



RAMKY INFRASTRUCTURE LIMITED

Regd. Office: Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4,
Gachibowli, Hyderabad – 500032, Telangana, India
(CIN: L74210TG1994PLC017356)

Notice of Extra-Ordinary General Meeting

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Ramky Infrastructure Limited (‘the Company’) will be held on Monday, October 30, 2017 at 10.30 a.m. at the Club House, Ramky Discovery City, Saraswathi Guda, Maheshwaram, Ranga Reddy, Hyderabad – 501 359, Telangana, India to transact the following business:

SPECIAL BUSINESS:

1. Issue of Convertible Equity Warrants on Preferential basis to Promoter / Promoter Group and Non-Promoter Investors

To consider and if thought fit, to pass the following resolution with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 62(1)(c), read with Section 42, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, the rules and regulations issued by the Securities and Exchange Board of India (“SEBI”), including the provisions of Chapter VII – “Preferential Issue” and other applicable provisions, if any, of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable and subject to the permission(s), consent(s), sanction(s) and approval(s), if any, by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, from time to time in one or more tranches, 1,20,00,000 (One Crore and Twenty Lakhs only) Convertible Equity Warrants (“Warrants”) on a preferential basis to investors mentioned below (“Warrant Holder”), being the Promoter / Promoter Group and Non-Promoters of the Company (as defined in the ICDR Regulations), with a right to Warrant Holder to apply for and get allotted one equity share of face value of Rs. 10/- (Rupees Ten Only) each (the “Equity Shares”), ranking in all respects pari-passu with the existing equity shares of the Company, for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, at a price (including the warrant subscription price and the warrant exercise price) of Rs. 101/- each (Rupees One Hundred and One Only) aggregating to Rs. 121,20,00,000/- (Rupees One Hundred and Twenty One Crores and Twenty lakhs only), or such higher price as may be arrived at in accordance with the ICDR Regulations, 2009, on preferential allotment basis to the Promoter / Promoter Group and Non Promoters in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

DETAILS OF ALLOTEES:

Promoter / Promoter Group Investor:

1. Issue of 50,00,000 [Fifty Lakhs only] convertible equity warrants of Rs. 10/- [Rupees ten only] each at a price of Rs. 101/- [Rupees One Hundred and One only] aggregating to Rs. 50,50,00,000/- (Rupees Fifty Crores and Fifty Lakhs only) to Mrs. A Dakshayani, [wife of Mr. Alla Ayodhya Rami Reddy , Promoter Ramky Infrastructure Limited] forming part of Promoter Group.

Non Promoter Investors:

2. Issue of 70,00,000 [Seventy lakhs only] convertible equity warrants of Rs. 10/- [Rupees Ten only] each at a price of Rs. 101/- [Rupees One Hundred and One only] aggregating to Rs. 70,70,00,000/- (Rupees Seventy Crores and Seventy Lakhs only) to the following Non-Promoter Investors

Sl. No.	Name of the Investor	Number of Convertible Equity Warrants
1.	Aadi Financial Advisors LLP [LLPIN: AAA-1118]	50,00,000
2	Saraswati Commercial (India) Limited, a public Listed Company on BSE (Scrip Code: 512020) [CIN: L51909MH1983PLC166605]	10,00,000
3	Ind-Finance and Securities Trust Private Limited [CIN: U65910MH1986PTC039201]	10,00,000
	TOTAL	70,00,000

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 71(a) of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of warrants is **Saturday, September 30, 2017**, being the date which is 30 (Thirty) days prior to the date of the shareholders' meeting to be held on Monday, October 30, 2017.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals, in accordance with provisions of ICDR Regulations.

RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- (i) The proposed allottees of Warrants shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% [Twenty-five percentage only] of the exercise price determined in compliance with the provisions of the SEBI (ICDR) Regulations, 2009;
- (ii) The balance 75% [Seventy-five percentage only] of the exercise price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the allotment thereof;
- (iii) The proposed allottees of Warrants will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment ("Tenor") thereof, in one or more tranches;
- (iv) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- (v) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised

- along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;
- (vi) The Company make an application for Listing, within 21 days from date of allotment of Equity Shares, upon conversion of warrants, to the stock Exchanges where shares of the Company are listed in accordance with SEBI (LODR) Regulations, 2015;
 - (vii) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing fully paid Equity Shares of the Company;
 - (viii) Upon exercise of the Warrants by the Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company as the registered owner of such Equity Shares;
 - (ix) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
 - (x) Subject to the provisions of Regulation 79 of Chapter VII of the ICDR Regulations, the Warrants and equity shares allotted on exercise of such Warrants will be transferable within the Promoters and persons forming part of Promoter Group;
 - (xi) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant holder:
(a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
 - (xii) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant holder to the Company in accordance with the provisions of ICDR Regulations;
 - (xiii) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues;
 - (xiv) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder(s) of the Company; and
 - (xv) Until the Warrants are transferred, the Company shall treat Warrant Holder as the absolute owner for all purposes without being affected by any notice to the contrary.
 - (xvi) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT the Board / Board Committee be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the

Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Directors be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto.”

By Order of the Board
Ramky Infrastructure Limited

Y. R. Nagaraja
Managing Director
DIN: 00009810

Place: Hyderabad
Date: 30.09.2017

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') relating to the Special Business to be transacted at the Extra-Ordinary General Meeting ('EGM') is annexed hereto and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT ANY TIME BUT NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE EGM. A FORMAT OF PROXY FORM IS ENCLOSED. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. TO ATTEND AND VOTE AT THE EGM ON THEIR BEHALF MUST BE SUPPORTED BY CERTIFIED COPY OF THE BOARD RESOLUTION/ AUTHORITY LETTER, AS APPLICABLE.
3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the EGM.
5. Members / Proxies for Members, holding shares in dematerialized form should also bring their latest Statement of Account held with the concerned depository participant for attending the EGM.
6. Members are requested to bring their attendance slip to the EGM Venue.
7. Attendance Slip, Proxy Form along-with the route map showing directions to reach the venue of the EGM is enclosed herewith.
8. Members are informed that in case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

9. Notice of EGM of the Company, Attendance Slip, Proxy Form, Route Map along-with other relevant documents are open for inspection by the members at the Registered Office and copies thereof are open for inspection at the Registered Office of the Company during working hours between 9.30 a.m. and 1.00 p.m. on all working days up to the date of the EGM. The Registered Office of the Company is situated at Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4, Gachibowli, Hyderabad – 500032, Telangana, India. The aforesaid documents are also available on the Company's website i.e., www.ramkyinfrastructure.com for their download.
10. Members are requested to send all their correspondence directly to Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company at Karvy Selenium Tower-B, Plot No.31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India, Tel: 040 – 67161500, Toll Free No:18003454001; Email: einward.ris@karvy.com.
11. Members are requested to notify to the Company/Registrar and Share Transfer Agent of their email address and any change in the correspondence address.
12. The members holding shares in physical form are further requested to convert their shareholding from Physical form to Demat form with a Depository Participant of their choice. Holding share in demat form has following advantages:
 - i. Freedom from physical storage.
 - ii. Elimination of chances of theft, mutilation, defacement.
 - iii. Easy to sell and realize sale proceeds and/or dividend in the bank account linked with the Depository.
 - iv. Contribution to the 'Green Initiative'
13. The Securities and 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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.
14. Voting through electronic means
 - a. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide its members the facility to exercise their right to vote at the EGM by electronic means from a place other than the venue of the EGM ('remote e-voting').
 - b. For this purpose, the Company has availed the e-Voting Services provided by Karvy Computershare Private Limited. The complete details of instructions for e-voting are as provided below:
 - c. The facility for voting through ballot paper shall also be available at the EGM and the members attending the EGM who have not cast their vote through remote e-voting shall be able to cast their vote at the EGM. Members who would have already cast their vote through remote e-voting shall be entitled to attend the EGM but shall not have the right to vote again at EGM.
 - d. 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 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 27.10.2017 (09.00 AM) upto 29.10.2017 (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., 23.10.2017, 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/Fls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to kritika@agrlaws.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.
 - 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 along with the Scrutinizer's Report shall be placed on the Company's website www.ramkyinfrastructure.com.
- a) Other Information :
1. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23.10.2017.
 2. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way of poll / ballot paper at the EGM. Any Member, who has already exercised his votes through Remote evoting, may attend the Meeting but is prohibited to vote at the Meeting and his vote, if any, cast at the Meeting shall be treated as invalid.

