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss on accrual basis. Contributions to superannuation fund, which is a defined contribution scheme, are made at pre-determined rates to the Life Insurance Corporation of India on a monthly basis. Employee gratuity and long term compensated absences, which are defined benefit schemes, are accrued based on actuarial valuation at the balance sheet date, carried out by an independent actuary and are charged to statement of profit and loss. All actuarial gains and losses arising during the year are recognised in the statement of profit and loss.

## 2.12 Borrowing costs

Borrowing costs directly attributable to the acquisition/ construction of the qualifying asset are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

## 2.13 Segment reporting

The Group's operating businesses are organized and managed separately according to the nature of business and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs. General corporate income and expense items are not allocated to any business segment.

## 2.14 Leases

Leases where the lessor effectively retains substantially all the risks and rewards of ownership of the leased asset are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

## 2.15 Earnings per share

The basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The Company does not have any potentially dilutive equity shares.

## 2.16 Taxation

Income tax expense comprises current tax, deferred tax and Minimum Alternative Tax.

### Current tax

The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Group.

### Deferred tax

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the year. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and is written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised. The break-up of the major components of the deferred tax assets and liabilities as at the balance sheet date have been arrived at after setting off deferred tax assets and liabilities where the Group has a legally enforceable right to set-off assets against liabilities, and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

### Minimum Alternate Tax (MAT) Credit entitlement

Minimum Alternative Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

## 2.17 Intangible assets and amortisation

Intangible assets, other than those covered by SCAs, comprise of software. Intangible assets are reported at acquisition cost with

deductions for accumulated amortisation and impairment losses, if any. Intangible assets are amortised over their estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Group for its use.

## 2.18 Impairment of assets

The Group assesses at each balance sheet date whether there is any indication that an asset (including goodwill) or a group of assets comprising a cash generating unit may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognised.

## 2.19 Provisions and contingent liabilities

The Group creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number	Amount	Number	Amount
<b>Note 3: Share capital</b>				
<b>Authorised capital</b>				
Equity shares of ₹ 10 each	70,000,000	70.00	70,000,000	70.00
<b>Issued, Subscribed and Paid-up</b>				
Equity shares of ₹ 10 each, fully paid-up	57,197,791	57.20	57,197,791	57.20
<b>Total</b>		<b>57.20</b>		<b>57.20</b>

**3a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:**

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number	Amount	Number	Amount
<b>Equity Shares:</b>				
Balance at the beginning and end of the year	57,197,791	57.20	57,197,791	57.20

**3b. Rights, preferences and restrictions attached to the equity shares:**

The Company has only one class of equity shares having par value of ₹ 10 each. Each shareholder is eligible for one vote per share held. The dividend, if proposed by the Board of Directors, is subject to the approval of the shareholders in the ensuing general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by equity Shareholders.

**3c. The details of shareholders holding more than 5% shares in the Company:**

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number	% of holding	Number	% of holding
Alla Ayodhya Rami Reddy:	34,556,122	60.42%	34,556,122	60.42%
SA1 Holding Infrastructure Company Private Limited	4,165,884	7.28%	4,165,884	7.28%

Particulars	As at		As at	
	31 March 2016		31 March 2015	
<b>Note 4: Reserves and surplus</b>				
<b>Capital reserve on account of consolidation:</b>				
Balance at the beginning of the year		100.31		95.01
Additions during the year		(95.03)		5.30
Balance at the end of the year		<b>5.28</b>		<b>100.31</b>
<b>Capital reserve on account of government grants:</b>				
Balance at the beginning of the year		198.74		195.19
Received during the year (refer note 4.1 below)		5.53		3.55
Balance at the end of the year		<b>204.27</b>		<b>198.74</b>
<b>Securities premium account:</b>				
Balance at the beginning and end of the year of the year		408.13		408.13
		<b>408.13</b>		<b>408.13</b>
<b>General reserves:</b>				
Balance at the beginning and end of the year of the year		25.00		25.00
Balance at the end of the year		<b>25.00</b>		<b>25.00</b>
<b>Foreign exchange translation reserve:</b>				
Balance at the beginning of the year		39.54		54.92
Translation of foreign entities with non-integral operations		6.01		(15.39)
Balance at the end of the year		<b>45.55</b>		<b>39.53</b>
<b>Surplus in the statement of profit and loss:</b>				
Balance at the beginning of the year		(26.91)		397.12
Change in Depreciation as per Companies Act, 2013 (net of Deferred tax) (refer note 42)		-		(3.54)
Net profit/ (loss) for the year		17.30		(482.96)
Add: Provision for tax of earlier years written back (refer note 43)		-		62.47
<b>Balance at the end of the year</b>		<b>(9.61)</b>		<b>(26.91)</b>
		<b>678.62</b>		<b>744.80</b>

**Notes to the consolidated financial statements (Continued)**

41. N.A.M Expressway Limited (NAM), a jointly controlled entity, had received equity support of ₹ 11.06 Crore (previous year ₹ 1.80 Crore) from the central government of India and ₹ Nil (previous year ₹ 5.04 Crore) from the government of Andhra Pradesh as per the consession agreement and the group shares amounting to ₹ 5.53 Crore (previous year ₹ 3.42 Crore). The total equity support is ₹ 467.02 Crore and the same will be disbursed on the progress of the project and the expenditure incurred by the consessionaire on the civil works as per the disbursement methodology of the project fund as specified in clause 25.2 of the consession agreement entered into by NAM with government of Andhra Pradesh and Telangana.

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 5: Long-term borrowings (refer note 31)</b>		
<b>Secured loans:</b>		
<b>(a) From banks:</b>		
- Term loans	3,100.37	1,743.29
- Equipment and vehicle loans	-	2.15
<b>From others:</b>		
- Term loans	74.33	181.09
- Equipment and vehicle loans	0.11	3.11
<b>Unsecured loans:</b>		
<b>From others:</b>		
- From related parties (refer note 45)	70.21	97.17
	<b>3,245.02</b>	<b>2,026.81</b>
<b>Note 6: Other long-term liabilities</b>		
Trade payables	19.64	30.38
Mobilisation and other advances	9.90	12.71
Other payables	23.03	19.00
	<b>52.57</b>	<b>62.09</b>
<b>Note 7: Long-term provisions</b>		
Provision for employee benefits (refer note 46)		
- Gratuity	3.39	1.10
- Compensated absences	1.57	0.53
- Provision towards resurfacing obligation	5.85	0.66
	<b>10.81</b>	<b>2.29</b>
<b>Note 8: Short-term borrowings (refer note 31)</b>		
<b>Secured loans:</b>		
<b>From banks:</b>		
<b>(a) Loans repayable on demand:</b>		
- Working capital loans	5.35	70.00
- Cash credit	517.35	1,088.92
<b>Unsecured loans:</b>		
<b>Loans repayable on demand:</b>		
- From others (corporates)	0.43	-
- From related parties (refer note 45)	229.61	191.18
	<b>752.74</b>	<b>1,350.10</b>

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 9: Trade payables</b>		
Trade payables: (refer note 30)		
- due to other than micro and small enterprises	923.33	1,119.30
	<u>923.33</u>	<u>1,119.30</u>
<b>Note 10: Other current liabilities</b>		
Current maturities & repayment due of long-term debts:		
- Term loans (refer Note 31)	235.34	242.32
- Equipment and vehicle loans (refer Note 31)	0.41	37.96
- Term loans from corporate	-	0.28
Others	-	13.31
	<u>235.75</u>	<u>293.87</u>
Interest accrued but not due	21.19	16.68
Interest accrued and due on borrowings	49.10	20.56
Mobilisation and other advances	286.68	368.87
Advances from customers	93.92	95.25
Security deposits received	12.68	10.78
Unclaimed dividend	0.03	0.03
Dues to statutory/governments authorities	84.11	67.39
Capital creditors	91.76	87.08
Accrued salaries, wages and benefits	9.72	11.83
Provision for expenses	23.78	21.10
Other payables	24.98	18.32
	<u>933.70</u>	<u>1,011.76</u>
<b>Note 11: Short-term provisions</b>		
Provision for taxation (net of advance tax)	4.40	5.10
Provision for foreseeable loss	15.15	36.57
Provision for employee benefits:		
- Gratuity (refer to note 46)	0.41	0.15
- Compensated absences	0.32	1.20
	<u>20.28</u>	<u>43.02</u>

**Notes to the consolidated financial statements (Continued)**

**Note 12: Fixed Assets** (All amounts are ₹ in crore unless otherwise stated)

Description	Gross block				Accumulated depreciation and amortisation					Net block		
	As at 01 April 2015	Additions	Deletions	Foreign exchange adjustments	As at 31 March 2016	As at 01 April 2015	Charge for the year	Deletions	Foreign exchange adjustments	As at 31 March 2016	As at 31 March 2016	As at 31 March 2015
<b>Tangible assets:</b>												
Freehold land	8.83	-	-	-	8.83	-	-	-	-	-	8.83	8.83
Buildings*	86.91	-	-	0.03	86.94	20.75	4.37	-	0.02	25.14	61.80	66.16
Plant and equipments	458.75	12.72	16.13	1.94	457.28	205.30	43.85	7.43	1.69	243.41	213.87	253.45
Furniture and fixtures	5.98	0.05	-	0.03	6.06	3.95	0.48	-	0.02	4.45	1.61	2.03
Vehicles:					-	-				-		
- Construction vehicles	61.13	-	3.42	-	57.71	34.76	7.01	1.88	-	39.89	17.82	26.37
- Other vehicles	28.27	-	0.20	0.73	28.80	20.38	1.94	0.09	0.70	22.93	5.87	7.89
Office equipment	21.64	0.15	-	0.03	21.82	11.46	2.32	-	0.02	13.80	8.02	10.17
Computer equipment	11.51	0.25	-	-	11.76	10.94	0.43	-	-	11.37	0.39	0.57
Roads and water supply	10.02	-	-	-	10.02	5.93	0.07	-	-	6.00	4.02	4.09
<b>Total</b>	<b>693.04</b>	<b>13.17</b>	<b>19.75</b>	<b>2.76</b>	<b>689.22</b>	<b>313.47</b>	<b>60.47</b>	<b>9.40</b>	<b>2.45</b>	<b>366.99</b>	<b>322.23</b>	<b>379.57</b>
Intangible assets:												
Computer software	17.35	-	-	-	17.35	8.15	3.62	-	-	11.77	5.58	9.20
Concession intangibles	937.82	140.69	-	-	1,078.51	13.85	18.52	-	-	32.37	1,046.14	923.97
<b>Total</b>	<b>955.17</b>	<b>140.69</b>	<b>-</b>	<b>-</b>	<b>1,095.86</b>	<b>22.00</b>	<b>22.14</b>	<b>-</b>	<b>-</b>	<b>44.14</b>	<b>1,051.72</b>	<b>933.17</b>
<b>Intangible assets under development:</b>												
Computer software	3.68	-	-	-	3.68	-	-	-	-	-	3.68	3.68
Concession intangibles	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>3.68</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3.68</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3.68</b>	<b>3.68</b>
<b>Grant total</b>	<b>1,651.89</b>	<b>153.86</b>	<b>19.75</b>	<b>2.76</b>	<b>1,788.76</b>	<b>335.47</b>	<b>82.61</b>	<b>9.40</b>	<b>2.45</b>	<b>411.13</b>	<b>1,377.63</b>	<b>1,316.42</b>



