

# **Bijarnia & Associates**

## **Company Secretaries**

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### **Report of Scrutinizer on Remote e-Voting Process & Vote by Poll at 24th Annual General Meeting**

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

To  
The Chairman  
RAMKY INFRASTRUCTURE LIMITED  
Ramky Grandiose, 15th Floor,  
Sy No 136/2 & 4, Gachibowli,  
Hyderabad - 500032

Sir,

**Sub: Scrutinizer's Report on Remote e-voting Process & Vote by Poll conducted pursuant to the provisions of section 108 and 109 of Companies Act, 2013 ('the Act') read with Rule 20 and 21(2) of Companies (Management and Administration) Rules, 2014 for the 24th Annual General Meeting.**

The Board of Directors of Ramky Infrastructure Limited, ('the Company') at its meeting held on 13.08.2018, decided to provide to the members of the company, a facility to exercise their voting rights on the resolutions as set out in the notice of 24th Annual General Meeting to be held on 25<sup>th</sup> September, 2018 by way of electronic means as required under provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules').

I, Suman Bijarnia, Practicing Company Secretary bearing Membership Number: A52056 has been appointed as scrutinizer by the Board of Directors of the company at their meeting held on 13<sup>th</sup> August, 2018 as required under section 108 of the Act, read with Rule 20 of the Rules, for the purpose of scrutinizing the Remote e-voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 24th Annual General Meeting of the Company to be held on 25<sup>th</sup> September, 2018.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting by poll on the resolutions contained in the Notice and I shall make a Scrutinizer's Report of the Votes cast "in

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Office at: #SR-251, Seetharam Nagar, Safilguda, Secunderabad-500047, Telangana



25/09/2018

favour” or “against” the resolutions stated above, based on the reports generated from the Remote e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide remote e-voting facilities, engaged by the Company and based on the voting by Poll at the Annual General Meeting.

The members of the company holding shares as on the cut-off date i.e., 17th September, 2018 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.

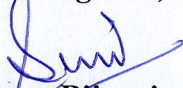
In this regard, I submit my report as under:

1. The Remote e-voting period remained open from Saturday, 22<sup>nd</sup> September, 2018 at 09:00 A.M. and ends on Monday, 24<sup>th</sup> September, 2018 at 05:00 P.M.
2. After the end of the Annual General Meeting, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the Remote e-voting website of Karvy Computershare Private Limited ( <https://evoting.karvy.com/>)
4. Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the company has also provided facility of voting through the physical ballot form to those members who do not have access to the remote e-voting facility. The physical ballot forms received by the Company were kept in my safe custody. My report includes the results of voting through the physical ballot forms in addition to votes casted through remote e-voting website of Karvy Computershare Private Limited by the eligible shareholders.
5. I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through remote e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
7. The result of the voting is as per annexure attached herewith.
8. The Register, all other papers and relevant records relating to voting shall remain in my custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe custody.

**Recommendation:**

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

Thanking You,



**Suman Bijarnia**  
Company Secretary

Membership No: A52056

Certificate of Practice No: 19013



Place: Hyderabad

Date: 25.09.2018

# **Bijarnia & Associates**

## **Company Secretaries**

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### **Report of Scrutinizer on Voting by Poll at 24<sup>th</sup> Annual General Meeting**

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

To,

The Chairman,  
RAMKY INFRASTRUCTURE LIMITED  
Ramky Grandiose, 15th Floor,  
Sy No 136/2 & 4, Gachibowli,  
Hyderabad - 500032  
Telangana

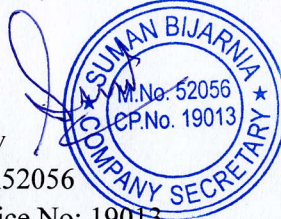
Held on 25<sup>th</sup> September, 2018 at 3.00 PM at Hotel Avasa, 1<sup>st</sup> Floor, Madhapur, Hyderabad, Telangana

Dear Sir,

I, Suman Bijarnia, Practicing Company Secretary bearing Membership Number: A52056, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of RAMKY INFRASTRUCTURE LIMITED held on 25<sup>th</sup> September, 2018 at Hotel Avasa, 1<sup>st</sup> Floor, Madhapur, Hyderabad, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company-/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were Incomplete and/or which were found defective have been treated as invalid and kept separately.
4. The result of the Poll is as per annexure attached herewith.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,  
Suman Bijarnia  
Company Secretary  
Membership No: A52056  
Certificate of Practice No: 19013  
(Scrutinizer)



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## Annexure of the Scrutinizer's Report

- (a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018 and the Report of the Auditors thereon.

- (i) Valid Votes in favour of the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	64	36555688	100
Votes by E-voting	13	59347	100
<b>Total</b>	<b>77</b>	<b>36615035</b>	<b>100</b>

- (ii) Valid Votes against the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	0	0	0
Votes by E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

- (iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	100

- (b) To appoint a director in place of Dr. Ananta purguggilla Ravindranath Reddy (DIN 01729114), who retires by rotation and being eligible offers himself for re-appointment

- (i) Valid Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	61	36554172	99.99
Votes by E-voting	10	1799	3.0313
<b>Total</b>	<b>71</b>	<b>36555971</b>	<b>99.83</b>

- (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	3	1516	0.0041



Votes by E-voting	3	57548	96.9687
<b>Total</b>	<b>6</b>	<b>59064</b>	<b>0.1613</b>

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	100

**(c) To appoint M/s. M V Narayana Reddy & Co, Chartered Accountants (Firm Registration No. 002370S) Statutory Auditors of the Company, and to fix their remuneration**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	64	36555688
Votes by E-voting	10	1799
<b>Total</b>	<b>74</b>	<b>36557487</b>
		<b>99.84</b>

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	0	-
Votes by E-voting	3	57548
<b>Total</b>	<b>3</b>	<b>57548</b>
		<b>0.1572</b>

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	100

**(d) To appoint Mrs. Mahpara Ali (DIN: 06645262) as Nominee Director of the company**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	64	36555688
Votes by E-voting	9	4297
<b>Total</b>	<b>73</b>	<b>36559985</b>
		<b>99.84</b>



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	0	0	-
Votes by E-voting	4	55050	92.75
<b>Total</b>	<b>4</b>	<b>55050</b>	<b>0.1503</b>

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	100

(e) **To fix remuneration of the cost auditor**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	64	36555688	100
Votes by E-voting	13	59347	100
<b>Total</b>	<b>77</b>	<b>36615035</b>	<b>100</b>

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Votes by Poll	0	0	-
Votes by E-voting	0	0	-
<b>Total</b>	<b>0</b>	<b>0</b>	<b>-</b>

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
*14	100

\*11 ballot papers were declared invalid

\* 2 members, 8 votes in evoting declared invalid

\*1 member holding 92 shares abstained from voting

