

NOTICE OF 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the members of Ramky Infrastructure Limited will be held on Monday, 16th Day of September, 2019 at 3.00 pm at The Federation of Telangana Chambers of Commerce & Industry (FTCCI), K L N Prasad Auditorium, Federation House, Red Hills, Hyderabad - 500 004, Telangana, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019 and the Report of the Auditors thereon.
- To appoint a Director in place of Dr. Anantapurguggilla Ravindranath Reddy (DIN 01729114), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

- TO RE-APPOINT MR. MURAHARI REDDY VELPULA (DIN: 01865148) AS INDEPENDENT DIRECTOR OF THE COMPANY AND FOR THIS PURPOSE TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration Committee and Board of Directors, consent of the members of the company be and is hereby accorded to re-appoint Mr. Murahari Reddy Velpula (DIN: 01865148), as a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, who shall hold office for five (5) consecutive years commencing from 31.03.2019, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- TO APPOINT MR. RAVIKUMAR REDDY SOMAVARAPU (DIN: 00372731) AS DIRECTOR OF THE COMPANY AND FOR THIS PURPOSE TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and subject to the enabling provisions of the Articles of Association of the Company and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and hereby accorded to regularise the appointment of Mr. Ravikumar Reddy Somavarapu (DIN: 00372731) as Director of the Company, who was appointed as

Additional Director of the Company with effect from 13th November, 2018. "

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- TO APPOINT MR. RAVIKUMAR REDDY SOMAVARAPU (DIN: 00372731) AS INDEPENDENT DIRECTOR OF THE COMPANY AND FOR THIS PURPOSE TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration Committee and Board of Directors, consent of the members of the company be and is hereby accorded to appoint Mr. Ravikumar Reddy Somavarapu (DIN: 00372731), as a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who shall hold office for five (5) consecutive years commencing from 13.11.2018, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- TO APPOINT DR. SASTRY GANGADHARA PEDDIBHOTLA (DIN: 01890172) AS DIRECTOR OF THE COMPANY AND FOR THIS PURPOSE TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and subject to the enabling provisions of the Articles of Association of the Company and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and hereby accorded to regularise the appointment of Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172) as Director of the Company, who was appointed as Additional Director of the Company with effect from 13th November, 2018. "

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- TO APPOINT DR. SASTRY GANGADHARA PEDDIBHOTLA (DIN: 01890172) AS INDEPENDENT DIRECTOR OF THE COMPANY AND FOR THIS PURPOSE TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule

IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration Committee and Board of Directors, consent of the members of the company be and is hereby accorded to appoint Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172), as a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who shall hold office for five (5) consecutive years commencing from 13.11.2018, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. TO FIX REMUNERATION OF THE COST AUDITOR AND TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and its related and applicable provisions of the Companies Act, 2013, read with the Companies (Cost records and Audit) Rules, 2014 (including

any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. S R and Associates, Cost Accountants (Firm Reg. No:000540) 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 2018-19, amounting to Rs. 1,50,000/- (Rupees One lakh fifty thousand only) as also the payment of all applicable taxes and re-imbusement 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.”

“**RESOLVED FURTHER THAT** any of the director of the company be and be hereby authorized to do all such acts, deeds and things as may be required for the above resolution.”

Place: Hyderabad
Date: 12.08.2019

By Order of the Board
For **RAMKY INFRASTRUCTURE LIMITED**
Sd/-
Y. R. NAGARAJA
MANAGING DIRECTOR
DIN: 00009810

Notes:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of items 3 to 8 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 Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (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 25th AGM and the Annual Report for 2018-19 will also be available on the Company's website 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, Karvy Fintech Private Limited. Members holding shares in electronic form must send the advice about the change of address to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.
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 Karvy Fintech 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 am and 1.00 pm 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 Rs.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 Fintech Private Limited at Karvy Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Telangana.
18. In terms of Sections 124 of the Companies Act, 2013 the amount of unclaimed or unpaid dividend transferred to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from 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. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

22. 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 Fintech 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. N.V.S.S. Suryanarayana Rao, 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., 06th Day of September, 2019 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 Physical Form:-