Particulars	As at 31 March 2016	As at 31 March 2017
<b>Note 13: Non-current investment</b>		
<b>I. Trade investment- unquoted, valued at cost, unless otherwise stated</b>		
<b>a) Investments in equity instruments of associates:</b>		
Ramky Integrated Township Limited, (stated at net asset value, refer note 13.1 below)	5.06	100.05
18,241 (previous year: 18,241) equity shares of ₹ 10 each, fully paid		
Gwalior Bypass Project Limited	1.42	1.42
25,500 (previous year: Nil) equity shares of ₹ 10 each, fully paid		
<b>b) Investments in equity instruments of others:</b>		
Delhi MSW Solutions Limited	0.01	0.01
5,000 (previous year: 5,000) equity shares of ₹ 10 each, fully paid		
Triteus Holdings Private Limited	0.04	0.04
40,000 (previous year: Nil) equity shares of ₹ 10 each, fully paid		
<b>c) Investments in preference instruments of associate:</b>		
Gwalior Bypass Project Limited		
2,240 (previous year: Nil) 0.01%, cumulative redeemable preference shares of ₹ 100 each, fully paid	0.09	0.09
<b>II. Investment in Mutual Funds: - Non trade, stated at cost</b>		
17,817.341 units in IDFC Cash Fund- Plan A-Growth (Face value of ₹ 1000/-each)	3.20	3.20
<b>Total investments</b>	<b>9.82</b>	<b>104.81</b>
Aggregate book value of unquoted non-current investments	9.82	104.81
<b>Note:</b>		

**13.1** Investment in Ramky integrated Township limited (associate) was stated on the basis of share of Holding Company in Net Asset Value (NAV) of the associate. Upto March 31, 2015, corresponding change in value of investment was recognized in capital reserve in consolidated financial statements. During the year, the Company has restated such investment at cost and the difference between NAV and cost has been adjusted to capital reserve account. (refer note 4)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 14: Long-term loans and advances</b>		
<b>Unsecured, considered good:</b>		
Capital advances	10.65	11.35
Advances recoverable in cash or in kind or for value to be received	100.91	83.02
Security deposits	-	6.98
Other loans and advances:		
- Receivables from statutory/government authorities	39.13	38.65
- Receivables from income tax authority	111.80	105.55
- Prepaid expenses	0.35	0.08
	<b>262.84</b>	<b>245.63</b>
<b>Unsecured, considered doubtful:</b>		
Earnest money deposit	0.79	0.79
Advances recoverable in cash or in kind or for value to be received	10.66	10.66
	<b>11.45</b>	<b>11.45</b>
<b>Provision for doubtful loans and advances:</b>		
Earnest money deposit	(0.79)	(0.79)
Advances recoverable in cash or in kind or for value to be received	(10.66)	(10.66)
	<b>(11.45)</b>	<b>(11.45)</b>
	<b>262.84</b>	<b>245.63</b>

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 15: Other non-current assets</b>		
<b>Trade receivables:</b>		
(refer note a below)		
Outstanding for period exceeding six months:		
- Unsecured, considered good	1.17	6.72
- Unsecured, considered doubtful	44.28	39.23
	<u>45.45</u>	<u>45.95</u>
Less: Provision for doubtful trade receivables	(44.28)	(39.23)
	<u>1.17</u>	<u>6.72</u>
Long-term bank deposits	0.51	0.85
Interest accrued but not due	0.20	0.27
Receivables under service concession arrangements (refer to note 32)	1,917.18	1,511.34
	<u>1,919.06</u>	<u>1,519.18</u>
<b>Note 16: Inventories</b>		
(Valued at the lower of cost and net realisable value)		
Raw materials and components	132.03	218.31
Contract work-in-progress	331.32	555.17
Properties under development {refer to note 44 (1)(a)}	221.08	267.28
Traded goods	0.54	0.02
	<u>684.97</u>	<u>1,040.78</u>
<b>Note 17: Trade receivables</b>		
Outstanding for period exceeding six months:		
- Unsecured, considered good	709.37	810.41
- Unsecured, considered doubtful	178.38	153.69
	<u>887.75</u>	<u>964.10</u>
Less: Provision for doubtful trade receivables	(178.38)	(153.69)
	<u>709.38</u>	<u>810.41</u>
Other debts (unsecured)	328.37	168.80
	<u>1,037.72</u>	<u>979.21</u>
<b>Note 18: Cash and bank balances</b>		
<b>Cash and cash equivalents:</b>		
Cash on hand	14.64	0.75
Cheques on hand	0.04	-
Balances with banks:		
- in current accounts	84.80	66.18
- in deposit accounts	22.19	34.50
	<u>121.67</u>	<u>101.43</u>
<b>Other bank balances:</b>		
Deposits with maturity more than 3 months but less than 12 months	22.37	23.92
Balances with bank for unclaimed dividend	0.03	0.03
	<u>144.07</u>	<u>125.38</u>

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Note 19: Short-term loans and advances</b>		
<i>(Unsecured, considered good)</i>		
Loans and advances to related parties (refer note 45)	383.83	60.01
Mobilisation and material advances	160.52	163.27
Advances recoverable in cash or in kind or for value to be received		
Advances recoverable in cash or in kind or for value to be received	213.31	315.82
Advances recoverable in cash or in kind or for value to be received		
Advance towards purchase of industrial lands	1.97	14.58
Security deposits	-	10.17
Other loans and advances:		
- Earnest money deposit	-	9.30
- Advance tax (net of provision)	-	0.77
- Balances with statutory/government authorities	67.13	106.11
- Prepaid expenses	4.78	6.36
- Loans and advances to employees	3.95	4.13
- Other advances	9.26	12.43
	<b>844.75</b>	<b>702.95</b>
<i>Unsecured, considered doubtful:</i>		
Mobilisation and material advances	1.51	2.06
Advances recoverable in cash or in kind or for value to be received	41.16	31.75
	<b>42.67</b>	<b>33.81</b>
<i>Provision for doubtful loans and advances:</i>		
Mobilisation and material advances	(1.51)	(2.06)
Advances recoverable in cash or in kind or for value to be received	(41.16)	(31.75)
	<b>(42.67)</b>	<b>(33.81)</b>
	<b>844.75</b>	<b>702.95</b>
<b>Note 20: Other current assets</b>		
Interest accrued but not due	18.99	10.01
Receivables under service concession arrangements (refer to note 32)	116.19	99.11
Claim receivable	48.58	33.41
Less: Provision	(33.14)	(30.25)
	<b>150.62</b>	<b>112.28</b>

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
<b>Note 21: Revenue from operations</b>		
Revenue from construction activities	1,890.08	1,304.94
Revenue from sale of residential flats and industrial lands	100.43	45.42
Operating and maintenance income	180.93	155.74
	<u>2,171.44</u>	<u>1,506.10</u>
<b>Other operating income</b>		
Interest on receivables under service concession arrangements	170.64	138.03
Scrap sale	-	-
	<u>170.64</u>	<u>138.03</u>
	<u>2,342.08</u>	<u>1,644.13</u>
<b>Note 22: Other income</b>		
Interest income	57.67	28.44
Dividend income	13.40	1.80
Insurance Claim	62.97	-
Other non-operating income:		
- Rent received	3.13	0.41
- Miscellaneous income	58.18	31.43
	<u>195.35</u>	<u>62.08</u>
<b>Note 23: Cost of traded materials consumed</b>		
Opening stock	0.04	0.08
Add: Purchases	0.20	0.14
Less: Closing stock	(0.03)	(0.04)
	<u>0.21</u>	<u>0.18</u>
<b>Note 24: Construction and development expenses</b>		
Contract materials and supplies consumed	550.52	361.65
Sub-contractor expenses	595.19	574.80
Development expenses	146.11	185.07
Labour contract charges	184.21	142.85
Rates and taxes	80.41	61.74
Other project cost	11.96	3.16
Hire charges	25.97	18.59
Power and fuel	13.84	17.78
Operating and maintenance expenses	35.75	60.74
Contract recoveries	28.49	14.23
Transportation charges	4.77	3.94
Repairs and maintenance - plant and machinery	14.61	6.28
Consumables and other site expenses	23.28	11.77
	<u>1,715.11</u>	<u>1,462.60</u>
<b>Note 25: Employee benefits expense</b>		
Salaries and wages	48.58	51.35
Contribution to provident fund and other funds	2.39	1.53
Workmen and staff welfare expenses	3.02	2.17
	<u>53.99</u>	<u>55.05</u>
<b>Note 26: Finance costs</b>		
Interest expenses	498.27	491.55
Other borrowing costs	15.47	23.42
	<u>513.74</u>	<u>514.97</u>

(All amounts are ₹ in crore unless otherwise stated)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014
<b>Note 27: Other expenses</b>		
Legal and professional charges (refer note 48)	11.76	9.83
Rent (refer to note 34)	5.16	6.41
Security charges	7.99	8.21
Traveling and conveyance	2.81	2.67
Insurance	2.76	3.06
Electricity charges	3.58	3.47
Rates and taxes	4.14	3.82
Communication expenses	1.04	1.48
Repairs and maintenance - others	3.43	3.08
Donations	0.33	0.27
Provision for doubtful trade receivables	34.33	11.82
Provision for doubtful loans and advances	8.88	12.22
Provision for foreseeable loss, net	-	6.70
Loss on sale of fixed assets, net	4.75	10.02
Fixed assets written off	-	17.95
Foreign exchange loss	-	1.15
Prior period expenses (refer note 41)	(6.16)	65.59
Advances no longer required W/off	63.29	-
Miscellaneous expenses	17.14	9.33
	<b>165.23</b>	<b>177.09</b>

**28. Description of the Group**

Ramky Infrastructure Limited has following subsidiaries, jointly controlled entities and associates, which are included in consolidated financial statements and Company's holding there in are as follows:

Sl.No.	Name of the Entity	Country of incorporation	% Holding 2015-16	% Holding 2014-15
<b>A. Subsidiaries:</b>				
1	MDDA-Ramky IS Bus Terminal Limited	India	100%	100%
2	Ramky Engineering and Consulting Services (FZC)	Sharjah, United Arab Emirates	100%	100%
3	Ramky Pharma City (India) Limited	India	51%	51%
4	Ramky Elsamex Hyderabad Ring Road Limited	India	74%	74%
5	Ramky Towers Limited	India	51%	51%
6	Ramky Food Park (Chhattisgarh) Limited	India	100%	100%
7	Naya Raipur Gems and Jewellery SEZ limited	India	100%	100%
8	Ramky Herbal and Medicinal Park (Chhattisgarh) Limited	India	100%	100%
9	Ramky Enclave Limited	India	89.01%	89.01%
10	Ramky MIDC Agro Processing Park Limited	India	100%	100%
11	Srinagar Banihal Expressway Limited	India	74%	74%
12	Ramky Food Park (Karnataka) Limited	India	100%	100%
13	Ramky Multi Product Industrial Park Limited	India	100%	100%
14	Sehore Kosmi Tollways Limited	India	100%	100%
15	Agra Etawah Tollways Limited	India	100%	100%
16	Hospet Chitradurga Tollways Limited	India	100%	100%
17	Frank Llyod Tech Management Services Limited	India	76%	76%
18	Jabalpur Patan Shahpura Tollways Limited	India	100%	100%
19	Ramky Esco Limited	India	100%	100%
20	JNPC Pharma Innovation Limited	India	100%	100%
<b>B Step-subsiidiaries:</b>				
1	Ramky Infrastructure SociedadAnonimaCerradada	Peru	99%	99%
2	Ramky Engineering and Consulting Services Gabon SA	Gabon	100%	100%
<b>C Jointly controlled entities:</b>				
1	JorabatShillong Expressway Limited	India	50%	50%
2	N.A.M. Expressway Limited	India	50%	50%
3	Ramky - SMC JV	India	70%	70%
4.	Ramky Bilil	India	49%	-
5.	Ramky Barbarik	India	70%	-
<b>D Associates:</b>				
1	Ramky Integrated Township Limited	India	28.82%	28.82%

**29. Contingent Liabilities**

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at 31 March 2016	As at 31 March 2015
(a) Claims against the Company not acknowledged as debts in respect of:		
(i) Indirect tax and other matters	302.87	197.56
(ii) Disputed claims from customers and vendors	57.90	30.97
(b) Guarantees		
(i) Performance guarantees issued On behalf of others	4.99	10.02
(ii) Bank guarantees and letter of credits	1042.38	649.54

**(c) Impact of pending legal cases:**

The Company and its subsidiaries and jointly controlled entities are party to several legal suits on construction/development contract terms related disputes with vendors and contractee/clients, pending before various courts in India as well as arbitration proceedings. It is not possible to make a fair assessment of the likely financial impact of these pending disputes / litigations until the cases are decided by the appropriate authorities.