3. The Board of Directors has appointed Ms. Kritika Sharma, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding forty eight (48) hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or a person authorized by him in writing.
5. Based on the Scrutinizer's report, the Chairman or any other Director so authorised shall countersign the scrutinizer's report and declare the result of the voting forthwith with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not within forty-eight (48) hours of conclusion of the EGM.
6. The result of the voting, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office. Further, such the Results along with the Scrutinizer's Report shall be immediately placed on the Company's website www.ramkyinfrastructure.com and on the website of NSDL and communicated to BSE Ltd. and National Stock Exchange of India Ltd.
7. Electronic copy of the Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email ID's are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their respective email addresses, physical copies of the Notice of EGM of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the business mentioned in the Notice convening the EGM, as required under Section 102(1) of the Companies Act, 2013.

Item No. 1:

The members are requested to note that in order to augment the working capital requirements of the Company and for meeting other long term funding requirements including debt repayment, it is proposed to raise approximately Rs. 121,20,00,000/- (Rupees One Hundred and Twenty-One Crores and Twenty Lakhs only), through issue of convertible equity warrants route on preferential basis to the Promoter / Promoter Group and Non-Promoter investors.

With the above mentioned object, the Board of Directors in its meeting held on 30th September, 2017, has approved the proposal of making preferential allotment of 1,20,00,000 (One Crore and Twenty Lakhs only) warrants to the Promoter / Promoter Group and Non-Promoter Investors at a price of Rs. 101 [Rupees One Hundred and One only], per warrant. The above said price is arrived at, in accordance with the ICDR Regulations ("Issue Price"), convertible at the option of Warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into (1) one number of fully paid up Equity Share of the Company of Rs. 10/- (Rupees Ten only) each, per share.

The price calculated for the above issue of convertible warrants is as per the SEBI (ICDR) Regulations, 2009 as amended from time to time as applicable to issue of securities on preferential basis.

The members are requested to note that as per Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder and Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended, prior approval of the shareholders by way of Special Resolution is required to issue convertible equity warrants to the Promoter/Promoter Group and Non-Promoter investors.

Salient features of the preferential issue of Warrants are as under:

The proposed issue and allotment of Warrants, on a preferential basis, shall be governed by the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") and the Companies Act, 2013 read with rules made thereunder ("Act").

Without generality to the above, the salient features of the preferential issue of Warrants are as under:

- The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Warrants is 30.09.2017, which is 30 [thirty] days prior to the date of the shareholders' meeting to be held on 30.10.2017.

- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Warrants is Rs. 99.84, being higher of (a) the average of the high and low of the volume weighted average price at the National Stock Exchange of India Limited for 26 weeks prior to the relevant date viz. Rs. 99.84 and (b) the average of the high and low of the volume weighted average price at the National Stock Exchange of India Limited for 2 weeks prior to the relevant date viz. Rs. 99.35. The issue price of the Warrants is Rs. 101/- [Rupees one hundred and one only] per warrant which is more than the aforesaid minimum price.
- 25% [Twenty-five percentage only] of the consideration for preferential issue of Warrants shall be received by the Company prior to the allotment of said warrants.
- The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- At the time of exercise, the Warrant Holder shall pay the balance 75% [Seventy-five percentage only] of the consideration payable in respect of the Warrants so being exercised. The amount paid will be adjusted / set off against the issue price of the resultant equity shares. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 [eighteen] months, such entitlement shall lapse and the amount paid on such warrants shall stand forfeited.
- Post conversion of the Warrants, the paid-up equity share capital would be Rs. 69,19,77,910/- (Rupees Sixty-Nine Crores Nineteen Lakhs Seventy Seven Thousand Nine Hundred and Ten only) and Securities premium would be Rs. 517,33,48,867/- (Rupees Five Hundred and Seventeen Crores Thirty Three Lakhs and Forty Eight Thousand Eight Hundred and Sixty Seven only) on the assumption that entire 100% (One Hundred percentage only) Warrants will be subscribed by Warrant Holder and converted into equity shares by the Company on application being made by the Warrant Holder to that effect.
- The Company has not made any preferential issue of securities in this financial year, other than the proposed issue of Warrants as stated in this notice.
- The Warrant Holder has not sold any equity shares during the six months preceding the Relevant Date. The Warrant Holder has not subscribed to any warrants of the Company during last one year.

