



**Ramky Infrastructure Ltd.**

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CIN: L74210TG1994PLC017356

Hyderabad,  
01.06.2021

To

The General Manager Listing Department BSE 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: Annual Secretarial Compliance Report for the year 2020 - 21**

As per Regulation 24A of SEBI (LODR) Regulations, 2018 read with SEBI Circular dated February 08, 2019, please find enclosed Report on Annual Secretarial Compliances Report for the Financial Year ended 2020-21.

Kindly take the above information on records.

Thanking you

**For RAMKY INFRASTRUCTURE LIMITED**

**ARJUN UPADHYAY**  
**COMPANY SECRETARY**  
**M.No: 50879**

**Encl: As above**

**Secretarial Compliance Report of Ramky Infrastructure Limited  
for the year ended 31<sup>st</sup> March, 2021**

I Venkata Satya Sesa Suryanarayana Rao Nedunuri, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Ramky Infrastructure Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31<sup>st</sup> March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(not attracted during the year under review)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not attracted during the year under review)*

Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(not attracted during the year under review)*



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not attracted during the year under review)*
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; *(not attracted during the year under review)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (j) and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matter specified below:-

S. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 23(9) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	Company has delayed in disclosing the related party transactions on a consolidated Basis for the half year ended 30.09.2020.	As per regulation 23(9), Company has delayed in submission of disclosures of related party transactions in the format specified in the relevant Accounting Standards for half year ended on



			30.09.2020 to the stock exchanges and the same was published on its website with delay. However, the NSE has waived off the fine imposed for delay in compliance under regulation 23 (9) of SEBI (LODR) 2015 vide their letter dated 20.05.2021.
2.	Regulation 34 (2) (f) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	Company was falling under the top 1000 listed entity based on market capitalization (calculated as on March 31 of 2019) and has missed to include the business responsibility report Describing the initiatives taken by them from an environmental, social and governance perspective in the Annual report of 2019-2020.	As per the Regulation 34 (2) (f), Company has not included the business responsibility report in the Annual Report of 2019-2020. However, the same was submitted with the Stock Exchanges separately.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.



(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India Limited	Non Submission of Business Responsibility Report (applicable to top 1000 companies) under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	National Stock Exchange of India Limited has issued the warning letter Ref. NSE/LIST/ 17013 dated 20-Nov-2020.	As per the Regulation 34 (2) (f), Company has not included the business responsibility report in the Annual Report of 2019-2020. However, the same was submitted with the Stock Exchanges separately.
2.	National Stock Exchange of India Limited	Company has delayed the compliance of Regulation 23 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	National Stock Exchange of India Limited has levied the Fines of Rs. 47,200/- vide their NSE/LIST-SOP/REG-23/FINES/0814 dated January 18,	Consequent to the impact of pandemic COVID-19, The Company has delayed the compliance of Regulation 23 (9) of the SEBI (Listing



			2021.	Obligations and Disclosure Requirements) Regulations, 2015, for which the NSE has waved the fine imposed on the company vide their letter dated 20.05.2021.
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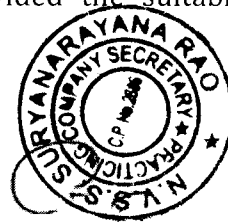
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended 31.03.2020</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1.	As per regulation 27, Information w.r.t payment of Remuneration to auditors has not been disclosed in the Corporate Governance Report.	Company has not mentioned the details of Payment of Remuneration to auditors in Corporate Governance Report.	The Company has taken care of the due compliance in annual report of 2019-2020.	During the period under review the company has complied with regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



2.	As per the Regulation 108, Company has filed the application for listing, after twenty days from the date of allotment to National Stock Exchange of India Limited.	Company has delayed in filing the listing Application w.r.t allotment of 93,50,000 Shares upon Conversion of Warrant into Equity with Stock Exchange of India.	Company has paid the total fine of Rs. 3,30,400/- and made the compliance good. The Fine levied by NSE has been waived and the amount was refunded to the Company.	During the period under review the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 was not attracted.
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**Note:** As per the Information provided to us the Company has received the email from the Investigations Dept, Securities and Exchange Board of India (SEBI) asking for the clarification with regard to Reason(s) for spurt in net profit made by the company for quarter ending March 2019 and list of events/ business segments/ new lines contributing to the profits declared in the financial declared by Ramky Infrastructure Ltd for the quarter ending March, 2019. Further the SEBI has also asked for certain clarification/ information with respect to if any Transactions were made with Mr. Pulicherla Ganesh, M/s Bhubaneshwar Industrial Waste Management (Orissa) Private Ltd. and M/s Ramky Enviro Engineers Limited and Madhya Pradesh Waste Management Project and the relationship of Company with above entities. The Company has provided the suitable reply to the clarification sought by SEBI.



**Signature :**  
**N.V.S.S. SURYANARAYANA RAO**  
**ACS Number: 5868**  
**Certificate of Practice Number: 2886**  
**UDIN: A005868C000356735**

**Place: Hyderabad**  
**Date: 22.05.2021**