**2. Commitments**

(All amounts are ₹ in crore unless otherwise stated)

	As at 31 March 2016	As at 31 March 2015
(a) Estimated amounts of contract remaining to be executed on capital account and not provided for	210.91	170.27

30. Based on information available with the group its associates and jointly controlled entities, there are no suppliers who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006" as at 31 March 2016 and 31 March 2015.

**31. Nature and terms of repayment for secured and unsecured borrowings are as follows**

1. During the year, the Holding Company has executed the final debt restructuring under Joint lender forum/other definitive documents on June 12, 2015 with the majority of participating lenders banks, consequent to approval from Joint lender forum. In accordance with the debt restructuring scheme, the lenders have waived the obligation of the Company to pay any liquidated damages, default or penal interest / interest/further interest charged by the Lenders in excess of the concessional rates approved under debt restructuring scheme with effect from October 1, 2014 (the "cut-off date", the "COD"). Pursuant to debt restructuring scheme, from COD the interest on the restructured debts has been recomputed and provided at the effective interest rates as per the debt restructuring scheme on the balances of lender banks as appearing in the books of account. Accordingly, the interest payable to these banks has been recalculated in accordance with the debt restructuring scheme. The Company has accounted for debt restructuring scheme (reclassifications and interest calculations) in the books for the year ended March 31, 2016 as follows:

- The rate of interest has been changed/ revised and reduced to State Bank of India (SBI) base rate plus 100 Basis points (currently effective rate is 11% per annum with effect from the COD). Further, a sum of ₹ 27.69 crore, which represents reduction in interest for the period from the COD to the date of giving effect of debt restructuring scheme by the respective banks as adjusted for the interest payments made during the period to the lenders, has been recorded as exceptional item.
- The interest due and accrued with effect from the COD to March 31, 2016 on cash credit facilities and up to September 30, 2016 on other term borrowings shall be funded and converted into Funded Interest Term Loan (FITL), accordingly till March 31, 2016, ₹ 167.58 crore has been converted into FITL. Further, the lenders shall have the option to convert 25% of FITL into equity in March 2016 but the same has not been exercised by the Lenders. Further the State Bank of India (SBI) has approved the waiver of conversion of FITL into equity subject to certain conditions and the company is in process of complying with such conditions.

**2. Terms of security:**

- Working capital limits (Cash credit/LC/BG) are secured first pari-passu charge on entire (both present and future) current assets and non-current assets of the Company and second pari-passu charge on unencumbered (both present and future) Fixed assets of the Company.
- Term Loan, Short Term Loans, Priority Debt, FITL and WCTL are secured by first pari-passu charge on unencumbered (both present and future) Fixed assets of the company and second pari-passu charge on entire (both present and future) current assets and non-current assets of the company.
- Entire term loans, short terms loans, HP Loans (Axis Bank and ICICI Bank), Priority Debt, FITL, WCTL, fund based and non-fund based working capital limits are further secured by personal guarantee of Promoter (i.e. A Ayodhya Rami Reddy). Further, working capital loans and term loans from State Bank of India (SBI) are further secured by personal guarantee of M Venu Gopal Reddy (Relative of promoter) and personal guarantee of Promoter of the Company (i.e. A Ayodhya Rami Reddy) and corporate guarantee of certain subsidiary companies.

**3. Terms of interest and repayment****a. Working Capital Term Loan-I**

Overdrawn in working capital limits, comprising devolved Letter of Credits (pre and post Cut-off Date {(COD) i.e October 1, 2014} upto June 12, 2015), invoked Bank Guarantees, interchangeability/other irregularity and shortfall in Drawing Power amounting to ₹ 453.76 Crore has been carved out as Working Capital Term Loan -I (WCTL - I). WCTL - I shall be repaid after a moratorium of 8 Quarters from COD in 30 structured quarterly installments, commencing from quarter ending December 31, 2016. WCTL - I carries rate of interest, SBI Base Rate plus 100 basis points p.a. from cut-off date with annual reset.

**b. Working Capital Term Loan-II**

Invoked Bank Guarantees from COD to March 31, 2015 amounting to ₹ 37.34 crore (₹ 8.31 Crore upto June 12, 2015) has been carved out as Working Capital Term Loan - II (WCTL - II). WCTL - II shall be repaid after a moratorium of 8 Quarters from COD in 30 structured quarterly instalments, commencing from quarter ending December 31, 2016. WCTL - II carries rate of interest SBI Base Rate plus 100 basis points p.a. from cut-off date with annual reset).



**c. Priority Debt**

₹ 128.94 crore has been availed out of ₹ 250 crore Priority Debt sanctioned. Priority Debt shall be repaid after a moratorium of 8 Quarters from the date of disbursement, in 6 structured quarterly instalments, commencing from quarter ending December 31, 2016. Priority Debt carries rate of interest, SBI Base Rate plus 100 basis points from cut-off date with annual reset.

**d. Funded Interest Term Loan**

₹ 167.58 crore have been availed out of ₹ 288.03 crore. FITL shall be repaid after a moratorium of 8 Quarters from COD in 6 structured quarterly instalments, commencing from quarter ending December 31, 2016.

**e. Other term loans**

Term loan of ₹ 76.90 Crore has been availed out of 199.13 crore. Other term loan shall be repaid after a moratorium of 8 Quarters from COD in 2 structured annual installments, commencing from quarter ending December 31, 2016. TL carries rate of interest SBI Base Rate plus 100 basis points p.a. from cut-off date with annual reset. Further, Term loan of ₹ 44.78 crore has been availed out of ₹ 80 crore and it shall be repaid after a moratorium of 8 Quarters from COD in 16 structured Quarterly installments, commencing from quarter ending December 31, 2016.

**f. Equipment and vehicle loan**

These loans are repayable in equated monthly instalments (i.e. 30 to 60 EMIs) beginning along the month subsequent to the receipt of the loan along with interest in the range of 8.85% p.a. to 13.06% p.a. against loans taken from others. Equipment and vehicle Loan from others are secured by way of hypothecation of respective equipment/vehicle.

**g. Unsecured loan from related parties**

In respect of unsecured loans from related parties, loan aggregating to ₹ 84.35 crore (interest rate 14% per annum) is payable within 36 months or at the earliest convenience of the borrower after a moratorium of 2 years from the date of first disbursement (i.e. April 30, 2015). Further, as agreed with lender of term loan aggregating to ₹ 55 crore (interest rate 14% per annum), and ₹ 18.59 crore (interest rate 18% per annum), it shall not be repayable within 12 months from balance sheet date.

**h. Cash Credit**

₹ 532.11 crore stands outstanding as on March 31, 2016. CC shall be repaid (i.e. March 31, 2016) after a moratorium of 6 Quarters from COD. TL carries rate of interest SBI Base Rate plus 100 basis points p.a. from cut-off date with annual reset.

**4. Details of Delay in repayment of dues to banks, which were outstanding as at March 31, 2016****i. Cash credit facilities**

Nature of Dues	Range for amount of Default/overdrawn (₹ in crore)	Range for period of default/overdrawn (in days)
Cash credit from bank	34.66 to 43.41	38
Cash credit from bank	5.05 to 9.47	275
Interest on Loan	5.91	365

**ii. Short Term Loan from ING Vysya Bank**

Nature of Dues	Range for Default (Amount ₹ in crore)	Range for Period of Default (in days)
Repayment of Principal	22.22	362
Interest on loan from bank	4.77	457

**iii. Hire purchase loan**

Particular	Principal	Interest	No. of Installment	Range for Period of Default (in days)
From Others	12.31	0.81	150	11 to 547
From Others	0.76	0.01	5	152 to 275
From Others	5.07	0.44	34	132 to 711

**5. Borrowings by subsidiaries and jointly controlled entities****Secured borrowings:**

- a. Term loan amounting to ₹ 4.39 Crore (previous year: Nil) and ₹ 0.19 Crore (previous year: ₹ 2.32 Crore) obtained by MDDA-Ramky IS Bus Terminal Limited from a bank and financial institution respectively are secured by way of (a) first charge on the assets by way of hypothecation and endorsement of ICICI Bank Limited on the insurance policies as Hyp financier / first loss payee ; (b) first charge on unencumbered assets of the subsidiary and Corporate Guarantee of holding company Ramky Infrastructure Limited. Loan taken from a bank is repayable in 36 monthly instalments from September 2015 and interest rate applicable is 10.70% p.a. Loan from a financial institution is repayable in 26 equal monthly instalments of ₹ 0.19 Crore from April 2014 and interest rate applicable is 14.00% p.a. payable on monthly basis.

- b. Term loan amounting to ₹ 130 crore (previous year: Nil), and ₹ 11.40 crore (previous year: ₹ 111.06 crore) obtained by Ramky Pharma City (India) Limited (RPCIL) from a Bank and 2 financial institutions respectively are secured by way of (a) First charge on all movable and immovable assets of the company and second charge on all current assets of the company; (b) Pledge of 10% of class A Equity shares of Ramky Enviro Engineers Limited held by Mr. A. Ayodhya Rami Reddy, pledge of 30% Equity shares of Smilax Laboratories Limited held by Mr. A. Ayodhya Rami Reddy and pledge of 30% equity shares of the company held by holding company Ramky Infrastructure Limited. These are common securities on pari-passu basis with Smilax Laboratories Limited. Personal Guarantee of Mr. A. Ayodhya Rami Reddy, and loan amounting to ₹ 11.40 Crore from Shriram City Union Finance Limited is secured by way of (a) Mortgage of 167.10 acres of land standing in the name of Ramky Multi Product Industrial Park Limited ; (b) Pledge of 1,66,66,667 Equity shares of Ramky Infrastructure Limited held by Mr. A. Ayodhya Rami Reddy; (c) Pledge of 4,17,735 Equity shares of Ramky Enviro Engineers Limited held by Mr. A. Ayodhya Rami Reddy. (d) Guarantees of Mr. A. Ayodhya Rami Reddy and Ramky Multi Product Industrial Park Limited and loan amounting to ₹ 49.06 Crore from IDFC limited is secured by way of (a) first charge on the freehold and lease hold rights of the Commercial Hub (47.1 acres), SEZ land (119 acres), non processing zone (4.8 acres) and CETP land (126.1 acres) and the entire immovable properties of the subsidiary, both present and future; (b) a first charge on entire cash flows, receivables, book debts and revenues of the subsidiary of whatsoever nature and where ever arising, both present and future; (c) a first charge on entire intangible assets of the subsidiary, both present and future; (d) first charge by way of hypothecation/mortgage/assignment, as the case may be of all the rights, title, interest, benefits, claims and demands whatsoever of the subsidiary in the project documents (including but not limited to land title deeds, concession agreements with Andhra Pradesh Industrial Infrastructure Corporation, O&M Contract with Ramky Enviro Engineers Limited, insurance contracts, and such other documents as included by Industrial Development Finance Company Limited), all as amended, varied or supplemented from time to time; (e) a first charge on the Trust and Retention Account, Debt Service Reserve Accounts (DSRA) of the subsidiary wherever maintained ; f) Pledge of shares 91,29,000 Equity shares of the company held by holding company Ramky Infrastructure Limited g) Second charge on the some of the assets of Smilax Laboratories Limited.