The other information prescribed under Regulation 73 of the ICDR Regulations is as follows:

a. Object of the preferential issue of Warrants and details of utilization of proceeds:

The proceeds of the preferential issue will be utilized towards augmenting the working capital requirements and meeting other long term funding requirements, including repayment of debt.

b. The proposal or intention of the Promoter / Promoter group / Non-Promoter Investor to subscribe to the proposed preferential issue, if any:

To meet the objects of the issue, the Promoter group has shown their interest to subscribe to the warrants. 50,00,000 [Fifty lakhs only] equity warrants are subscribed by Mrs. A Dakshayani (Wife of Mr. Alla Ayodhya Rami Reddy, Promoter, Ramky Infrastructure Limited)

c. Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares arising out of Warrants in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is September 30, 2017 (i.e., 30 days prior to the declaration of results of general meeting, i.e., October 30, 2017).

The Warrants will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations, 2009.

d. Pricing of the Issue:

The issue of warrants and equity shares arising through issuance will be at a price not less than higher of following:

- a) The average of the weekly high and low of the Volume weighted average price of the Company's Shares quoted on the Stock Exchange during the twenty six weeks preceding the 'relevant date'.
- b) The average of the weekly high and low of the Volume weighted average price of the Company's Shares quoted on a Stock Exchange during the two weeks preceding the 'relevant date'.

The price above is determined on the basis of the quotes available on the National Stock Exchange Limited, wherein the Company shares are traded highest in volume, during the preceding 26 weeks prior to the relevant date.

The issue price is at a minimum exercise price as may be arrived at in accordance with the ICDR Regulations ("Issue Price"), at the relevant date in on September 30, 2017.

e. The Company hereby undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 if it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

f. The shareholding pattern of the Company before and after the preferential issue of Warrants:

Shareholding pattern before and after the proposed preferential issue of Warrants is as follows:

Category	Pre-issue Shareholding (as on September 30, 2017)		Post-issue Shareholding*	
	Number of Shares held	% of Shareholding	Number of Shares held	% of Shareholding
A. Promoters Holding				
1. Indian – Individual				
A Ayodhya Rami Reddy	3,45,56,122	60.42	3,45,56,122	49.94
A Dakshayani	18,76,000	3.28	68,76,000	9.94
Y R Nagaraja	16,74,480	2.93	16,74,480	2.42
A Sharan	1,80,000	0.31	1,80,000	0.26
A Ishaan	1,80,000	0.31	1,80,000	0.26
M Venugopal Reddy	24,000	0.04	24,000	0.03
M Vasudeva Reddy	14,700	0.03	14,700	0.02
A Ramakrishna Reddy	12,000	0.02	12,000	0.01
Y R Nagakrishna	12,000	0.02	12,000	0.01
A Peri Reddy	1,250	0.00	1,250	0.00
Y R Madhurani	600	0.00	600	0.00
2. Bodies Corporate (RAMKY FINANCE AND INVESTMENT PVT LTD)	2,25,000	0.39	2,25,000	0.33
Foreign	-	-	-	-
Sub-Total (A)	3,87,56,152	67.76	4,37,56,152	63.23
B. Non-Promoters Holding				
1. Institutional				
Mutual Funds	0	0.00	0	0.00
Venture Capital Funds	2,52,716	0.44	2,52,716	0.37
Alternate Investment Funds	0	0.00	0	0.00

(Contd.)