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 Karvy Fintech 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 Friday, 13th day of September, 2019 (9.00 AM) to Sunday, 15th day of September, 2019 (5.00 PM). During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date, Friday, 06th day of September, 2019, 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 Fintech 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 csnvss@gmail.com with copy to evoting@karvy.com. The file/ scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- xiv) The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote through e-voting, may vote at the AGM through physical ballot for all the business specified in the accompanying Notice. The Members who have exercised their right to vote by e-voting may attend the AGM but shall not vote at the AGM. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
- xv) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- xvi) The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website www.ramkyinfrastructure.com.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 3 to 8 of the accompanying Notice dated 12th Day of August, 2019.

ITEM NO 3

Mr. Murahari Reddy Velpula (DIN: 01865148) is the existing Non-Executive Independent Director of the Company who was appointed as Independent Director by the members of the company in the AGM held on 30.09.2014 who term of office is expiring on 31.03.2019. Board of Directors of the company upon recommendation of Nomination and Remuneration Committee in their meeting held on 13.02.2019 has re-appointed Mr. Murahari Reddy Velpula, Independent Director for a further period of 5 years commencing from 31.03.2019 subject to approval of members in the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of Companies Act, 2013, an Independent Director will be eligible for re-appointment for second terms of five years by passing the special resolution of members of the company and shall not be liable to retire by rotation at every AGM.

Mr. Murahari Reddy Velpula (DIN: 01865148), Non-Executive Independent Director of the Company, have given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Murahari Reddy Velpula (DIN: 01865148), fulfill the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director and is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment Mr. Murahari Reddy Velpula (DIN: 01865148), as Independent Director is now being placed before the Members for their approval.

Mr. Murahari Reddy Velpula (DIN: 01865148), being eligible and offering himself for re-appointment as Independent Director, is proposed to be re-appointed as Independent Directors for five (5) consecutive years commencing from 31.03.2019.

A brief profile of the Independent Directors to be appointed is given in Annexure 'A':

Your Board recommends the resolution at set out in Item No. 3 for approval of the members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO 4

Mr. Ravikumar Reddy Somavarapu (DIN: 00372731) who was appointed as additional Director of the Company with effect from 13th November, 2018 by the Board of Directors under Section 161 of the Act and Company's Articles of Association.

In terms of Section 161(1) of the Act, Mr. Ravikumar Reddy Somavarapu (DIN: 00372731), holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director.

The Directors are of the view that the appointment of Mr. Ravikumar Reddy Somavarapu (DIN: 00372731), as Director will be beneficial to the operations of the Company and hence said resolution is being placed before the members for their approval.

A brief profile of the Director to be appointed is given given in Annexure 'A':

Your Board recommends the resolution at set out in Item No. 4 for approval of the members as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO: 5

Upon the recommendation of Nomination and Remuneration Committee, Board of Directors at their meeting held on 13.11.2018 has appointed Mr. Ravikumar Reddy Somavarapu (DIN: 00372731), as Non-Executive Independent Director of the Company for a period of 5 year commencing from 13.11.2018 subject to approval of members in the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of Companies Act, 2013, the independent director shall be appointed by the members of the Company and shall not hold the office of Independent Directorship for more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

Mr. Ravikumar Reddy Somavarapu, have given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Ravikumar Reddy Somavarapu, Director fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment Mr. Ravikumar Reddy Somavarapu, as Independent Director is now being placed before the Members for their approval.

Mr. Ravikumar Reddy Somavarapu, being eligible and offering himself for appointment as Independent Director, is proposed to be appointed as Independent Director for five (5) consecutive years commencing from 13.11.2018.

A brief profile of the Independent Director to be appointed is given given in Annexure 'A':

Your Board recommends the resolution at set out in Item No. 5 for approval of the members as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO 6

Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172) who was appointed as additional Director of the Company with effect from 13th November, 2018 by the Board of Directors under Section 161 of the Act and Company's Articles of Association.

In terms of Section 161(1) of the Act, Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172), holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director.

The Directors are of the view that the appointment of Mr. Sastry Gangadhara Peddibhotla (DIN: 01890172), as Director will be beneficial to the operations of the Company and hence said resolution is being placed before the members for their approval.