Loan from Axis Bank Limited is repayable in 16 Quarterly instalments of ₹ 6,50,00,000/- each and 3 quarterly instalments of ₹ 8,66,66,667/- each commencing from 30th June, 2017 and Interest rate is 11% p.a. and the loan from Shriram City Union Finance Limited is repayable in 16 Quarterly Instalments commencing from 24th March, 2017 and Interest rate is 24% p.a. and Loan from IDFC is repayable in 4 Quarterly Instalments and Interest rate is 13.50% p.a. but the entire loan was repaid during the year.

- c. Cash credit amounting to ₹ 0.003 crore (previous year: ₹ 9.44 crore) obtained by Ramky Pharma City (India) Limited from bank is secured by way of (a) exclusive first charge on hypothecation of stock, stock-in-trade, receivables and other current assets, both present and future, of the subsidiary; and (b) second charge on the fixed assets of the subsidiary. Loan is repayable on demand along with the interest rate of 15.00% p.a.
- d. Term loans amounting to ₹ 114.00 crore (previous year: ₹ 125 crore) and ₹ 75.68 crore (previous year: ₹ 86.11 crore) obtained by Ramky Elsamex Hyderabad Ring Road Limited (REHRL) from banks and financial institutions respectively are secured by way of i) first charge on pari-passu basis on all the movable, immovable, tangible and intangible assets of the borrower, letter of credit issued by the HUDA, all the revenues and receivables, charge on the Escrow cum Trust and Retention Account; ii) Pledge of 1,48,00,000 and 52,00,000 Equity shares of the company held by Ramky Infrastructure Limited and Elsamex S.A. respectively and pledge of 29,50,000 Cumulative, Redeemable, Optional, Convertible Preference shares of the company held by Ramky Infrastructure Limited. iii) Corporate Guarantee of holding Company "Ramky Infrastructure Limited". The secured loans are repayable in unequal quarterly and half yearly instalments starting from January 2011 to February 2022 along with interest rate ranging from 11.65% p.a. to 12.75% p.a.
- e. Term loans amounting to ₹ 1043.60 crore (previous year: ₹ 679.09 crore) and ₹ 90 crore (previous year: Nil) obtained by Srinagar Banihal Expressway Limited from banks are secured by way of first ranking pari-passu basis by a mortgage/ hypothecation/ assignment/ security interest/ charge/ pledge, without limitation (a) all the borrower's immovable and moveable properties both present and future except for project assets (as defined in Concession Agreement); (b) assignment of rights, interest and obligations of the Concessionaire to the extent covered by and in accordance with the Substitution agreement; (c) all the borrower's bank accounts in relation to the project, including but not limited to the escrow account(s) to the extent of waterfall of the priorities as provided in the Escrow agreement; and (d) Pledge of 30% of equity share capital of the Borrower held by Sponsors. Loan amounting to ₹ 90 crore from Axis Bank are secured by way of a) Residual charge on promoters account (Ramky Infrastructure limited) of the escrow arrangement of the project; b) Personal Guarantee of Ayodhya Rami Reddy; c) Pledge of 10% Equity shares of Ramky Enviro Engineers Ltd (REEL) valued at ₹ 398 crore. Senior term loan is repayable in maximum 22 structured semi-annual instalments starts from July 2017 along with interest ranging from 11.00% p.a. to 12.50% p.a. and subordinate term loan is repayable in 24 structured semi-annual instalments starts from June 2018 along with interest ranging from 12.95% p.a. to 13.50% p.a. Company has been sanctioned a Term Loan of ₹ 1280 crore and Sub Debt of ₹ 160 crore out of Which ₹ 927.50 crore and ₹ 116.10 crore were disbursed towards Term Loan and Sub-Debt respectively till march 31, 2016. Loan from Axis Bank to be repaid at the end of third year (i.e., end of 36th month) from the date of first disbursement. The entire loan of ₹ 90 crore was disbursed on March 31, 2016.
- f. Term loans amounting to ₹ 512.22 crore (previous year: ₹ 506.24 crore) obtained by N.A.M. Expressway Limited (NAMEL) from banks are secured by way of hypothecation and second charge of; (a) all movable, tangible and intangible assets, receivables, cash and investments created as part of the projects; (b) all the monies lying in escrow account into which all the investments in the project and all project revenues and insurance proceeds are to be deposited; (c) assignment of all rights, title, benefits, claims and demands of the borrowers under project agreements i.e. Concession agreement, Substitution agreement, Construction contract and Operations contract, etc; (d) assignment of all rights under project guarantees obtained pursuant to Development contract or Operations contract, if any relating to the project; (e) first ranking assignment of all contract, documents insurance contracts/insurance proceeds (Security Trustee to be named as loss payee), clearances and interests of the borrower; and (f) DSRA and any other accounts required to be created by the borrower under any Project agreement contract. Senior term loans are repayable in 44 unequal quarterly basis instalments starting from March 2014 to December 2024 along with interest rate ranging from 11.75% p.a. to 13.00% p.a. and subordinate term loan is repayable

in 45 structured quarterly instalments commencing from December 2014 to December 2025 along with interest rate ranging from 13.50% p.a. to 14.% p.a.

During the year NAMEL has defaulted in repayment of loans aggregating to ₹ 3.40 crore and default is continuing at the balance sheet date.

- g. Term loans amounting ₹ 370 crore (previous year: ₹ 369.91 crore) obtained by Jorabat Shillong Expressway Limited from banks are secured by way of; (a) first charge on all the accounts of the borrower, including the escrow account, subject however to the condition that such charge on the accounts shall arise only after proceeds of such accounts if any have been received into the escrow account designated for the project and thereafter shall only be to the extent of the waterfall of priorities for payments/withdrawal of payments as provided in the Escrow agreement and not beyond that; (b) assignment of all the rights, interest and obligations of the borrower to or in favour of senior lenders under Project agreements, to the extent covered by and in accordance with the Substitution agreement, all as amended, varied or supplemented from time to time; and (c) assignment of all rights of the borrower under any guarantees that may be provided by any counter-party under any contract/agreement/document relating to the project to the extent permissible under the Concession agreement and d) The senior lenders shall to the extent permitted under the Concession Agreement, share the security on paripassu basis amongst themselves. The senior lenders shall cede a second charge in favour of the subordinate Lenders, to the extent permitted under the concession agreement entered with NHAI. Term loans to the extent of 85% of debt payable in 44 unequal quarterly instalments commencing from post principal moratorium period i.e. 6 month from the date of Commercial Operation Date (COD) which is tentatively January 2014. Balance 15% to be repayable in single bullet instalment at the end of 44th quarter along with interest rate ranging from 11.70% p.a. to 13.85% p.a.
- h. Term loan amounting to ₹ 49.77 crore (previous year: ₹ 50.81 crore) and ₹ 17.70 crore (previous year: ₹ 18.06 crore) obtained by SehoreKosmiTollways Limited from banks and financial institutions respectively are secured by way of; (a) first mortgage and charge on all the borrower's immovable properties, both present and future; (b) a first charge on all the borrower's tangible moveable assets, including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other moveable assets; (c) a first charge over all accounts and all other bank accounts; (d) a first charge on all revenues and receivables, the book debts, the operating cash flows; (e) a first charge on all intangible assets including but not limited to goodwill, rights, undertaking and uncalled capital excluding the project assets; and (f) A pledge of shares held by sponsor in the equity share capital of the Borrower aggregating to 51% of the total paid up equity share capital. The loans are repayable in 48 unequal quarterly instalments starting from December 2014 to December 2026 along with interest rate of 12.25% p.a.
- i. Cash credit amounting to ₹ 5.35 crore (previous year: ₹ 5.04 crore) obtained by Ramky Engineering Consulting Services Gabon S.A. from banks is secured by way of lien on fixed deposits and promissory notes. Loan is also secured by way of corporate Guarantees from Ramky Engineering and Consulting Services FZC and the Company. Bank overdraft is repayable on demand along with the interest rate in the range of 8% p.a to 9.75% p.a payable on monthly basis.
- j. Overdraft amounting to ₹ 22.97 crore (previous year: 23 crore) obtained by Ramky Towers Limited from Indusindbank is secured by way of (a) exclusive charge on entire Current assets and Fixed assets of the company present and future. (b) equitable mortgage of 13 unsold flats and one unsold villa. (c) Pledge of 967742 number of shares of Ramky Infrastructure Limited held by Mr. A. Ayodhya Rami Reddy.(d) Personal guarantee of Mr. A. Ayodhya Rami Reddy and security by way of post dated cheques. The loan is repayable within 12 months and interest rate @ 12% p.a.

#### Unsecured borrowings:

- a. Unsecured working capital loans amounting to ₹ 23.86 crore (previous year: ₹ 25.93 crore) obtained by Ramky Enclave Limited from a Group Company.
- b. Unsecured term loan amounting to Nil (previous year: ₹ 1.07 crore) obtained by Frank Lloyd Tech Management Services Limited (FLTMSL) from a corporate is repayable in 12 unequal quarterly instalments started from September 2012 to June 2015. However, the FLTMSL has repaid the loan amount but interest is yet to be paid as at the balance sheet date.
- c. Unsecured working capital loan from a related party obtained by Ramky Towers Limited amounting to ₹ 56.90 crore (previous year: ₹ 104.89 crore) is repayable on demand and interest on loan in the range of 12% to 15%.
- d. Unsecured loan amounting to ₹ 129.75 crore (previous year: ₹ 60.36 crore) obtained by JorabatShillong Expressway Limited from related party.
- e. Unsecured Term Loan amounting to ₹ 29.75 crore (previous year: ₹ 25.69 crore) obtained by N.A.M Expressway Limited from related party.

### 32. Service Concession Arrangements

The Company had adopted the Exposure Draft of the Guidance Note on Accounting for Service Concession Arrangements for certain construction service contracts that in substance are Build, Operate and Transfer (BOT) contracts. Management believes that in the absence of an existing prescribed accounting standard in India on accounting for such contracts, developing and applying an accounting policy similar to the accounting treatment prescribed by the Exposure Draft of the guidance note is relevant to the economic decision making needs of users and reflects the economic substance of such contracts. Further, management also believes that results in the financial statements providing reliable and more relevant information.

**Description of the arrangements:**

The following subsidiaries and jointly controlled entities ("the Concessionaire") of the Company have entered into a services concession arrangement (s) (SCA) with various authorities ("the Grantor") for Design, Construction, Development, Finance, Operation and Maintenance of Road Projects on Build, Operate and Transfer (BOT) basis. As per SCA, the Concessionaire is required to construct the Road, required to operate and maintain the Road and is required to resurface the Road, at its cost and during the period in the manner so defined in the SCA. At the end of the concession period the Concessionaire will hand over the Road to the Grantor for no consideration. The premature termination is permitted only upon the happening of force major events or upon the parties defaulting on their respective obligations.

- I. The following are annuity based service concession arrangements. In consideration for performing its obligations under the SCA, the Concessionaire will be entitled to an annuity of predefined sums receivable on dates specified in the annuity payment schedule of the SCA. The Grantor will retain the right to levy and collect fees from users of the Road and to permit advertisements, hoardings and other commercial activity at the Road site. Having regard to the terms of the arrangement, the right to receive annuity has been classified as a financial asset (i.e. "Receivables under the service concession arrangement") in the financial statements.

**Ramky Elsamex Hyderabad Ring Road Limited (REHRRL):**

REHRRL has entered into a service concession arrangement with Hyderabad Metropolitan Development Authority (HMDA) for a period of fifteen (15) years from commencement date i.e. 27 November 2007 including construction period of two years and six months. The construction activities were completed on 26 November 2009. The SCA does not provide for any renewal of this arrangement.

**JorabatShillong Expressway Limited (JSEL):**

JSEL has entered into a service concession arrangement with National Highway Authority of India (NHAI) for a period of twenty (20) years from commencement date i.e. 12 January 2011 including construction period of three years. The SCA does not provide for any renewal of this arrangement.

