

MINUTES BOOK

MINUTES / PROCEEDINGS OF 19th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF RAMKY INFRASTRUCTURE LIMITED HELD ON WEDNESDAY, 14TH AUGUST, 2013 AT 3.00 P.M AT K.L.N. PRASAD AUDITORIUM, 3RD FLOOR, FEDERATION HOUSE, FAPCCI MARG, 11-6-841, RED HILLS, HYDERABAD – 500 004

The following directors were present

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|------------------------------------|--------------------------------------|
| 1. Sri A.Ayodhya Rami Reddy | - Executive Chairman |
| 2. Sri Y.R.Nagaraja | - Managing Director |
| 3. Sri Kamlesh Shivji Vikamsey | - Chairman of the Audit Committee |
| 4. Dr. Archana Niranjana Hingorani | - Non Executive Director |
| 5. Sri V. Murahari Reddy | - Non Executive Independent Director |
| 6. Sri A.G.Ravindranath Reddy | - Non Executive Independent Director |
| 7. Sri V. Harish Kumar | - Non Executive Independent Director |

In attendance:

Sri V.Phani Bhushan, Company Secretary.

On invitation:

- | | |
|-----------------------------|---|
| 1. Sri M.Goutham Reddy | - Director of Ramky Pharma City India Ltd and other subsidiary companies. |
| 2. Sri S.V.R.Visweswara Rao | - Partner of M/s Visweswara Rao & Associates, Joint Statutory Auditors |
| 3. Sri. Hemanth Maheswari | - Director of B S R & Co., Joint Statutory Auditors |

Members present in person	- 212
Members present in proxy	- 24

Sri V.Phani Bhushan, Company Secretary welcomed all the members present in person and by proxy, Chairman, Managing Director, other directors of the company, Statutory Auditors and all other dignitaries present at the Meeting. He then requested the chairman, Sri A.Ayodhya Rami Reddy to preside over the meeting and commence the proceedings.

Sri A.Ayodhya Rami Reddy, Chairman presided over the Meeting.

1. Since the requisite quorum being present, the Meeting was called to order by the Chairman.
2. Sri A. Ayodhya Rami Reddy, Chairman, welcomed all the members present in person and by proxy, directors of the company, institutional representatives, dignitaries and

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invitees present at the Meeting and informed that the Register of Directors Shareholdings is open for inspection.

3. Sri A.Ayodhya Rami Reddy requested the company secretary to read the Notice of the 19th Annual General Meeting of the company together with the explanatory statement and Directors Report, dated May 27, 2013 which was read by the company Secretary.

Sri Ayodhya Rami Reddy requested the company secretary to read the Auditors' Report issued by M/s Visweswara Rao & Associates & B S R & Co., Joint Statutory Auditors to the Members for the financial year 2012-13, dated May 27, 2013, which was presented and read by the company Secretary. The meeting was also informed about the corrigendum issued in newspapers for the management reply to the emphasis matter to Auditors Report of consolidated financials.

Chairman addressed the gathering and gave an overview of the company and invited queries from the shareholders and after they were answered, the chairman requested the company secretary to take the agenda items given in the notice of the 19th Annual General Meeting.

The following business was taken up.

Item No.1: Adoption & Approval of Accounts for FY 2012-13

The following resolution was taken up as an ordinary Resolution

"RESOLVED THAT the audited balance sheet of the company as at March 31, 2013, the Profit and Loss Account for the year ended on that date together with all the statements/annexure enclosed therewith, the Report of the Directors and the Auditors' Report thereon be and are hereby received, adopted and approved".

Proposed by: Praful Chauda
Seconded by: Shaik Ahmed

Client ID: IN30039410144803
Client ID: 1205140000072416

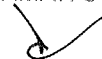
On being put to vote by show of hands, Chairman declared that the resolution is passed with requisite majority.

Item No.2: Re-appointment of Mr. Rajiv Maliwal as Director of the company

The following resolution was taken up as an ordinary Resolution

"RESOLVED THAT Mr. Rajiv Maliwal, be and is hereby re-appointed as Director of the company, liable to retire by rotation".

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Proposed by: Krishna Gopal Gupta
Seconded by: S. Radha Krishna

Client ID: 1203520000023509
Client ID: IN30009511495327

On being put to vote by show of hands, Chairman declared that the resolution is passed with requisite majority

Item No.3: Re-appointment of Mr. Kamlesh Shivji Vikamsey as director of the company

The following resolution was taken up as an ordinary Resolution

"RESOLVED THAT Mr.Kamlesh Shivji Vikamsey, be and is hereby re-appointed as Director of the company, liable to retire by rotation".