A brief profile of the Director to be appointed is given given in Annexure 'A':

Your Board recommends the resolution at set out in Item No. 6 for approval of the members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO: 7

Upon the recommendation of Nomination and Remuneration Committee, Board of Directors at their meeting held on 13.11.2018 has appointed Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172), as a Non-Executive Independent Director of the Company for a period of 5 year commencing from 13.11.2018 subject to approval of members in the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions

of Companies Act, 2013, the independent director shall be appointed by the members of the Company and shall not hold the office of Independent Directorship for more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172), have given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172), Director fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172), as Independent Director is now being placed before the Members for their approval.

Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172), being eligible and offering himself for appointment as Independent Director, is proposed to be appointed as Independent Director for five (5) consecutive years commencing from 13.11.2018.

A brief profile of the Independent Director to be appointed is given in Annexure 'A':

Your Board recommends the resolution at set out in Item No. 7 for approval of the members as special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

ITEM NO 8

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. S R and Associates, Practicing Cost Accountants to conduct the audit of the cost records of the Company for the financial year ended March 31, 2019.

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.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

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

Place: Hyderabad,
Date: 12.08.2019

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]

Name of Director	DR. A.G. Ravindranath Reddy	Mr. Murahari Reddy Velpula
Date of Birth	18.06.1957	01.07.1943
Date of Appointment	29.05.2012	26.10.2007
Expertise in specific functional areas	Practiced as an Advocate for 2 years in Criminal Courts and Worked in Senior Management Levels in various Companies for 6 years. Associated as Practicing Company Secretary in advising various companies for over 15 years. Corporate Consultant on various Economic Laws. Handled many public issues as Advisor under SEBI guide lines Coordinated entire Merger & Amalgamation proceedings for more than 15 corporate.	He has worked in various positions in Roads & Building Department, Government of Andhra Pradesh and retired as Engineer-in-Chief (R & B). He was also worked as Commissioner, Commissionerate of Tenders Govt. A.P. He was the Managing Director of Andhra Pradesh Road Development Corporation. He has acted as consultants to various state governments and the world bank in relation to the development projects and has been appointed as an arbitrator in various matters involving the NHAI and State Governments. He is presently a visiting faculty at various institute including the National Institute for training of Highway Engineer.
Qualification	Fellow Company Secretary from the Institute of Company Secretaries of India, and is a Post Graduate in Commerce From Sri Venkateswara University and a Graduate in Law from Sri Krishnadevaraya University	Bachelor's Degree in Civil Engineering (Honours) from S.V. University Tirupati.
List of other companies in which directorship is held as on March 31, 2019*	1. Rockwell Industries Limited 2. Tanla Solutions Limited	1. IVRCL Indore Gujarat Tollways Limited
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2019*	1. Tanla Solutions Limited	Nil
Equity Shares held in the Company as on 31.03.2019	Nil	Nil
Relationship between Directors inter-se	Not Applicable	Not Applicable

Name of Director	Mr. Ravikumar Reddy Somavarapu	Dr. Sastry Gangadhara Peddibhotla
Date of Birth	10.03.1958	14.02.1937
Date of Appointment	13.11.2018	13.11.2018
Expertise in specific functional areas	Ravi K Reddy is a Chartered Accountant and Business Advisory consultant for over three decades. He consults for many businesses, especially the small, medium and emerging enterprises. Ravi has wide experience in the areas of financial and management consultancy and had traveled extensively many countries as a member of various business delegations and for negotiating several joint ventures and collaborations. He has worked for a period of 4 years, in senior management capacity in the Finance Function of a Medium Scale Manufacturing Company at Hyderabad, before establishing the Chartered Accountancy firm – RK Reddy & Associates.	Dr. P. Gangadhara Sastry was the Chairman, Environmental Appraisal Committee for River Valley Projects, Ministry of Environment and Forests, Govt. of India. He cleared irrigation Projects in different states of India with a command area of about 2 million hectares and Hydropower Projects having an installed capacity of 20,000 MW. He is a visiting Professor at Ohio State University, U.S.A., Training Specialist in World Bank Hydrology Project, 1996, Director-General, Walamtari (twice), Irrigation and Command Area Development Department, Andhra Pradesh during 1985-86 and 1993-95 and he was a Director at National Institute of Technology (NIT), Warangal during 1990-92.
Qualification	Chartered Accountant	B.Tech. (Hons) (I.I.T.KGP); M.Tech. (I.I.T.KGP); Dr.- Ing. (GERMANY), AvHF (GERMANY); D.Sc.(hc), FIE, FAPAS
List of other companies in which directorship is held as on March 31, 2019*	1. Overseas Manpower Company Andhra Pradesh Limited	1. Ramky Energy and Environment Limited 2. Athena DEMWE Power Limited 3. Tamilnadu Waste Management Limited 4. Mumbai waste Management Limited 5. Hyderabad Integrated MSW Limited 6. West Bengal Waste Management Limited