**Srinagar Banihal Expressway Limited (SBEL):**

SBEL has entered into a service concession arrangement with National Highway Authority of India (NHAI) for a period of twenty (20) years from commencement date i.e. 27 June 2011 including construction period of three years. The SCA does not provide for any renewal of this arrangement.

- II. The following is the toll based service concession arrangement. In consideration for performing its obligations under the SCA, the Concessionaire will be entitled to collect toll/user charges from the users of Road. Having regard to the terms of the arrangement, the right to receive toll has been classified as an intangible assets/intangible assets under development (i.e. "Concession intangibles") under the head fixed assets in the financial statements.

**N.A.M. Expressway Limited (NAMEL):**

NAMEL has entered into a service concession arrangement with Andhra Pradesh Road Development Corporation (APRDC) for a period of twenty four (24) years from commencement date i.e. 18 January 2011 including construction period of two years and six months. The SCA does not provide for any renewal of this arrangement. NAMEL will also be entitled to a "Grant" by way of cash support from APRDC and Central Government.

- III. The following is the annuity cum toll based service concession arrangement. In consideration for performing its obligations under the SCA, the Concessionaire will be entitled to an annuity of predefined sums receivable on dates specified in the annuity payment schedule of the SCA and to collect toll/user charges from the users of Road. Having regard to the terms of the arrangement, the right to receive annuity has been classified as a financial asset (i.e. "Receivables under the service concession arrangement") in the financial statements and the right to receive toll has been classified as an intangible asset/intangible assets under development (i.e. "Concession intangibles") under the head fixed assets in the financial statements.

**SehoreKosmiTollways Limited (SKTL):**

During the previous year, SKTL has entered into a service concession arrangement with Madhya Pradesh Road Development Corporation Limited (MPRDC) for a period of fifteen (15) years from commencement date i.e. 22 February 2012 including construction period of two years. The SCA does not provide for any renewal of this arrangement.

**IV. Disclosures:**

The fair value of consideration for construction services and the effective interest rate in the case of financial assets of the Group covered under service concession arrangements included as a part of "Receivables under Service Concession Arrangements" have been estimated by the Management having regard to the contractual provisions, the evaluations of the future operating and maintenance costs and the overlay / renewal costs and the timing thereof as budgeted by the Management, the key elements having been tabulated below :

(All amounts are ₹ in crore unless otherwise stated)

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Amount of margin on the construction services recognised during the year in respect of financial assets	48.80	21.42
Carrying amounts of financial assets included under Receivables against service concession arrangements	2038.44	1,612.58
Revenue recognised on financial asset including interest income on the basis of effective interest method	597.55	408.96

## Notes to the consolidated financial statements (Continued)

The fair value of right to receive the revenue from the projects covered under service concession arrangements included as a part of "Concession intangibles" have been estimated by the Management having regard to the contractual provisions, the evaluations of the future toll collections from users of the road, operating and maintenance costs and the resurfacing of the road and the timing thereof as budgeted by the Management, the key elements having been tabulated below:

Particulars	For the year ended/as at 31 March 2016	For the year ended/as at 31 March 2015
Margin on the construction services recognized in respect of intangible assets for the year	12.79	0.51
Revenue recognised on intangible asset	140.68	1.74

### 33. Earnings per share (EPS)

The computation of earnings per share is set out below:

Particulars	Year ended 31 March 2016	Year ended 31 March 2017
Amount of Net (loss)/profit for the year attributable to equity shareholders (₹ in crore)	17.30	(482.96)
Weighted average number of equity shares for basic EPS (Nos)	57,197,791	57,197,791
Weighted average number of equity shares for diluted EPS (Nos)	57,197,791	57,197,791
Face value per share (₹)	10	10
Basic and diluted EPS*	<b>3.03</b>	<b>(84.44)</b>

### 34. Leases

The Group is obligated under non-cancellable and cancellable operating lease agreements. Total rental expense under non-cancellable operating leases was Nil (previous year: Nil) and under cancellable leases was ₹ 5.16 crore (previous year: ₹ 6.41 crore) and these lease rentals have been disclosed as 'rent' in the statement of profit and loss.

### 35. Deferred taxation

Deferred tax asset, net included in the balance sheet comprises the following:

Particulars	As at 31 March 2016	As at 31 March 2017
<b>Deferred tax assets</b>		
Unabsorbed depreciation and business losses	252.77	319.65
Accrued employee benefits	1.58	0.90
Provision for doubtful advances and receivables	106.29	107.56
Other timing differences (Primarily on disallowances under Section 43B of the Income Tax Act, 1961)	68.46	7.72
	<b>429.10</b>	<b>435.83</b>
<b>Deferred tax liability</b>		
Excess of depreciation allowable under Income tax law over depreciation provided in books of account	(34.68)	(31.52)
On account of financial asset (receivable) and concession intangible asset recognised	(24.19)	(25.65)
	<b>(58.86)</b>	<b>(57.17)</b>
Net deferred tax (liabilities) / assets	<b>370.23</b>	<b>378.66</b>
Break up of net deferred tax asset is as follows:		
Deferred tax assets (net)	403.46	412.29
Deferred tax liabilities (net)	33.22	33.63

As at March 31, 2016, the Holding Company has recognized deferred tax asset aggregating to ₹ 396.02 Crore including an amount of (₹ 13.07) crore recognized during the year on account of timing differences on unabsorbed depreciation, business losses and other timing differences incurred by the Company during the year. Based on unexecuted orders on hand, which in the opinion of the management does meet the criteria of establishing the virtual certainty of sufficient future taxable income for realisation of deferred tax assets as enunciated in Accounting Standard 22 "Accounting for Taxes on Income" (AS 22).

36. As at March 31 2016, certain Trade Receivable, retention money, withheld money, security deposit, non-moving inventory/ work in progress and various loans & advances aggregating to ₹ 508.49 Crore are outstanding which are subject matters of arbitration procedures/negotiations with the customers and contractors due to foreclosure of contracts and other disputes. The management of the Company is in continuous engagement/ negotiation with the respective contractee / clients to recover such amounts, in opinion of the management such receivables are good and no material adjustments would be required against this in future



37. During the year, the Holding Company has recognized a claim of ₹ 225.04 crore on account of cost overrun and additional quantities executed in respect of a contract. The Company has revised EPC contract entered into with the concessionaire in respect of such cost overrun and additional quantities. The claim is assessed by the lender's independent engineer and the concessionaire is in the process of availing additional funding/refinance from the lenders and to comply with such other conditions precedent to no objection given by the employer.
38. During the year, the Holding Company has recognized insurance claim Income aggregating to ₹ 62.94 crore to the extent measured reliably and accounted/charged off related additional costs incurred towards damage by floods in respect of insurance claim lodged by concessionaire of the Project, a subsidiary Company due to flood on Company's road project, at Srinagar in Jammu and Kashmir. The management of the company does not expect any material adjustment in this respect in future.
39. **Liabilities no longer required written back**
  - a. During the year the Holding Company has written back liabilities no longer required aggregating to ₹ 164.95 crore which were outstanding for a long period of time and being carried by the management as a measure of prudence. Such written back liabilities include trade payables, security deposits, retention money and withheld moneys which were outstanding against the projects related work could not be certified by the contractee/customer. The management is confident that the no material adjustment will be required in future.
  - b. During the year the Holding Company has entered into a settlement agreement with one of the lender which has resulted into write back of loan liability aggregating to ₹ 58.59 Crore over and above the settlement amount. This has been disclosed as exception items.
40. During the year ended March 31, 2016 the Holding Company has a Net Profit of ₹ 12.36 Crore and accumulated losses of ₹ 264.46 Crore (₹ 276.72 Crore as March 31, 2015). To meet out its cash flow requirement and reduce its finance and other cost, the company has plans to sale/divest its stake in certain subsidiaries and confident of achieving profitable operations in future and meets its obligation.
41. Prior period income aggregating to ₹ 6.16 Crore represents interest charged on the loans and advances given in earlier years.
42. In accordance with the Companies Act, 2013, the group has revised the useful life of its fixed assets to comply with the useful life as mentioned in the schedule-II of the said Act. As per the transitional provisions, ₹ 3.54 Crore (net of deferred tax of ₹ 1.33 Crore) have been adjusted from the opening balance of retained earnings of the previous year ended March 31, 2015. (Refer note 4)
43. During the previous year, based on the centralized assessment for the financial years upto 2011-12, a refund of ₹ 51.89 Crore (including ₹ 11.99 Crore for interest) as ascertained by department, has been accounted for. This has resulted into reversal of provision of income tax amounting to ₹ 74.62 Crore, including ₹ 62.47 Crore directly credited to the surplus in statement of profit and loss account balance under "Reserves and Surplus" for the previous year ended March 31, 2015. (Refer note 4)
44. Specific notes pertaining to group entities

#### 1. Ramky Pharma City (India) Limited

- a) During the Financial Year 2012-13 a Charge sheet has been filed by CBI against company with the CBI court, Nampally, Hyderabad alleging certain irregularities by the company pertaining to reduction of Green belt area and also the Company has received a provisional attachment order under Section 5 (1) of the Prevention of Money Laundering Act, 2002 from Enforcement Directorate (ED) dated 07 January 2013 for attachment of assets/properties valued at ₹ 133.74 Crore comprising Land and facilities valuing ₹ 130.54 Crore and Mutual Fund of ₹ 3.20 Crore. During the previous year the adjudicating authority passed a confirmation order of the above provisional attachment order and the company has preferred an appeal before the Appellate Tribunal. In the meantime, the office of Joint Director, Enforcement Directorate, Hyderabad Zonal office has served a Notice for taking the possession of the referred properties under section 8(4) of the PMLA 2002. The company has filed a writ petition before the honourable High court of Andhra Pradesh, Hyderabad seeking for stay of proceedings. The honourable High court of Andhra Pradesh has granted a interim stay of all further proceedings till a stay application is considered and appropriate orders passed by the Appellate authority. On 20th November, 2013, the Appellate Tribunal has considered the stay application and stayed the EDs notice. Since the Appellate Tribunal ceased of the matter, the cause in the writ petition does not survive. Hence, the above referred Writ Petition is dismissed. The case is posted for hearing on 29th July 2015 with the Appellate Tribunal. However, Mutual Fund of ₹ 3.20 Crore was transferred in the name of the Directorate of Enforcement. Further on 26th March 2015, the Joint Director, Enforcement Directorate, Hyderabad zonal office has passed a provisional attachment order for ₹ 216.18 Crore on the assets of company. The Joint Director has filed a complaint under PMLA before the Adjudicating authority seeking for confirmation of the above provisional attachment order on 10 April 2015. The Adjudicating Authority (AA) has served a show cause notice on 22 April 2015 calling upon to show cause as to why the provisional attachment order shall not be confirmed and directed to appear before the AA on 15 June 2015 and on 04-08-2015 the AA confirmed the provisional attached order and this order is in continuation to the order passed by ED for 133.74 Crore. On 18-08-2015 the office of Joint Director, Enforcement Directorate, Hyderabad Zonal Office has served a Notice for taking the possession of the referred properties under section 8(4) of the PMLA 2002. No adjustments have been made in the financial statements, as the Management believes that the project of the company is being carried out in accordance with the provisions of the Concession Agreement executed between the company and Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC) after obtaining the requisite approvals and following the due process of law.
- b) During the month of October 2014, there was a loss of ₹ 14.01 Crore to the company's properties because of HUD HUD Cyclone. The company lodged the claim before the Insurance company and the same was pending with the Insurance company. Upto 31-03-2015 the company has incurred an amount of ₹ 10.91 Crore towards revival and an amount of ₹ 0.40 Crore was received from Insurance company as on account payment. The net amount of ₹ 10.51 Crore was written off during the year, as there is no confirmation from the insurance company about the finalization of the claim as on balance sheet date.

