



Hyderabad,  
13<sup>th</sup> April, 2017.

**Ramky Infrastructure Ltd.**  
Ramky Grandiose, 15<sup>th</sup> Floor  
Sy.No. 136/2 & 4, Gachibowli  
Hyderabad - 500 032  
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F: +91 40 2301 5100  
E: info@ramky.com  
www.ramkyinfrastructure.com  
CIN: L74210TG1994PLC017356

To

The General Manager Listing Department Bombay Stock Exchange Limited P.J. Towers, Dalal Street, Mumbai-400 001 Fax No: 022-22722037/39/41/61	The Vice President Listing Department National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai -400 051 Fax No: 022- 26598237/38
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Through upload Listing Center/NEAPS

**Sub: Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2017**

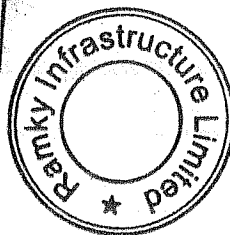
Pursuant to regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2017.

Kindly take the above information on records.

Thanking you

**For RAMKY INFRASTRUCTURE LIMITED**

**Y.R NAGARAJA  
MANAGING DIRECTOR  
DIN: 00009810**



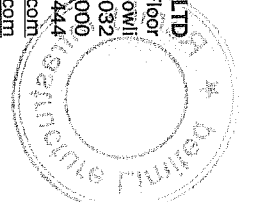
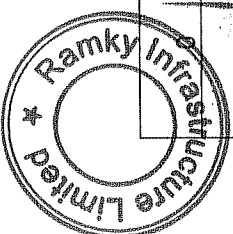
**Encl: As above**

1. Name of Listed Entity Ramky Infrastructure Limited
2. Quarter ending: 31<sup>st</sup> March, 2017

Format to be submitted by listed entity on quarterly basis

**RAMKY INFRASTRUCTURE LTD**  
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1. Composition of Board of Directors								
Title (Mr./ Mrs)	Name of the Director	PAN\$ & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee )&	Date of Appointment in the Current term / cessation	Tenure*	No of Director-ships in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholders Committee(s) including this listed Entity (Refer Regulation 26(1) of Listing Regulations)	Number post of Chairperson in Audit/ stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	A. Ayodhya Rami Reddy	ADIPA3333K 00251430	Executive Chairman	20.06.2014	NA	1	0	0
Mr.	Y. R. Nagaraja	AAIPY7302D 00009810	Managing Director	01.04.2012	NA	1	4	0
Mr	A G Ravindranath Reddy	ABGPA6291G 01729114	Non – Executive Independent Director	30.09.2014	30 Months	2	2	1
Mr.	V. Murahari Reddy	AAOPV8093J 01865148	Non – Executive Independent Director	30.09.2014	30 Months	2	3	1
Mr.	G. Krishna Kumar	AFBPG4014L 00090715	Non - Executive Director	30.09.2015	NA	1	4	



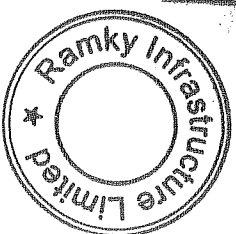
Mrs.	A. Rama Devi	AFMPA9250P 07120218	Non – Executive - Independent Director	30.09.2015	18 months	1	0	0
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\$PAN number of any director would not be displayed on the website of stock exchange  
&Category of directors means Executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.  
\*to be filled only for Independent Director. Tenure would mean total Period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II Composition of Committees		Name of the Member	Category ( Chairperson / Executive / Non-Executive / Independent / Nominee)\$
1. Audit Committee		1. A.G. Ravindranath Reddy	Chairman- Non – Executive Director-Independent Director
		2. V. Murahari Reddy	Member - Non – Executive Director-Independent Director
		3. G. Krishna Kumar	Member - Non – Executive Director
2. Nomination & Remuneration Committee		1. V. Murahari Reddy	Chairman- Non – Executive Director-Independent Director
		2. G. Krishna Kumar	Member - Non – Executive Director
		3. A.G. Ravindranath Reddy	Member - Non – Executive Director-Independent Director
3. Stakeholders Committee	Relationship	1. V. Murahari Reddy	Chairman- Non – Executive Director-Independent Director
		2. A.G. Ravindranath Reddy	Member - Non – Executive - Independent Director
		3. Y.R. Nagaraja	Member - Executive Director
4. Risk Management Committee (if Applicable)		NA	NA

&Category of directors means Executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors		Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter		14.02.2017	From 13 <sup>th</sup> December 2016 to 14 <sup>th</sup> February 2017 : 62 Days
13.12.2016			



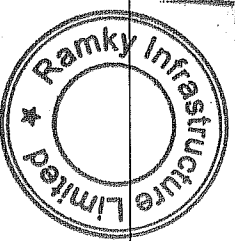
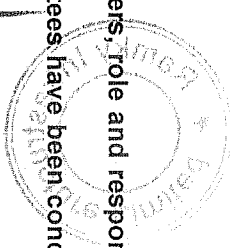
IV. Meeting of Committees			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Details)	Date(s) of Meeting of the committee in the in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14 <sup>th</sup> February 2017	Yes, out of 3, 3 members were present	13 <sup>th</sup> December, 2016	62 Days
*this information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

V. Related Party Transactions		Compliance status (Yes / No /NA) refer note below
Whether prior approval of audit committee obtained	Yes	
Whether shareholders approval obtained for material RPT	Not applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not applicable	

Note:  
1. In the Column "Compliance Status"; compliance or non-compliance may be indicated by Yes/No/NA.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transaction, the word "N.A." may be indicated.

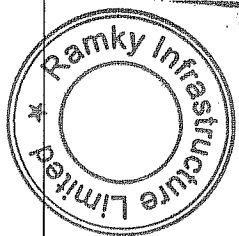
2. If status is "No" details of non-compliance may be give here.

- VI. Affirmations**
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.
  2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
    - a. Audit Committee
    - b. Nomination & Remuneration committee
    - c. Stakeholders relationship Committee
  3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listed obligations and disclosure requirements) Regulations, 2015.
  4. The meetings of the Board of Directors and the above committees, have been conducted in the manner as specified in SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015.



5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

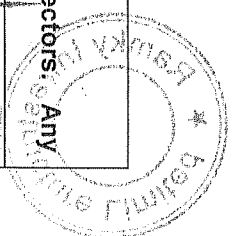
Place : Hyderabad  
Date : 13.04.2017



For Ramky Infrastructure Limited

A handwritten signature in black ink, appearing to read "Y.R. Nagaraja".

Y.R. NAGARAJA  
Managing Director  
DIN:00009810

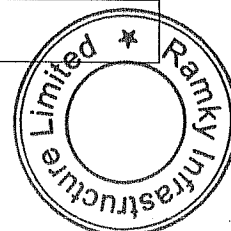


Note:

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmers imparted to independent	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressed and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	NA
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	NA



Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent Memberships in Committees	25(7)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(1)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(4)	Yes
	26(2) & 26(5)	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For **RAMKY INFRASTRUCTURE LIMITED**

*Y.R. Nagaraja*  
**Y.R.NAGARAJA**  
**MANAGING DIRECTOR**  
**DIN: 00009810**