Category	Pre-issue Shareholding (as on September 30, 2017)		Post-issue Shareholding*	
	Number of Shares held	% of Shareholding	Number of Shares held	% of Shareholding
Foreign Venture Capital Investors	0	0.00	0	0.00
Foreign Portfolio Investors	2,750	0.00	2,750	0.00
Financial Institutions/Banks	4,43,922	0.78	4,43,922	0.64
Any Other				
Foreign Corporate Bodies				
Tara India Holdings Ltd	16,11,137	2.82	16,11,137	2.33
2. Non-Institution				
Individuals- Individual shareholders holding nominal share capital up to Rs. 2 lakhs	58,88,480	10.29	58,88,480	8.51
Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	50,31,706	8.80	50,31,706	7.27
Vallabh Bhanshali	6,09,259	1.07	6,09,259	0.88
NBFCs Registered with RBI	4,41,965	0.77	4,41,965	0.64
Any Other:				
TRUSTS	840	0.00	840	0.00
NON-RESIDENT INDIANS	11,19,299	1.96	11,19,299	1.62
SHAAJI PALLIYATH	8,61,711	1.51	8,61,711	1.25
CLEARING MEMBERS	47,375	0.08	47,375	0.07
NON RESIDENT INDIAN NON REPATRIABLE	3,64,762	0.64	3,64,762	0.53
BODIES CORPORATES	32,36,687	5.66	1,02,36,687	14.79
Sub-total (B)	1,84,41,639	32.24	2,54,41,639	36.77
GRAND TOTAL	5,71,97,791	100.00	6,91,97,791	100.00

* The above post-issue shareholding pattern has been prepared on the assumption the entire Warrants shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.

g. Proposed time within which preferential issue of Warrants shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of Warrants shall be completed, within a period of 15 [Fifteen] days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

h. The Identity of the natural persons who are the ultimate beneficial owners of the shares/ Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them

The identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and /or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

S. No.	Details of Subscriber	Category of Subscriber	Pre-Issue shareholding		Number of Equity shares proposed to be allotted	Post Issue Share holding after conversion of the Warrants		Beneficial Ownership
1.	Mrs. A Dakshayani	Individual (Promoter)	18,76,000	3.28	50,00,000	68,76,000	9.94	-
2.	Aadi Financial Advisors LLP (LLPIN: AAA-1118)	Body Corporate (Non-Promoter)	NIL		50,00,000	50,00,000	7.23	Partners of the LLP represented by Designated Partners-1) Mr. Akash Bhanshali, (DIN 00265600) 2) Ms. Payal Bhanshali, (DIN - 01845896)
3.	Saraswati Commercial (India) Limited A Public Listed Company on BSE (Scrip Code:512020)	Body Corporate (Non-Promoter)	NIL		10,00,000	10,00,000	1.45	Promoter / Promoter Group: 73.35% Public: 26.65%
4	Ind-Finance and Securities Trust Private Limited	Body Corporate (Non-Promoter)	NIL		10,00,000	10,00,000	1.45	1) Mr. Nirmal Kumar Gangwal 2) Nirmal Neelam Family Trust

*Assuming 100% conversion of warrants

Note: (i) Post Shareholding pattern have been prepared on the assumption that the entire Warrants shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.

i. Change in control, if any, in the Company consequent to the preferential issue

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

j. Consequential Changes in the Voting Rights

k. Voting rights will change in tandem with the shareholding pattern. However, there shall not be any change in the management control of the Company.

(i) Lock-in-period

The entire pre-preferential shareholding of Warrant Holder, if any, shall also be locked-in as per Regulation 78 of the ICDR Regulations.