**2. Hospet Chitradurga Tollways Limited (HCTL):**

HCTL has entered into a service concession arrangement with National Highways Authority of India (NHAI) for a period of twenty five (25) years from commencement date including construction period of two years and six months. SCA entered by the entity on 19 January 2012. The SCA does not provide for any renewal of this arrangement.

However, HCTL has served a termination notice to NHAI on 5 December 2013 due to delay in availability of land and other statutory clearances, which resulted in increase in the project cost against bid provisions. In turn, NHAI, also served termination notice on 31 December 2013, citing reasons of default on part of HCTL.

During the year, The Company and NHAI have mutually agreed to terminate the Concession Agreement dated January 19, 2012 and signed settlement and close out agreement dated October 31, 2014 and which interalia provides that the concessionaire agrees and undertake and hereby forgoes any and all claims against the Authority on any account whatsoever related to this Concession Agreement. Similarly the Authority Agrees not to raise any other Claims against the Concessionaire under the Concession Agreement. Further, the concessionaire had paid an amount of ₹ 10.34 Crore to NHAI on 11th October 2014 towards the above amicable Settlement.

Since the company is a project specific company, termination of the project affects the Going Concern nature of the company. Based on that, the expenditure incurred on the project to the tune of ₹ 14.89 Crore, amounts advanced to holding company of ₹ 103.08 Crore, other receivables of ₹ 14.30 Crore and payable to holding company of ₹ 100.45 crore other payables of ₹ 0.92 crore have been written off and the net impact of ₹ 16.74 Crore is shown under exceptional items in the Statement of Profit and Loss.

**3. Ramky Food Park (Chhattisgarh) Limited**

During the previous year the company vide its letter dated July 9, 2014 served the termination notice to Chhattisgarh State Industrial Development Corporation (CSIDC) "the Concessioning Authority" for default of various clauses of the Concession Agreement and requested for reimbursement of various expenses incurred by the company on the project. On 31-10-2014 CSIDC agreed for reimbursement of project development fee ₹ 0.90 Crore only and mentioned that all other expenses are not reimbursable as they directly incurred by the company and not related to CSIDC.

Since the company is a project specific company, termination of the project affects the Going concern of the company. Based on that, the expenditure incurred on the project to the tune of ₹ 0.18 Crore (net of project development fee received back from CSIDC of ₹ 0.90 Crore) has been written off and is shown under exceptional items in the statement of Profit and Loss.

**4. Naya Raipur Gems & Jewellery SEZ limited**

During the previous year the company vide its letter dated July 9, 2014 served the termination notice to Chhattisgarh State Industrial Development Corporation (CSIDC) "the Concessioning Authority" for default of various clauses of the Concession Agreement and requested for reimbursement of various expenses incurred by the company on the project.

Since the company is a project specific company, termination of the project affects the Going Concern of the company. Based on that, the expenditure incurred on the project to the tune of ₹ 1.03 Crore (net of Project development fee receivable from CSIDC of ₹ 1.30 Crore and amount payable to CSIDC towards expenses of ₹ 0.02 Crore) has been written off and is shown under exceptional items in the Statement of Profit and Loss.

**5. Ramky Herbal & Medicinal Park (Chhattisgarh) limited**

During the previous year the company vide its letter dated July 9, 2014 served the termination notice to Chhattisgarh State Industrial Development Corporation (CSIDC) "the Concessioning Authority" for default of various clauses of the Concession Agreement and requested for reimbursement of various expenses incurred by the company on the project. On October 31, 2014, CSIDC agreed for reimbursement of project development fee of ₹ 0.90 Crore and mentioned that, all other expenses are not reimbursable as they are directly incurred by the Company and not related to CSIDC.

Since the company is a project specific company, termination of the project affects the Going Concern of the company. Based on that, the expenditure incurred on the project to the tune of ₹ 0.48 Crore (net of Project development fee receivable from CSIDC of ₹ 0.90 Crore) has been written off and is shown under exceptional items in the Statement of Profit and Loss.

**6. Srinagar banihal express way limited**

During the month of September 2014 the project had suffered damages due to floods in Srinagar Region. The damages incurred and the recoveries are being assessed by the Insurance Company. As per the interim survey report, the recoveries will be minimum of ₹ 63 crore and maximum ₹ 120 crore. Pending such final assessment, Insurance company has processed adhoc part claim of ₹ 15 crore, which has been adjusted against material advance given to the EPC Contractor and another claim of ₹ 48 crore which has been adjusted against other advances to EPC contractor. No further adjustment has been made in the financial statement pending such final assessment by the insurance company.

Further as per Schedule -12 of EPC Agreement the acceptance of insurance claim shall be on back to back basis and the liability of the company on the claims shall be limited only upto the claims acknowledged by the insurance company.

The Company had subcontracted the EPC contract for four laning of Srinagar and Banihal section from km 187.000 to 189.350 and from km 220.700 to 286.110 on the Srinagar banihal section of NH1A in state of jammu and Kashmir to subcontractor on back to back basis with the concession agreement at a lumpsum consideration of ₹ 1,175.00 crore. However due to extension of construction period there has been an increase in the development cost of the project. The company and the EPC subcontractor, Ramky Infrastructure limited entered into a supplementary agreement during the year where the company estimated and agreed to reimburse towards cost overrun of the project (since



inspection) an amount of ₹ 190.05 crore to the EPC contractor as approved by the Board of Directors of the company. Further, during the year, the EPC contractor based on actual cost overrun incurred has raised invoice to the extent of ₹ 92.98 crore on the company from the above approved costs towards cost overrun and the same has been accounted in the books of company.

#### 7. Agra EtawahTollways Ltd

During the year 2013-14, the Company vide its letter September 13, 2013 served the termination notice to National Highway Authority of India (NHAI) "the concessioning Authority" mentioning that the condition precedent of Authority about the procurement of vacant & unencumbered Right of Way and also permission of Tree Cutting (Stage- 2 clearance) by MoEF including permission of supreme court in Taj Trapezium Zone (TTZ) covering approximately 55 Km of project length is not available. Later NHAI also vide its letter dated October 7, 2013 served notice of termination mentioning that the Concessionaire has not fulfilled its obligation as per Concession Agreement and also that petition for permission of Hon'able Supreme Court for felling of tree in TTZ was filed timely, but due to non-availability of forest bench of the Hon'able Supreme Court, the hearing could not take place, which is absolutely beyond the control of NHAI, hence opted for mutual termination of Concession Agreement.

NHAI vide its letter dated January 24, 2014 has considered the proposal for mutual termination of Concession Agreement by signing a settlement and close agreement on May 20, 2014, which inter alia provides that the concessionaire shall forgo all its claim, damages, compensations etc. against NHAI due to non-fulfilment of condition precedent so far attributable to NHAI and in reciprocation NHAI agrees not raise/impose any claims/ penalties for the delays attributable to the concessionaire. The notices / Litigations if any issued by either the concessionaire or to the authority against each other shall stand withdrawn.

Since the company is a project specific company, termination of the project affects the going concern of the company.

#### 8. Jabalpur PatanShahpuraTollways limited

During the previous year The Madhya Pradesh Road Development Corporation limited ("the Concessioning Agreement") has terminated the concession Agreement mentioning that the Concessionaire has failed to achieve the financial closure and other obligations as per the Concession Agreement. Since the company is a project specific company, termination of the project affects the going concern of the company.

#### 9. Ramky Engineering and Consultancy Services (FZC)

In respect of Ramky Engineering and Consultancy Services (FZC) Sharjah, the Consolidated financials was not audited, therefore figures have been consolidated on the basis of Management financials. The Consolidated financial statement include total assets of ₹ 189.18 crore (Net of Elimination) as at March 31, 2016.

#### 10. N.A.M Expressway Limited

In respect of NAM Expressway Limited, the Company had subcontracted the EPC contract for four laning of Narketpally-Addanki-Medaramemetla road of SH-2 for 212. 50 Kms in the state of Andhra Pradesh & Telangana to subcontractor on back to back basis with the Concession Agreement at a lumpsum consideration of ₹ 770.00 crore However. Due to extension of the construction period there has been an increase in the development cost of the project. The company and the EPC subcontractor, Ramky infrastructure Limited entered into a supplementary agreement during the year where the company agreed to reimburse towards cost overrun on the project (since inception) an amount of ₹ 368.18 crore to the EPC Contractor, Which has been duly noted by the Board of Directors in their meeting dated 29th October 2015. The company has also obtained necessary approval from APRDC authority to fund this additional cost by way of borrowing subject to approvals from senior lenders. Further, during the year, the EPC contractor based on Lenders independent engineer certification has raised invoice to the extent of ₹ 225.04 crore on the company from the above approved costs towards cost overrun and the same have been accounted in the books of the company. Previous period figures have been, wherever necessary, regrouped /reclassified to confirm to the current period classification.

#### 11. Ramky Elsamex Hyderabad Ring Road Limited

In respect of Ramky Elsamex Hyderabad Ring Road Limited, the Company has executed the project for Hyderabad Metropolitan Development Authority (HMDA). As at 31 March 2016, the trade receivable includes the following amounts from HMDA towards various retentions:

Sl. No.	Particulars	₹ in Crore
1	Bonus Annuity	31.50
2	Retention In Grant	1.33
3	Retention In First Annuity	19.78
4	Retention In Fourth Annuity	16.16
5	Retention In Eight Annuity	2.96

During the previous year 2013-14, the Company had sent Arbitration Notice to HMDA for recovery of the receivables. During the year the company and HMDA appointed Arbitrators and now the matter is pending before the Arbitral Tribunal. The company is in the opinion that the retention is an adhoc retention and it is therefore recoverable.

## 45. Related party disclosures

## 1. Key management personnel (KMP)

S.No.	Name of the KMP	Designation
1	A Ayodhya Rami Reddy	Executive Chairman (Appointed on June 20, 2014)
2	Y R Nagaraja	Managing Director

## 2. Enterprise where KMP have significant influence

S.No.	Name of the related party
1	Ramky Enviro Engineers Limited
2	Ramky Estates and Farms Limited
3	Mumbai Waste Management Limited
4	West Bengal Waste Management Limited
5	Ramky Energy & Environment Limited
6	Ramky Advisory Services Limited
7	Ramky Wavoo Developers Private Limited
8	Delhi MSW Solutions Limited
9	Smilax Laboratories Limited
10	Ramky Foundation
11	Hyderabad Integrated MSW Limited
12	Chhattisgarh Energy Consortium (India) Private Limited

## 3. Enterprises where significant influence exists (Associates)

S. No.	Name of the related party
1	Ramky Integrated Township Limited
2	Gwalior Bypass Project Limited

## 4. Enterprises where joint control exists (jointly controlled entities)

S. No.	Name of the related party
1	N.A.M. Expressway Limited
2	JorabatShillong Expressway Limited
3	Ramky - SMC JV
4	Ramky-Bilil JV
5	Ramky-Barbrik JV

Notes to the consolidated financial statements (Continued)

Related parties where control exists or with whom transactions have taken place during the year:

(All amounts are ₹ in crore unless otherwise stated)