Name of Director	Mr. Ravikumar Reddy Somavarapu	Dr. Sastry Gangadhara Peddibhotla
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2019*	Nil	Nil
Equity Shares held in the Company as on 31.03.2019	Nil	Nil
Relationship between Directors inter-se	Not Applicable	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.

ATTENDANCE SLIP



RAMKY INFRASTRUCTURE LIMITED CIN: L74210TG1994PLC017356

Regd. Office: Ramky Grandiose, 15th Floor, Sy No 136/2 & 4, Gachibowli, Hyderabad – 500032
Phone: 040-23015000, Fax: 040-23015444, Email: investors@ramky.com, www.ramkyinfrastructure.com

25th Annual General Meeting – September 16th, 2019

(Please Fill This Attendance Slip And Hand It Over At The Entrance Of The Meeting Hall)

DP ID* [^]	
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Folio No	
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Client ID*	
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No. of Shares held	
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I certify that I am member / Proxy for the member of the company, I hereby record my presence at the 25th Annual General Meeting of the Company held on Monday, 16th Day of September, 2019 at 3.00 pm at The Federation of Telangana Chambers of Commerce & Industry (FTCCI), K L N Prasad Auditorium, Federation House, Red Hills, Hyderabad - 500 004, Telangana.

.....
Name of the Member

.....
(Signature of Member)

.....
Name of the Proxy Holder

.....
(Signature of Proxy Holder)

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

PROXY FORM



RAMKY INFRASTRUCTURE LIMITED

CIN: L74210TG1994PLC017356

Regd. Office: Ramky Grandiose, 15th Floor, Sy No 136/2 & 4, Gachibowli, Hyderabad – 500032
Phone: 040-23015000, Fax: 040-23015444, Email: investors@ramky.com, www.ramkyinfrastructure.com

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature	

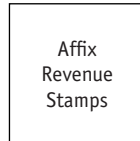
as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company held on Monday, 16th Day of September, 2019 at 3.00 pm at The Federation of Telangana Chambers of Commerce & Industry (FTCCI), K L N Prasad Auditorium, Federation House, Red Hills, Hyderabad - 500 004, Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Details:

S.No	Resolution	For	Against
Ordinary Business			
1	To receive, consider and adopt: - the Audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2019, 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, 2019 and the Report of the Auditors thereon		
2	To appoint a director in place of Dr. Anantapurguggilla Ravindranath Reddy (DIN 01729114), who retires by rotation and being eligible offers himself for re-appointment		
Special Business			
3	To re-appoint Mr. Murahari Reddy Velpula (DIN: 01865148) as an Independent Director of the Company for a period of five (5) years		
4	To appoint Mr. Ravikumar Reddy Somavarapu (DIN: 00372731) as a Director of the Company		
5	To appoint Mr. Ravikumar Reddy Somavarapu (DIN: 00372731) as an Independent Director of the Company for a period of five (5) years		
6	To appoint Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172) as a Director of the Company		
7	To appoint Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172) as an Independent Director of the Company for a period of five (5) years		
8	To fix remuneration of the Cost Auditor for the financial year 2018-19		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 2019



Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder across Revenue Stamp

Note:

- 1) 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.
- 2) The proxy need not be a member of the company