(ii) Warrants, being allotted to promoter(s), shall be locked in for a period of 3 (three) years and the Equity Shares allotted pursuant to the conversion of these warrants shall be put under fresh lock in for a period of 3 (three) years from the date of trading approval granted in respect of such equity shares or such other period as may be prescribed by the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009.

(iii) Warrants allotted, if any to Non-Promoters shall be locked in for a period of 1 (one) year and the equity shares allotted pursuant to the conversion of these warrants shall be put under fresh lock in for a period of 1 (one) year from the date of trading approval granted in respect of such equity shares or such other period as may be prescribed by the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009.

l. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price

Post 31st March, 2016 and up to the date of this Notice, the following preferential allotments have been made:

Date of allotment	No. of Securities allotted	Issue Price	No. of allottee(s)	Type of Security
----NIL---				

m. Other Disclosures

- (i) It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter.

The Board, in its meeting held on 30.09.2017 has approved the issuance of Warrants on preferential basis to the Warrant Holder in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

- (ii) A copy of the certificate from M/s. M V Narayana Reddy & Co., Chartered Accountants, Statutory Auditors of the Company, certifying that the above preferential issue of Warrants is made in accordance with the applicable provisions of the ICDR Regulations, will be open for inspection at the Registered Office and Corporate Office of the Company during working hours between 9.30 a.m. and 1.00 p.m. on all working days up to the date of the EGM. Copies of the above mentioned Statutory Auditor's certificate shall also be laid before the EGM.

- (iii) Regulation 72(1)(a) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the resolution as set out in Item No. 1 above to be passed as a Special Resolution.

- (iv) None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1 except Mrs. A. Dakshayini, proposed allottee of warrants and Mr. A. Ayodhya Rami Reddy, Executive Chairman, who forms part of the promoter group.

- (v) Other members of promoter and promoter group shall also be deemed to be concerned or interested in the proposed Resolution in Item No. 1, by reason of their being part of the Promoter Group which also includes the Warrant Holder. Apart from the above, no other Director or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1 except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 1 of the accompanying Notice for approval of the members at the Extra-Ordinary General Meeting.

By Order of the Board
Ramky Infrastructure Limited

Y. R. Nagaraja
Managing Director
DIN: 00009810

Place: Hyderabad
Date: 30.09.2017



RAMKY INFRASTRUCTURE LIMITED

Regd. Office: Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4,
Gachibowli, Hyderabad – 500032, Telangana, India
(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]

Venue of the Meeting: Club House, Ramky Discovery City, Saraswathi Guda, Maheshwaram, Ranga Reddy, Hyderabad – 501 359, Telangana

Date & Time: Monday, October 30, 2017 at 10.30 am

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name	
Address	
DP Id *	
Client Id *	
Folio No.	
No. of Shares held	

I/ We being the member(s) of Ramky Infrastructure Limited hereby appoint the following as my / our Proxy to attend and vote (for me / us and on my / our behalf) at the Extra-Ordinary General Meeting of the Company held on Monday, October 30, 2017 at 10.30 a.m. at the **Club House, Ramky Discovery City, Saraswathi Guda, Maheshwaram, Ranga Reddy, Hyderabad – 501 359, Telangana**, India and at any adjournment thereof in respect of such resolutions as are indicated below:

(1)	Name:	or failing him;
	Address:	
	E-mail Id:	
(2)	Name:	or failing him;
	Address:	
	E-mail Id:	
(3)	Name:	
	Address:	
	E-mail Id:	

(Contd.)

S.No.	Resolution	For	Against
	Special Business		
1	Issue of Convertible Equity Warrants on Preferential basis to Promoter / Promoter Group and Non-Promoter Investors		