Sl. No.	Name of the related party	Relationship	Nature of transactions	2015-16		2014-15	
				Transactions during the year	Amount receivable/ (payable) as at 31 March 2016	Transactions during the year	Amount receivable/ (payable) as at 31 March 2015
1	Ramky Enviro Engineers Limited	SIE	Contract revenue	-	3.00	9.82	3.00
			Operation and maintenance income	1.98	-	1.64	-
			Sub-contract expenses	0.72	(1.02)	12.90	(1.02)
			Operation and maintenance expenditure	9.59	(1.96)	60.43	(54.85)
			Mobilisation advance paid / (recovered against bills)	(0.01)	0.94	(0.17)	0.95
			Advance received against services/(repaid)	27.81	(31.07)	9.13	(3.22)
			Retention money payable	-	(8.07)	1.08	(8.07)
			Retention money receivable	-	2.56	0.21	2.56
			Reimbursement of expenses	0.35	0.88	0.59	0.50
			Interest paid/payable	-	(0.03)	-	-
			Investment in equity share capital of a subsidiary	-	(0.01)	-	(0.01)
			Investment in preference share capital of a subsidiary	-	(4.07)	-	(4.07)
2	Ramky Estates and Farms Limited	SIE	Contract revenue	91.19	-	34.60	-
			Sub-contract expenses	9.55	-	5.63	-
			Rent paid	1.32	-	0.12	(1.32)
			Retention money receivable / (realised)	0.19	5.01	2.01	4.82
			Retention money payable	-	-	0.22	(0.63)
			Rent deposit/(adjusted against payable)	-	0.28	-	0.28
			Mobilisation advance Received	16.77	(0.79)	(16.97)	(17.38)
			Mobilisation advance paid / (recovered against bills)	(9.54)	1.02	(6.21)	10.56
			Unsecured Loan granted	31.85	56.35	-	-
			Inter-corporate deposit given	3.50	72.77	12.72	66.04
			Inter-corporate deposit received back	(4.08)	-	(51.68)	-
			Interest income	13.57	-	10.78	-
			Inter-corporate deposit taken	18.71	(88.88)	58.68	(46.33)
			Inter-corporate deposit repaid	(18.42)	-	(1.90)	-
			Interest paid	11.92	-	3.01	-
			Revenue from services	0.80	-	1.69	-
			Advance from customer	0.73	(0.20)	-	-
			Reimbursement of expenses	-	-	0.05	-
			Retention money repaid	-	-	0.63	-
			Investment in equity share capital of a subsidiary	-	(6.91)	-	(6.88)
			Investment in preference share capital of a subsidiary	-	(1.01)	-	(0.80)
3	Mumbai Waste Management Limited	SIE	Contract revenue	0.72	0.26	0.38	0.36
			Unsecured loan received	5.00	(0.48)	10.00	-
			Unsecured loan paid	2.98	(2.60)	10.00	-
			Advance from customer	-	-	1.35	-
			Interest received	0.05	0.05	-	-
			Interest paid	0.12	-	0.15	-

(Contd.)

Notes to the consolidated financial statements (Continued)

Related parties where control exists or with whom transactions have taken place during the year: (Contd.)

(All amounts are ₹ in crore unless otherwise stated)

Sl. No.	Name of the related party	Relationship	Nature of transactions	2015-16		2014-15	
				Transactions during the year	Amount receivable/(payable) as at 31 March 2016	Transactions during the year	Amount receivable/(payable) as at 31 March 2015
4	West Bengal Waste Management Limited	SIE	Unsecured loan received	-	37.90	30.62	(33.77)
			Unsecured loan paid	-	-	10.00	-
			Contract revenue	0.06	-	0.38	-
			Advance from customer	0.33	(0.33)	-	-
			Interest paid	4.59	(0.27)	3.80	(0.27)
5	Hyderabad Integrated MSW Limited	SIE	Contract revenue	0.06	0.05	-	0.63
			Sale of traded assets	-	0.05	0.08	0.05
6	Ramky Finance & Investment Private Limited	SIE	Reimbursement of expenses	-	16.19	-	(71.10)
			Unsecured loan repaid	(56.84)	-	1.82	-
			Interest paid	2.14	-	8.42	-
			Revenue from sale of property	56.82	-	-	-
			Advance from customer	-	(0.01)	-	-
7	Ramky Foundation	SIE	Donation	0.22	-	0.17	-
8	Ramky Advisory Services Limited	SIE	Advance paid/(recovered)	-	-	(0.60)	-
9	Evergreen Cleantech Facilities Management (India) Limited	SIE	Operation and maintenance expenditure	-	-	2.22	(0.30)
			Man power charges	1.12	(0.22)	0.95	(0.16)
			Mobilisation recovered	(0.04)	-	0.05	-
			Mobilisation advance paid	-	-	0.05	0.04
			Maintenance expenses	0.30	(0.08)	0.83	(0.18)
10	Visakha Solvents Limited	SIE	Operations and maintenance income	1.64	1.44	0.30	0.52
11	Dakshayani Academy	SIE	Other advance	-	1.15	-	1.15
12	Delhi MSW Solutions Limited	SIE	Contract revenue	6.56	1.61	-	-
			Retention money receivable	-	0.65	-	0.65
			Advance received	-	-	-	(0.77)
			Investment in equity shares	-	0.01	-	0.01
13	Chennai MSW Private Limited	SIE	Interest expenses	0.07	-	-	-
			Revenue from Services	0.04	0.04	-	-
			Unsecured loan taken and repaid	3.50	(0.06)	-	-
14	East Coast Industries (India) Private Limited	SIE	Operation and maintenance income	-	-	0.04	-
15	Tridax Laboratories Limited	SIE	Operation and maintenance income	-	-	0.14	10.44
16	Tamil Nadu Waste Management Limited	SIE	Purchase of land	-	(0.04)	-	(0.04)
			Advances from customer	0.14	(0.14)	-	-
			Contract Revenue	0.06	-	-	-
17	Smilax Laboratories Limited	SIE	Contract revenue	1.91	28.67	1.67	32.62
			Interest income	1.15	-	1.51	-
			Interest received on trade receivables	-	0.09	-	0.09
			Equity investment in a subsidiary	-	-	-	(0.02)
			Revenue from services	-	0.05	-	0.05
			Mobilisation advance received, net	(49.85)	(50.13)	0.19	(0.30)
18	Ramky Wavoo Developers Private Limited	SIE	Contract revenue	-	5.44	1.43	5.44
			Mobilisation advance received (adjusted against bills)	-	(0.17)	0.70	(0.17)
			Retention Money receivable	-	0.66	0.26	0.66

(Contd.)

Notes to the consolidated financial statements (Continued)

Related parties where control exists or with whom transactions have taken place during the year: (Contd.)

(All amounts are ₹ in crore unless otherwise stated)

Sl. No.	Name of the related party	Relationship	Nature of transactions	2015-16		2014-15	
				Transactions during the year	Amount receivable/ (payable) as at 31 March 2016	Transactions during the year	Amount receivable/ (payable) as at 31 March 2015
19	N.A.M Expressway Limited	Co-venture	Contract revenue	130.60	105.90	15.85	3.53
			Mobilisation advance received/ (recovered against bills)	-	-	1.29	-
			Loan given	4.42	30.34	21.42	25.92
			Interest income	6.84	4.40	-	4.40
			Unsecured loan received	-	(42.18)	42.18	(42.18)
			Interest on unsecured loan paid	5.92	-	5.34	-
			Retention money receivable/ (realized)	0.79	1.26	(5.62)	0.48
20	JorabatShillong Expressway Limited	Co-venture	Mobilisation advance received	-	(0.34)	-	(0.34)
21	Ramky Integrated Township Limited	Associate	Capital advance paid/ (received back)	(0.70)	10.65	-	11.35
			Contract revenue	11.25	3.22	-	-
			Mobilisation advance received	0.32	-	0.32	(0.32)
			Retention money receivable/ (realised)	0.56	0.56	-	-
			Investment in equity shares	-	0.02	-	0.02
22	Gwalior Bypass Project Limited	Associate	Investment in equity share	-	0.02	-	0.02
			Investment in preference share	-	0.09	-	0.09
23	Mr. A Ayodhya Rami Reddy	KMP	Revenue from sale of property	6.29	3.02	-	-
24	M. Goutham Reddy	KMP	Remuneration	-	-	0.14	-
			Revenue from sale of property	2.88	-	-	-
			Advance from customer	0.15	2.01	-	(0.72)
25	Mr. Y R Nagaraja	KMP	Remuneration	0.84	-	0.85	-
			Advance received for property	-	-	-	(0.72)
			Revenue from sale of property	0.42	1.10	2.04	-
26	A Dakshyani	KMP	Revenue from Sale of property	6.60	-	-	-
			Trade Receivables	-	0.27	-	-

46. Employee benefit plans

The following tables set out the status of the gratuity plan as required under AS 15

Reconciliation of opening and closing balances of the present value of the defined benefit obligation

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Opening defined benefit obligation</b>	<b>1.37</b>	<b>1.01</b>
Current service cost	0.55	0.21
Interest cost	0.11	0.09
Actuarial gain / (loss)	1.98	0.28
Benefits paid	(0.04)	(0.22)
<b>Closing defined benefit obligation</b>	<b>3.96</b>	<b>1.37</b>

## Change in the fair value of plan assets

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Fair value of plan assets at the beginning of the year</b>	<b>0.12</b>	<b>0.11</b>
Expected return on plan assets	0.01	0.01
Employer contributions	0.05	0.21
Benefits paid	(0.02)	(0.21)
<b>Fair value of plan assets at the end of the year</b>	<b>0.16</b>	<b>0.12</b>
<b>Summary of actuarial assumptions</b>		
Discount rate	7.85%-9.25%	8.00% - 9.25%
Expected rate of return	8%	8.75%

## Amount recognised in balance sheet

Particulars	As at 31 March 2016	As at 31 March 2015
Present value of funded obligation	3.96	1.37
Fair value of plan assets	(0.16)	(0.12)
<b>Net liability</b>	<b>3.80</b>	<b>1.25</b>
<b>Amounts in the balance sheet</b>		
Short-term provisions	0.41	0.15
Long-term provisions	3.39	1.10

## Expense recognised in statement of profit and loss

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Current service cost	0.55	0.21
Interest cost on benefit obligation	0.11	0.09
Expected return on plan assets	(0.01)	(0.01)
Net actuarial loss	1.98	0.28
<b>Net benefit expense / (provision written back)</b>	<b>2.63</b>	<b>0.57</b>

## 47. Segment information

The Group operates primarily in Construction and Developer divisions. Segmental information as per Accounting Standard (AS) 17 - "Segment Reporting" issued under Companies (Accounting Standards) Rules, 2014 for the year ended 31 March 2016 and year ended 31 March 2015 as under:

## (a) Information about business segments for the year ended 31 March 2016 as per AS-17

Particulars	Construction business	Developer business	Others	Eliminations	Total
<b>Revenue</b>					
External	1,325.40	1014.94	1.74	-	2342.08
Inter-segment	511.19	-	1.61	(512.79)	-
<b>Total</b>	<b>1836.59</b>	<b>1014.94</b>	<b>3.35</b>	<b>-</b>	<b>2854.88</b>
<b>Segment result</b>	<b>190.25</b>	<b>356.83</b>	<b>(0.84)</b>	<b>-</b>	<b>546.24</b>
Interest expenses					513.74
Income tax					(3.08)
<b>Profit after tax</b>					<b>29.43</b>
Minority interest					12.16
Transfer of profit/ (loss) on accounts of change in shareholding					-
Share of loss from associate companies					(0.04)

(Contd.)

(All amounts are ₹ in crore unless otherwise stated)

Profit for the year					
Particulars	Construction business	Developer business	Others	Eliminations	Total
<b>Other information</b>					
Segment assets	2,931.22	3,880.14	13.80		6,825.15
Unallocable assets	-	-	-		11.96
Segment liabilities	2,969.18	2,995.59	6.88		5,971.65
Unallocable liabilities	-	-	-		-
Capital expenditure	11.11	142.69	0.05		153.85
Depreciation (included in segment expense)	52.23	26.53	3.85		82.61
Noncash expenses (other than depreciation included in segment expense)	41.51	1.70	-		43.21

**(b) Geographical segment reporting:**

During the year under report and during the previous year, the Group has engaged in their business primarily within India. The scale of operations in other countries does not constitute a reportable segment as per the Accounting Standard 17. The conditions prevailing in India being uniform, no separate geographical disclosure is considered necessary.