Proposed by: Rajesh Mohandas Paryani
Seconded by: Shaik Ahmed

Client ID: 1201060000908933
Client ID: 1205140000072416

On being put to vote by show of hands, Chairman declared that the resolution is passed with requisite majority

Item No.4: Re-appointment of M/s Visweswara Rao & Associates as Joint Statutory Auditors of the company.

The following resolution was taken up as an ordinary Resolution

"RESOLVED THAT M/s Visweswara Rao & Associates, Chartered Accountants, Hyderabad (Registration No 005774S) be and are hereby appointed as Joint statutory auditors of the company to hold office until the conclusion of the next annual general meeting of the company at a remuneration and its manner of payment to be fixed by the Board of Directors/Committee thereof".

Proposed by: Y.R.Nagakrishna
Seconded by: Shekhar Lingala

Client ID: IN30039418284041
Client ID: IN30039412606327

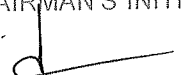
On being put to vote by show of hands, Chairman declared that the resolution is passed with requisite majority

Item No.5: Re-appointment of M/s B S R & Co as Joint Statutory Auditors of the company

The following resolution was taken up as an ordinary Resolution

"RESOLVED THAT M/s B S R & Co., Chartered Accountants, Hyderabad (Registration No 101248W) be and are hereby appointed as Joint Statutory Auditors of the company to hold

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office until the conclusion of the next Annual General Meeting of the company at remuneration and its manner of payment to be fixed by the Board of Directors/Committee thereof".

Proposed by: Seetharam Reddy M V

Client ID: 1201090000609338

Seconded by: Aparajitha Lingala

Client ID: IN30039417617635

On being put to vote by show of hands, Chairman declared that the resolution is passed with requisite majority

SPECIAL BUSINESS:

Item No.6: To appoint Mr. Rajasekhara Reddy as Director of the company

The following resolution was taken up as an ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956 and other applicable provisions if any, Mr. Rajasekhara Reddy be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

"FURTHER RESOLVED THAT Mr. Y R Nagaraja, Managing Director or any of the Directors be and is hereby authorised to do all such acts and deeds including the filing of forms with the Registrar of Companies to give effect to above resolution".

Proposed by: Praful Chauda

Client ID: IN30039410144803

Seconded by: Seetharam Reddy M V

Client ID: 1201090000609338

On being put to vote by show of hands, Chairman declared that the resolution is passed with requisite majority

Item No.7: To Re-appoint and renew the remuneration of Mr.A.Ayodhya Rami Reddy, Executive Chairman of the Company

The following resolution was taken up as an ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 & 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the company be and is here by accorded for re- appointment of Mr. A.Ayodhya Rami Reddy as Executive Chairman of the company for further period of 3 years w.e.f 01/04/2013."

"FURTHER RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 & 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, having

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considered the entire aspects and subject to the requisite approvals and pursuant to the approval of the Remuneration Committee, approval of the company be and is here by accorded for the payment of remuneration to Mr. A.Ayodhya Rami Reddy, Executive Chairman by way of Salary, dearness allowance, perquisites, commission and other allowance up to a maximum amount equivalent to 5% of the net profits of the Company for the period of his tenure i.e. up to March 31, 2016"

"FURTHER RESOLVED THAT Mr. A.Ayodhya Rami Reddy, Executive Chairman be paid within the overall limits of the above remuneration, subject to a maximum limit of Rs. 1.50 crores per annum towards salary, dearness allowance, other allowances, as fixed component and also up to 1 % of Net Profit as Commission, for the Financial Year 2013-14, and for the remaining period of his tenure, payment of remuneration shall be reviewed, within the overall limits of 5% as per above, from time to time by the Remuneration Committee "

"FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any year during his tenure, Mr. A.Ayodhya Rami Reddy, Executive Chairman shall be paid a minimum remuneration for a period of 3 years as provided in Schedule XIII of the Companies Act, 1956, as in force in each year and such remuneration shall be paid monthly or quarterly or half yearly or otherwise as may be agreed to between the Executive Chairman and the Remuneration Committee of the company".

Proposed by: Surendra Kumar Mishra

Client ID: 1203070000070909

Seconded by: Vijaya Bhaskar Reddy K

Client ID: IN30226913262207

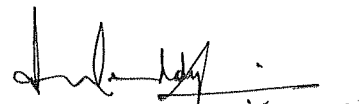
The resolution was put to vote by show of hands, since Mr. Ayodhya Rami Reddy was interested in the resolution; the Audit Committee chairman declared that the resolution is passed with requisite majority.

Sri Y.R.Nagaraja, Managing Director of the company proposed vote of thanks.

There being no other business to transact, the Chairman declared the Meeting as closed.

Place: Hyderabad

Date : 26/08/2013


(A. Ayodhya Rami Reddy)
Chairman

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