Signed this _____ day of _____ 2017

Affix
Revenue
Stamp

Signature of the Shareholder _____

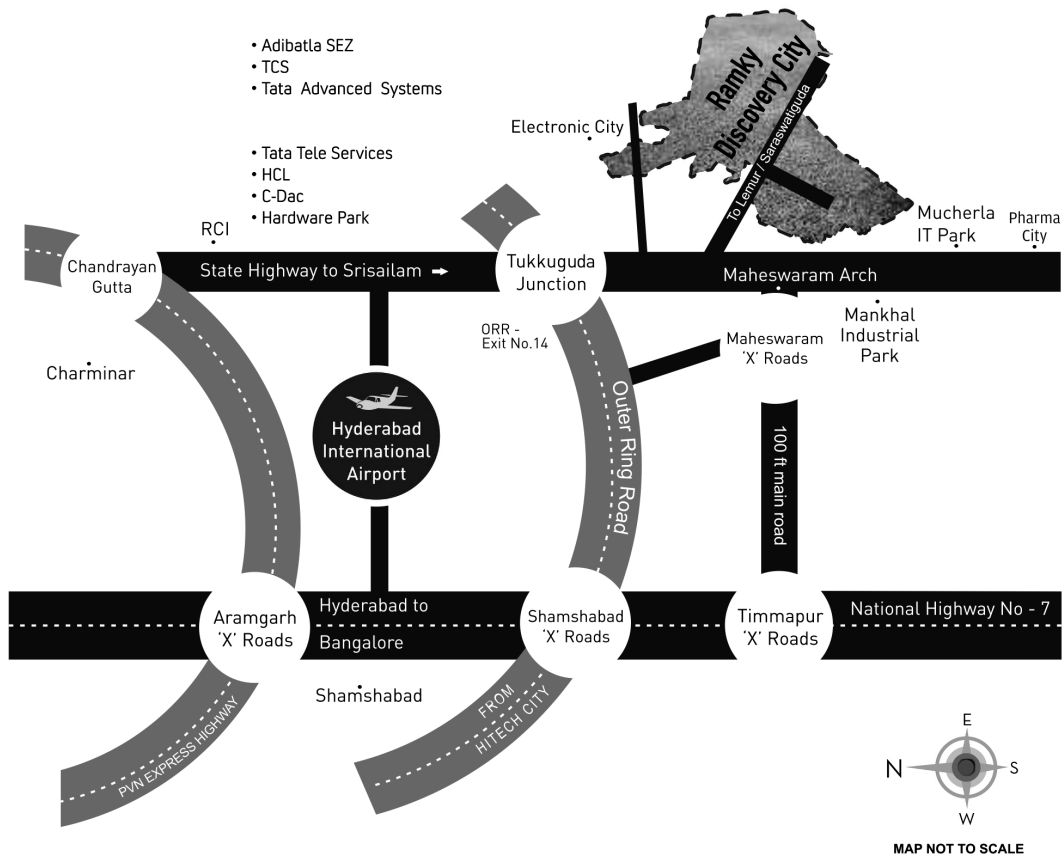
Signature of first proxy holder

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 for Extra-Ordinary General Meeting





RAMKY INFRASTRUCTURE LIMITED

Regd. Office: Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4,
Gachibowli, Hyderabad – 500032, Telangana, India
(CIN: L74210TG1994PLC017356)

ATTENDANCE SLIP

Venue of the Meeting	Club House, Ramky Discovery City, Saraswathi Guda, Maheshwaram, Ranga Reddy, Hyderabad – 501 359, Telangana
Date & Time	Monday, October 30, 2017 at 10.30 am

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name	
Address	
DP Id *	
Client Id *	
Folio No.	
No. of Shares held	

I certify that I am the registered shareholder / Proxy for the registered shareholder of the company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Monday, October 30, 2017 at 10.30 a.m. at the Club House, Ramky Discovery City, Saraswathi Guda, Maheshwaram, Ranga Reddy, Hyderabad – 501 359, Telangana, India.

(Signature of Member / Proxy)

Note :

1. Electronic copy of the Notice of the Extra-Ordinary General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Extra-Ordinary General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Notice of the Extra-Ordinary General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.

Printed Matter
Book-Post

If undelivered please return to:



RAMKY INFRASTRUCTURE LIMITED

Regd. Office: Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4,
Gachibowli, Hyderabad – 500032, Telangana, India
(CIN: L74210TG1994PLC017356)