**48. Legal and professional charges includes the Statutory Auditor's remuneration as given below (excluding service tax):**

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Audit fees	0.22	0.15
Other services	0.16	0.38
Out of pocket expenses	0.03	0.06
<b>Total</b>	<b>0.41</b>	<b>0.59</b>

**49. Accounting for interest in jointly controlled entities**

The Company has a 50% interest in Jorabat Shillong Expressway Limited and N.A.M Expressway Limited. These two companies are engaged in the development of road projects on Build, Operate and Transfer (BOT) basis. The Company has 70% interest in Ramky - SMC JV, which is engaged in construction of underground drainage system in turnkey basis. The Company has 70% interest in Ramky - Barbrik JV and 49% interest in Ramky - Bilil JV, which is engaged in construction of road on EPC basis. The contractual arrangement between shareholders of these companies indicates joint control over the operations of the company, have significant participating rights such that they jointly control the financial and operating policies in the ordinary course of business.

The Group has, in accordance with AS 27 "Financial Reporting of Interests in Joint Ventures" issued under the Companies (Accounting Standards) Rules 2014, accounted for its percentage of interest in these jointly controlled entities (JCE) by the proportionate consolidation method. Thus the Group's balance sheet, statement of profit and loss and cash flow statement incorporate the Group's share of assets, liabilities, income, expenses and cash flows of these JCE on a line-by-line basis.

The aggregate amount of the assets, liabilities, income and expenses related to the Group's share in these JCE included in these consolidated financial statements (before adjustments on consolidation) as of and for the year ended 31 March 2016 and 31 March 2015 are given below:

**Balance sheet**

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Liabilities and provisions:</b>		
Long-term borrowings	858.18	848.25
Deferred tax liability (net)	7.71	7.71
Short-term borrowings	130.33	86.27
Trade payables	133.25	36.44
Other current liabilities	176.78	118.62
Long term Liabilities	28.34	28.37
	<b>1334.59</b>	<b>1025.66</b>

(Contd.)



## Balance sheet (Contd.)

(All amounts are ₹ in crore unless otherwise stated)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Assets:</b>		
Fixed assets	1026.76	903.31
Other non-current assets	543.50	606.03
Long term loan and advances	46.35	47.52
Inventories	1.49	0.04
Trade receivable	1.19	8.67
Cash and bank balances	18.67	16.58
Short-term loans and advances	164.61	8.12
Other current assets	20.35	0.02
	<b>1822.92</b>	<b>1590.29</b>
<b>Net assets</b>	488.33	564.63
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	87.35	143.53

## Statement of profit and loss

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
<b>Income</b>		
Revenue from operations	312.60	322.42
Other income	51.26	5.41
	<b>363.86</b>	<b>327.83</b>
<b>Expenditure</b>		
Development costs	195.97	206.47
Finance costs	120.35	109.65
Depreciation and amortization expense	17.01	12.08
Employee Benefit expenses	3.54	2.18
Other expenses	1.78	2.03
	<b>338.65</b>	<b>332.41</b>
<b>Profit before tax</b>	<b>25.21</b>	<b>(4.58)</b>
Tax expense/ (benefit)	(3.47)	7.71
<b>Profit after taxation</b>	<b>28.68</b>	<b>3.13</b>

50. Additional information as required under paragraph 5 of the part II of the Schedule III to the Act to the extent either "Nil" or "Not Applicable" has not been furnished.

## 51. Comparative figures

Previous year's figures have been regrouped/reclassified, where necessary, to confirm to current year's classification.

As per our report of even date attached

for **CHATURVEDI & PARTNERS**  
Chartered Accountants  
Firm Registration No. 307068E

**RAVINDRA NATH CHATURVEDI**  
Partner  
Membership No: 92087

Hyderabad  
30 MAY 2016

Ramky Infrastructure Limited

for and on behalf of the Board of Directors of  
**RAMKY INFRASTRUCTURE LIMITED**

Sd/-  
**ALLA AYODHYA RAMI REDDY**  
Executive Chairman  
(DIN : 00251430)

Sd/-  
**I W VIJAYA KUMAR**  
Chief Financial Officer

Sd/-  
**Y R NAGARAJA**  
Managing Director  
(DIN : 00009810)

Sd/-  
**N. MADHU SUDHANA REDDY**  
Company Secretary



## FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS / NOTICES BY ELECTRONIC MODE

To

**Karvy Computershare Private Limited**

Karvy Selenium, Tower B,

Plot No 31 & 32,

Gachibowli Financial District,

Nanakramguda Hyderabad-500032

Company: **RAMKY INFRASTRUCTURE LIMITED**

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode. Please register my email address given below in your records for sending communication through email.

Name of Sole/First Holder : \_\_\_\_\_

DP ID/Client ID/Regd. Folio No. : \_\_\_\_\_

PAN No. : \_\_\_\_\_

E-mail Address : \_\_\_\_\_

Date:

Place: (Signature of Member)



## Ramky Infrastructure Limited

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

### ATTENDANCE SLIP

**22<sup>nd</sup> Annual General Meeting – September 30, 2016**

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

DP ID*		Folio No	
Client ID*		No. of Shares held	

I Certify that I am member /Proxy for the member of the company, I hereby record my presence at the **22<sup>nd</sup> Annual General Meeting** of the Company held on **September 30, 2016 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, 15<sup>th</sup> Floor, Sy No 136/2 & 4, Gachibowli,  
Hyderabad – 500 032 Phone: 040-23015000,  
Fax : 040-23015444, Email : [investors@ramky.com](mailto:investors@ramky.com),  
Website: [www.ramkyinfrastructure.com](http://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/ behalf at the **22nd Annual General Meeting** of the Company to be held on **Friday, 30th September 2016 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
	<b>Ordinary Business</b>		
1	To receive, consider and adopt:		
	<ul style="list-style-type: none"> <li>the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the Report of the Board of Directors and the Report of the Auditors thereon; and</li> </ul>		
	<ul style="list-style-type: none"> <li>the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon</li> </ul>		
2	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.		
3	To ratify the appointment of M/s. Chaturvedi & Partners, Chartered Accountants (Registration Firm Registration No. 307068E) as Statutory Auditors and fix their remuneration to hold office from the conclusion of this annual general meeting until the conclusion of the next Annual General Meeting held thereafter at a remuneration and its manner of payment to be fixed by the Board of Directors/Committee thereof".		
	<b>Special Business</b>		
4	To consider, review, and approve the amendment to the Scheme of Strategic Debt Restructuring		
5.	To approve the remuneration of the Cost Auditor for the financial year ending 31st March, 2016		

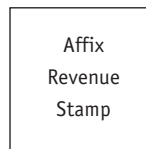
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of the Shareholder \_\_\_\_\_

Signature of first proxy holder

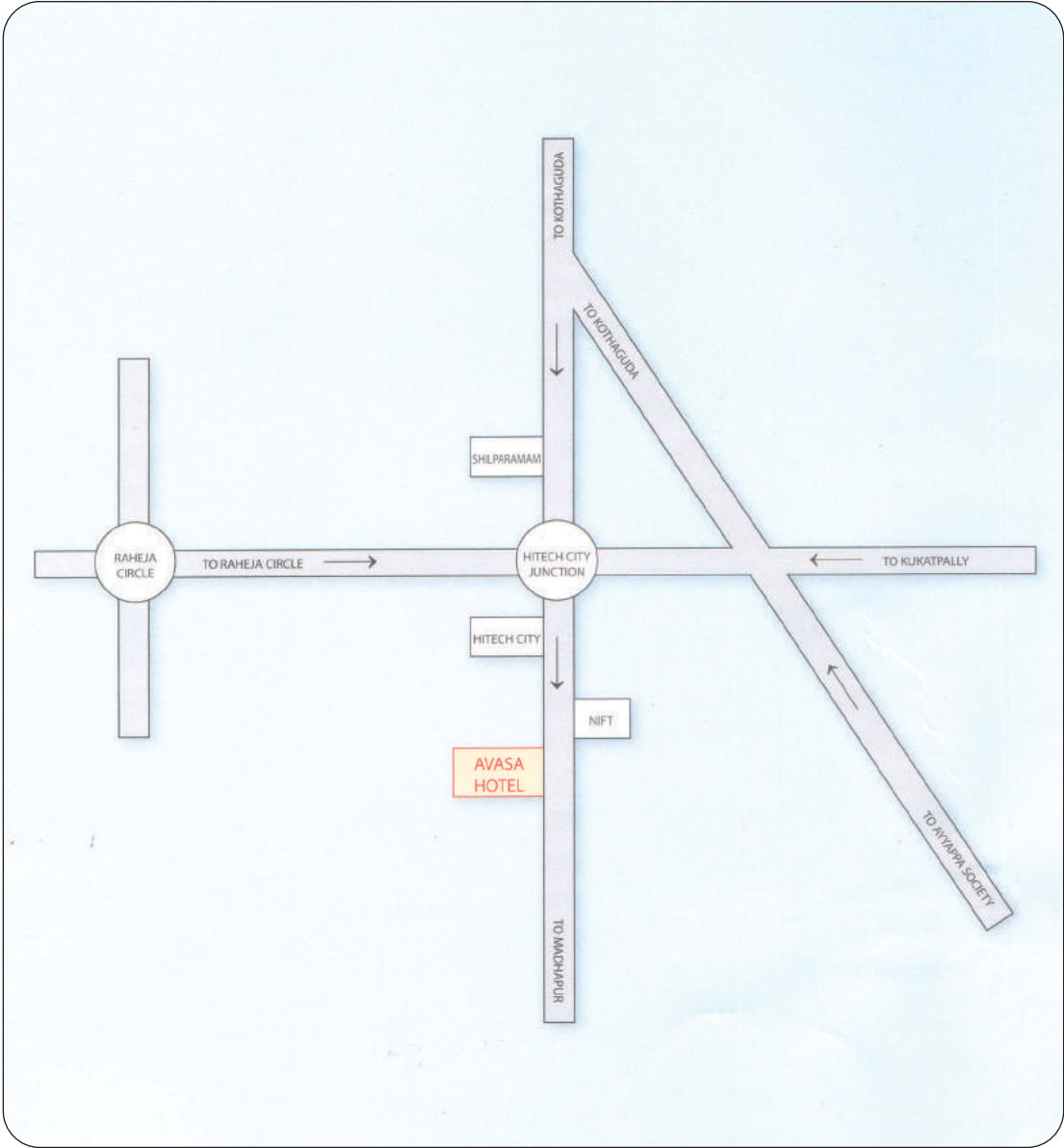
Signature of second proxy holder

Signature of third proxy holder



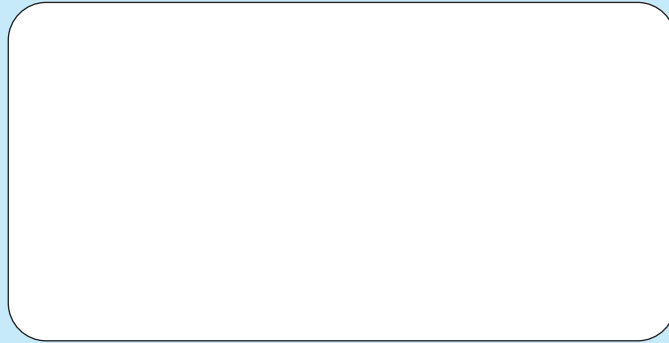
**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to AGM Venue





By Courier / Regd. Post



If undelivered, please return to:

**Ramky Infrastructure Limited**

CIN: L74210TG1994PLC017356

Ramky Grandiose, 15th Floor, Sy No 136/2 & 4,

Gachibowli, Hyderabad - 500 032, Telangana.

Phone: +91-40-23015000, Fax : +91-40-23015444

Email : [investors@ramky.com](mailto:investors@ramky.com)

Website: [www.ramkyinfrastructure.com](http://www.ramkyinfrastructure.com)